

2014-2015
ANNUAL REPORT



**Real Realty
Management Co. Ltd.**

REAL REALTY MANAGEMENT COMPANY LIMITED

Annual Report

Financial Year 2014-15

Board Of Directors:**Executive Directors**

- | | | |
|----|------------------------|--------------------------------|
| 1. | Mr. Rajesh M Rajyaguru | Chairman and Managing Director |
| 2. | Mr. Paresh P Joshi | Director |
| 3. | Mr. Pradip Vyas | Director |
- (Mr. Pradip Vyas resigned w.e.f 11th November, 2014)

Non- Executive & Independent Directors

- | | | |
|----|-------------------------|-----------------------|
| 1. | Dr. Karshanbhai H Patel | Independent Director |
| 2. | Mr. Girish P Maru | Independent Director |
| 3. | Mrs. Rubina Dalal | Independent Director* |
| 4. | Mr. Bhavin Mehta | Independent Director* |
- (Mr. Bhavin Mehta resigned w.e.f. 11th July, 2015)

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, 3rd 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 OF AGM

Real Realty Management Company Limited
CIN: L15400GJ1992PLC018426

Address of Registered Office:

9 Shiv Sankalp Soc.,
Near Naranpura Post Office,
Naranpura – 380 013
Ahmedabad
Gujarat

E-Mail: compliance.hillockagro@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members Real Realty Management Company Limited (formerly known as Hillock Agro Foods (India) Limited) will be held on Wednesday, 30th September, 2015, at 11:00 a.m. at 9 Shiv Sankalp Society, **Near Naranpura Post Office, Naranpura - 380 013 Gujarat**, to transact the following business :

❖ **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Rajesh Rajyaguru**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Paresh Joshi**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and fix their remuneration and to consider and if thought fit, to pass following resolution as an **Ordinary Resolution** thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, 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 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 appoint **Ms. Rubina Dalal** (DIN: 07144105), as a Director, and 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 (“the Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, **Ms. Rubina Dalal (DIN: 07144105)**, who is appointed as an Additional Director by the Board of Directors, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of a non-executive independent director of the Company, and who has submitted a declaration that she 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 the term of 5 (five) years with effect from 30th September, 2015 to 29th September, 2020”

Continue in next page...

NOTICE OF ANNUAL GENERAL MEETING

Continued from previous page...

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

**Place : Rajkot
Date : 20.08.2015**

**(Rajesh Rajyaguru)
Chairman and Managing Director
DIN: 00519866**

Address of Registered Office:

**M/s. Real Realty Management Company Limited,
CIN: L45200GJ1993PLC019930
9 Shiv Sankalp Society,
Near Naranpura Post Office,
Naranpura - 380 013
Gujarat
E-Mail ID: compliance.hillockagro@gmail.com**

NOTICE OF ANNUAL GENERAL MEETING

❖ NOTES:-

- A. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
- B. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on poll 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 carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed 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.
- C. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2015 TO Monday, September 29, 2015** (both days inclusive) for the purpose of Annual General Meeting.
- D. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 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 Agents, 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. 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 FY 2014-15 will also be available on the Company's website www.realrealtyin.com for their download.

NOTICE OF ANNUAL GENERAL MEETING

- H. In terms of Section 152 of the 2013 Act, Mr. Rajesh Rajyaguru (DIN: 00519866), Managing Director and Mr. Paresh Joshi (DIN: 00158205), Director retire by rotation at this Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commends their respective re-appointments. Brief profiles of Directors seeking reappointment are provided in the Corporate Governance Report forming part of the Annual Report.
- I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL).
- J. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, 23rd September, 2015 i.e. cutoff date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). **The remote e-voting period will commence at 9.00 a.m. on Sunday, 27th September, 2015 and will end at 5.00 p.m. on Tuesday, 29th September, 2015.** In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Dhaval Doshi, Chartered Accountants, to act as the Scrutinizer & scrutinize the entire e-voting process and polling process in Annual General Meeting in a fair and transparent manner. 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 hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. The instructions for remote e-voting are give hereunder after closure of notes.
- K. All documents referred to in the accompanying Notice 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.

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

**Place : Ahmedabad
Date : 20.08.2015**

**(Rajesh Rajyaguru)
Chairman and Managing Director
DIN: 00519866**

NOTICE OF ANNUAL GENERAL MEETING

❖ Instructions for e-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per clause 35B of the listing agreement, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 22nd Annual General Meeting of the Company.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency to provide e-voting facilities.

The e-voting facility will be available commence at 9.00 a.m. on Sunday, 27th September, 2015 and will end at 5.00 p.m. on Tuesday, 29th September, 2015.

The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is September 23, 2015. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Attention is invited to the statement on the accompanying Notice that all businesses at the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

Please read the instructions given below before exercising the vote.

- i. Open the PDF file "e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- ii. 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.
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iv. Click on "Shareholder - Login"
- v. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- vi. 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.
- vii. Home page of e-voting opens. Click on "e-Voting: Active Voting Cycles".
- viii. Select "EVEN" (E-voting Event Number) of Real Realty Management Company Limited
- ix. Now you are ready for e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.

NOTICE OF ANNUAL GENERAL MEETING

- xiii. 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 dhavalDOSHI1988@gmail.com with a copy marked to evoting@nsdl.co.in

In case of any queries, related to website or other issues you may contact NSDL Help Desk at Tel No. (Toll Free) 1800-222-990 / e-mail at helpdesk@nsdl.co.in

Contact: Mr. Amit - 022-24994360/ Mr. Sagar Dharankar - 022-24994262 / Mr. Rajeev Ranjan - 022-24994738

Mail at:

National Securities Depository Limited,
TradeWorld, 'A'Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
MUMBAI 400 013

Email at:

evoting@nsdl.co.in

CA Dhaval Doshi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results shall be declared on or after the AGM of the Company. The Results along with the Scrutinizer's Report (s) will be available on the website of the Company www.realrealtyin.com and on NSDL's website <https://www.evoting.nsdl.com> within two (2) days of passing of the resolutions at the AGM and communicated to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.