

# 2013 - 2014 ANNUAL REPORT



**Real Realty  
Management Co. Ltd.**



*Windsor Willa*  
*Bungalows*



*Tulip Flats*

**Board Of Directors :**

**Executive Directors**

- |    |                        |          |
|----|------------------------|----------|
| 1. | Mr. Rajesh M Rajyaguru | Director |
| 2. | Mr. Paresch P Joshi    | Director |

**Non- Executive & Independent Directors**

- |    |                         |                      |
|----|-------------------------|----------------------|
| 1. | Mr. Bhavin A Mehta      | Independent Director |
| 2. | Dr. Karshanbhai H Patel | Independent Director |
| 3. | Mr. Girish P Maru       | Independent Director |
| 4. | Mr. Pradip J Vyas       | Director             |

**Statutory Auditors**

**M/s. Maharishi & Co.,**  
Chartered Accountants,  
"Aparna", Behind Jeevandeep Hospital,  
Beside Hotel Bansi,  
Indira Gandhi Marg,  
Jamnagar

**Registered Office:-**

9 Shiv Sankalp Society,  
Nr. Naranpura Post Office,  
Naranpura,  
Ahmedabad-380 013, Gujarat.

**Corporate Office**

323, 3<sup>rd</sup> Floor,  
Shree Mahalaxmi Commercial Complex,  
Nr K K V Hall, Kalawad Road  
Rajkot-360 005 (Gujarat).  
Phone: (0281) 0281 2587473, 2587273,

compliance.hillockagro@gmail.com  
info@realrealtyin.com  
www.hillockagro.com  
www.realrealtyin.com

**NOTICE**

Notice is hereby given that the Twenty First Annual General Meeting of the members of Real Realty Management Company Limited (formerly known as Hillock Agro Foods (India) Limited) will be held on Tuesday, 30<sup>th</sup> September, 2014, at 11:00 a.m. at 193 Satyagrah Chavni, Opp. Iskon Mall, S G Highway, Ahmedabad- 380013, Gujarat, to transact the following business :

**Ordinary Business :**

1. To receive, consider and adopt Audited Balance Sheet as on 31<sup>st</sup> March 2014 and Statement of Profit & Loss for the year ended on that day along with the Directors' and Auditors Report thereon.
2. To appoint Director in place of Mr. Pradip J Vyas, Director who is liable to retire by rotation and being eligible, offers himself for reappointment.
3. To appoint Director in place of Dr. Karshanbhai H Patel, Director who is liable to retire by rotation and being eligible, offers himself for reappointment.
4. **"RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Maharishi & Co. Chartered Accountants (ICAI registration No. 124872W), be and are hereby re-appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as agreed upon between the Auditors and the Board of Directors."

**Special Business :**

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Schedule IV to the Act, and Clause 49 of the Listing Agreement, Dr. Karshan H Patel (DIN 03116839, a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for Three (3) consecutive years for a term upto conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2017"

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Schedule IV to the Act, and Clause 49 of the Listing Agreement, Mr. Girish P Maru (DIN 06639003, an non-executive Independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for Three (3) consecutive years for a term upto conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2017"

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Schedule IV to the Act, and Clause 49 of the Listing Agreement, Mr. Bhavin A Mehta (DIN 00023850), an non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for Three (3) consecutive years for a term upto conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2017”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**By order of the Board of Directors of  
For, Real Realty Management Company Limited**

Place : Rajkot  
Date : 20.08.2014

**(Rajesh Rajyaguru)  
Director**

**NOTE:**

- A. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 5 to 7 above, is annexed hereto.
- B. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
- C. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- D. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014 (both days inclusive).
- E. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), M/s. Link Intime (India) Pvt. Ltd.
- F. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
- G. In terms of Provisions of Section 72 of the Companies Act., 2013 nomination facility is available to individual shareholders. The Shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's share Transfer Agent, M/s. Link Intime India Pvt. Ltd. C13, Pannalal Silk Mills, Compound, L B S Marg, Bhandup (W) Mumbai - 400078 for nomination form quoting their folio number. Shareholders holding shares in the dematerialized form may contact their Depository Participate for recording nomination in respect of their shares.

- H. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are given below which forms part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
- I. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number. Members may also note that the Annual Report for F Y 2013-14 will also be available on the Company's website [www.realrealtyin.com](http://www.realrealtyin.com) for their download.
- J. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per clause 35B of the listing agreement, the Company is providing facility to the members to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL)
- K. The instructions for e-voting with User Id and Password is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hardcopy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
- L. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
- M. **The Instructions for shareholders voting electronically are as under :**
- (i) The voting period begins on Wednesday 24.09.2014 at 9:00 am and ends on Friday 26.09.2014 at 5:00 pm during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - (ii) The shareholders should log on the e-voting website <http://www.evoting.nsdl.com>
  - (iii) Please read the instructions given below before exercising the vote.
  - (iv) Please enter User id and password for e-voting. Please note that the password is an INITIAL PASSWORD.
  - (v) If you are already registered with NSDL for e-voting then you have to use your existing user ID and Password/ PIN to cast your vote.
  - (vi) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> Click on Shareholder – Login
  - (vii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (viii) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (ix) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (x) Select "EVEN" (E-voting Event Number) of Real Realty Management Company Limited
  - (xi) Now you are ready for e-voting as Cast Vote page opens.
  - (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.



- (xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [sanjay.parabcs@gmail.com](mailto:sanjay.parabcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (xvi) In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholder available at the Downloads section of <http://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any clarification(s)/grievance(s) connected with the electronic voting, you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at following Telephone Nos.: 022-2499 4600 /022-24994738.

### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No: 5 to 7**

Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru, are Non- Executive Independent Directors of the Company. In addition to new provisions of the Companies Act, 2013 made applicable w.e.f. April 1, 2014, the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to appoint Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for Three (3) consecutive years for a term up to the consecutive years for a term up to conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2017.

Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru are not disqualified from being appointed as Directors in terms of Section 164 of the Act., and have given their consent to act as Directors.

The Company has received notice in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing the candidature of Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru for office of Director to the Company.

The company has also received declarations from Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act., as well as under clause 49 of the Listing Agreement.

After reviewing declaration received from these Director and recommendations of Nomination & Remuneration Committee for the Appointment of Director, the Board is of the opinion that Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru fulfill the conditions for appointment as an Independent Director as specified in the Act., and the listing Agreement.

Dr. Karshanbhai H Patel was the Ambassador for India to Yuganda (Africa). He has very rich experience international relations & diplomatic issues. He possesses a great business acumen and has management insight & growth foresight. Mr. (CS) Bhavin A Mehta is a Fellow Member of the Institute of Company Secretaries of India. He has experience of more than 13 years in field of corporate laws, corporate restructuring & SEBI related matters. Mr. Girish P Maru is an Architect and a well established name in the field of interior designing, project designing, industrial designing works, Valuations etc. with wide expertise of more than four decades.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru interested in the resolutions set out respectively at Item Nos. 5 to 7 of the Notice with regard to their respective appointments. The relatives of Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru may be deemed to be interested in the resolutions setout respectively at Item No. 5 to 7 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

All documents referred hereinabove, are available for inspection at the Registered office of the Company between 11:00 am and 2:00 pm on working days (Sunday is a non-working day)

The Board commends the Ordinary Resolutions set out at Item Nos. 5 to 7 of the Notice for approval by the shareholders.

By order of the Board of Directors of  
**Real Realty Management Company Limited**

Place : Ahmedabad

Date : 20.08.2014

**(Rajesh Rajyaguru)**  
**Director**

**BRIEF PROFILE OF DIRECTORS SEEING APPOINTMENT:**

<b>Director's Name</b>	<b>Dr. Karshanbhai H Patel</b>	<b>Mr. Girish P. Maru</b>	<b>Mr. Bhavin A Mehta</b>
Date of Birth	12 <sup>th</sup> October, 1936	24 <sup>th</sup> October, 1947	2 <sup>nd</sup> September, 1976
Date of Appointment as Director in Company	7 <sup>th</sup> February, 2013	13 <sup>th</sup> August, 2013	7 <sup>th</sup> February, 2013
Qualification	Master of Arts in the International Relations & Post Graduate diploma in International Relations	B. Arch	B. Com, FCS
Experience in specific functional area	Dr. Patel was High Commissioner of India to Uganda, Ambassador to Rwanda and Burundi Consul General of India to Reunion Island (France) Second Secretary, Permanent Mission of India to United Nations, New York (USA), Director, Ministry of External Affairs, New Delhi Director, Non-Resident Gujarat is Foundation, Government of Gujarat, Gandhinagar, Consultant, Times of India Group, Mumbai Member, Executive Committee, Indo-American Chamber of Commerce, Ahmedabad Member, Foreign Trade Committee, GCCI. Presently, he is Chairman, Non-Resident Gujaratis (NRG) Committee of the Gujarat Chamber of Commerce & Industry (GCCCI) and Hon. Director of Non-Resident Gujarati Centre - Ahmedabad, sponsored and maintained by Government of Gujarat and also a Member of Executive committee, Gujarat Chamber of Commerce & Industry (GCCCI).	Architectural, interior designing, project designing, industrial designing works, Valuations etc. to fulfill the services & responsibilities shouldered on us.  With strong work force of professionally qualified persons, backed up with latest equipment & technological advance work environment, we offer customized services to meet the need of our valued clients.	Graduate in Commerce, Mr. Bhavin Mehta is a Company Secretary by profession. He is Fellow Member of the Institute of Company Secretaries of India (ICSI)  Mr. Bhavin Mehta was Founder secretary of Rajkot Chapter of WIRC of ICSI, and subsequently, he became the Chairman of the Rajkot Chapter in 2005. At present, Mr. Bhavin Mehta is Chairman of Professional Development Committee of Rajkot Chapter of WIRC of ICSI. Mr. Mehta is known for his drafting expertise & planning in field of corporate restructuring, and is advisor to many corporates of Gujarat. He is advising the Board in legal aspects & in matters related to corporate restructuring.
Directorship held in other public limited Indian Companies(excluding Directorship in Real Realty Management Co. Ltd)	Nil	Nil	Nil
Membership/Chairmanship of Committees public limited Indian Companies (excluding Membership/Chairmanship of Committees in Real Realty Management Co. Ltd	Nil	Nil	Nil



**REPORT OF BOARD OF DIRECTORS**

To,  
**The Members**  
**Real Realty Management Company Ltd**  
 [For, Hillock Agro Foods (India) Ltd.]

Your Directors are pleased to present the **Twenty First Annual Report** together with audited accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2014.

**FINANCIAL RESULTS AND OPERATIONAL REVIEW :**

		<b>(Amt in Rs. )</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
1.	<b>Total Revenue</b>	<b>4,53,90,000</b>	<b>1,13,00,000</b>
2.	Change in inventories of finished goods/work in progress	1,20,08,709	(14,98,45,081)
3.	Depreciation and Amortization	53,42,148	69,835
4.	Employee Benefit Expenses	9,54,500	94,27,830
4.	Finance Costs	67,08,726	8,71,597
5.	<b>Profit / (Loss) Before Tax (PBT)</b>	<b>(39,35,568)</b>	<b>7,60,252</b>
6.	Taxation:		
	Current Tax	18,39,634	(-37,587)
	Deferred Tax	-23,65,631	3,11,625
7	<b>Profit/(Loss) After Tax (PAT)</b> <b>(Carried forward to Balance Sheet)</b>	<b>-34,09,571</b>	<b>4,86,214</b>

**Performance**

During the fiscal under Report, the Company has earned total income of Rs. 4,53,90,000 as compared to Rs. 1,13,00,000 during last fiscal. Further, due to increase in cost of material consumed, as well as finance cost, the Company has incurred loss of Rs. 39,35,568 as compared to profit of Rs. 7,60,252 during last fiscal 2012-13. However, the Company is commencing new projects such as Windsor Woods and other residential projects in years to come, and therefore, management is of view that the Company will achieve greater profitability in forthcoming years.

**Dividend**

With a view of accumulated losses of past years, the Board of Directors of your Company do not recommend any dividend for the year.

**Corporate Restructuring**

Members are aware that the Company has passed through Corporate Restructuring exercise in last Three years. During the year under Report the Company have completed the process of Reorganization/ reduction of Share Capital from Rs. 4,01,06,000/- to Rs. 1,20,31,800/- in the ratio of 3 new shares for every 10 shares held in Transferee Company as on Record Date (i.e. 14<sup>th</sup> May, 2013)

Thereafter, the Company had issued & allotted 36,00,000 Equity shares of Rs. 10/- at premium of Rs. 9.67 per share to the Shareholders of Transferor Company in the ratio of 36 (Thirty Six ) equity Shares for every 5 (Five ) equity Shares held by the Members of Transferor on the Record Date (i.e. 14<sup>th</sup> May, 2013)

**Change of Name of the Company**

In terms of the Scheme of Arrangement, the name of the Company is changed from Hillock Agro Foods (India) Limited to Real Realty Management Company Limited w.e.f. 2<sup>nd</sup> April, 2013. The necessary approval have also been obtained from the BSE Limited, Mumbai.

**Board's Responsibility Statement**

In pursuance of Section 217(2AA) of the Companies Act, 1956, the Directors confirm:

- a) That in the preparation of annual accounts, the applicable accounting standards have been followed
- b) That They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the accounting year and of the profit and loss account for that year ;
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) That they have prepared the annual accounts on a going concern basis subject to Note 16(b) of Notes on Accounts.

**Particulars of Employees**

There are no employees in the Company drawing remuneration more than limits specified in the Companies (Particulars of Employees) Rules, 1975 as amended by the Companies (Particulars of Employees) (Amendment) Rules, 2011 dated 31<sup>st</sup> March, 2011.

**Directors**

Mr. Pradip J Vyas & Dr. Karshanbhai H Patel Directors of the Company, are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment. A brief Resume of Mr. Pradip J Vyas & Dr. Karshanbhai H Patel are attached with Notice of the AGM.

Further Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru, are Non- Executive Independent Directors of the Company. In addition to new provisions of the Companies Act, 2013 made applicable w.e.f. April 1, 2014 and as per amended Clause 49 of the Listing Agreement. It is proposed to appoint Dr. K H Patel, Mr. Bhavin A Mehta, and Mr. Girish P Maru as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for Three (3) consecutive years for a term up to the consecutive years for a term up to conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2017.

**Corporate Governance**

The Company believes that the Corporate Governance is Timely and balanced disclosure of all material information concerning the Company to all stakeholders, Independent verification and safeguarding integrity of the Company's financial reporting and also A sound system of risk management and internal control and Fair and equitable treatment of all its stakeholders including customers, shareholders and investors. A detailed report on Corporate Governance is attached to this Report. The Securities and Exchange Board of India (SEBI) has made efforts to strengthen the Clause 49 of the Listing Agreement. Accordingly, a separate Report on Corporate Governance as well as the Certificate from M/s. D. Panchamia & Associates, Practising Company Secretaries is annexed to this Report of Board.

**Auditors**

M/s. Maharishi & Co., Chartered Accountants, retiring Auditors of the Company, being eligible for reappointment, offers themselves for reappointment. Members are requested to reappoint them as auditors of the Company to hold office from the conclusion of ensuing General Meeting until the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration.

**Compliance Certificate**

As per the provisions of Section 383A read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained Compliance Certificate obtained from M/s. D. Panchamia & Associates, Practising Company Secretaries, Rajkot