

USHA HOUSING DEVELOPMENT COMPANY LIMITED

Regd. Office: B-704 Sterling Apartment, 9 University Road, Lucknow Uttar Pradesh-261001

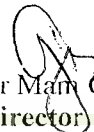
NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Company will be held on Tuesday, the 30th day of September, 2008 at 11 AM at its registered office at B-704, Sterling Apartments 9, University Road, Lucknow Uttar Pradesh-261001 to transact the following business:-

ORDINARY BUSINESS

- 1-To receive and adopt the Balance sheet as on 31st March, 2008 and Profit and Loss Account for the year ended 31st March, 2008 and the Directors' and Auditor's Report thereon.
- 2- To appoint a Director in place of Mr. Amar Singh, who retires by rotation and, being eligible, offers himself for re-appointment.
- 3- To appoint Auditors to hold office from the conclusion of this meeting and to fix their remuneration.

For and on behalf of the Board of Directors
Usha Housing Development Company Ltd


Dr Manoj Chand Gupta
Director

Report Junction.com

Date: 30.08.2008

Place: New Delhi

NOTES:

- 1-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, PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- 2-The Register of Members and share Transfer Books of the company shall remain closed from Monday the 29th September, 2008 to Tuesday the 30th September, 2008 (Both days inclusive).
- 3- A blank proxy form is sent herewith.
- 4- Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- 5- All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays upto the date of the Annual General Meeting.
- 6- The Register of Contract/arrangement and Register of Directors Shareholding shall be open for inspection by the members during the continuation of meeting.
- 7- Members desirous of any information concerning the accounts and operation of the Company are requested to send their queries to the Company at least one week before the meeting, so as, to enable the management to keep information ready. Replies will be provided only at the meeting.

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DIRECTOR'S REPORT

To
The Members,
Usha Housing Development Company Limited

Your Directors have pleasure in presenting the Annual Report together with Audited Balance Sheet of the Company as at 31st March, 2008 and the Profit and Loss Account for the year ended on that date and Auditor's Report thereon.

FINANCIALS HIGHLIGHTS

Particular	Financial Year ended 31.3.2008	Financial Year ended 31.3.2007
Income	2,41,940	9,68,310
Expenditure	2,07,889	1,36,485
Profit before tax	(66,307)	7,31,467
Fringes benefit tax & provision for current tax	0	0
Profit after tax	(66,307)	7,31,467
Balance carried forward to Balance Sheet	(10,27,68,560)	(10,27,02,253)

DIVIDEND

In view of the accumulated losses incurred by the Company, the Directors do not recommend any dividend during the year.

OPERATION AND FUTURE OUTLOOK

Usha Housing Development Company Limited is engaged in the business of real state, construction and housing sectors. The Company has not executed any projects/ construction activities during the year and accordingly there is no turnover except receipts on account of rent and property maintenance Fees.

The company has accumulated losses of more than fifty percent of its net worth as at the financial year 31st March, 2008 and the company has incurred cash losses during such financial year and also in the financial year immediately proceeding such financial year.

In spite of the pending legal cases, suspension of listing from Bombay Stock Exchange and Delhi Stock Exchange, Management of the company is of the opinion that company is a going concern as the management is trying its best to recover of the pending dues and is taking suitable steps for revival of the company.

DIRECTORS

Mr. Amar Singh retires by rotation and being eligible offers himself for re-appointment.

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DEPOSITS

The Company has not invited or accepted any deposits from the public.

PARTICULARS OF EMPLOYEES

None of the employees of the company is in receipt of remuneration exceeding the limit as prescribed under Section 217 (2A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- 1.that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- 2.that the Directors had 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 financial year and of the profit or loss of the company for that period.
- 3.that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4.that the Directors have prepared the annual accounts for the financial year ended 31st March, 2008 on a going concern basis.

AUDITORS

Srivastava Kumar & Co., Chartered Accountants, Statutory Auditors of the Company, hold office up to the conclusion to the ensuing Annual General Meeting. The company has received communication from them to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. They are proposed to be appointed as Auditors of the Company for the financial year 2008-09.

AUDITOR REPORT

The Managements comments on the Auditors Report to the members on the Annual Accounts for the period ended on 31.3.2008 and notes thereon are given hereunder:

- 1- With reference to point no 4(f) (i) of Auditors Report, the Managements comments are given at Note No 2 to Notes on Accounts which is self explanatory.
- 2-. With reference to point no 4(f) (ii) of Auditors Report, the Managements comments are given to Notes on Accounts which is self explanatory.
- 3- With reference to point no 4(f) (iii) of Auditors Report, the Managements comments are given at Note No 3 to Notes on Accounts which is self explanatory.

CORPORATE GOVERNANCE

The principles of Corporate Governance are followed by the company. As required under clause 49 of the Listing Agreement, Management Discussion and Analysis Report, Corporate Governance Report and the Auditors Certificate regarding the same is annexed forms an integral part of this Annual Report.

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DEMATERIALIZATION OF SHARES

As on date the company's shares are in Physical Form, the company has already applied to NSDL for availing of demat facilities, however approval of NSDL is awaited.

LISTING ARRANGEMENTS

The company's shares listed in the Mumbai and Delhi Stock Exchanges. The Company has paid listing fee to the Mumbai Stock Exchange up to 1999-2000 and Delhi Stock Exchange up to 1997-98. The securities of the Company are under suspension and are not traded at the Stock Exchanges. The Company had started a dialogue with the Bombay Stock Exchange for settlement of dues and making compliance with the Listing Agreement. However, the Stock Exchanges have neither revoked the suspension of Securities nor the scrip of the company is being traded at the Stock Exchanges

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING ETC


In absence of any manufacturing activities, no details have been given as required under Section 217(1) (e) of the Companies Act, 1956 and the rules framed there under.

Foreign Exchange earnings / outgo: NIL.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their deep appreciation for the continued support received from the business associates of the Company.

For and on behalf of the Board of Directors
For Usha Housing Development Company Limited


Amar Singh
Director


Dr. Man Chand Gupta
Director

Dated: 30.08.2008
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of Usha Housing Development Company Ltd. is pleased to present its analysis report on its performance and future outlook.

Industry Outlook

Your Company is engaged in the business of real estate, construction and development of Housing Sector. This sector has a multiplier effect on overall development of the economic growth and development of the country. This is more evident from the policy initiatives taken by the Government for the sustained growth of this sector and to ensure the consistent inflow of investment.

Opportunities and Threats

India has been recognized as one of the fastest developing economy in the world and this is expected provide a boost to the industrial growth and to open the new avenue for Real estate and construction sector.

The intense competition for the new projects, which resulted in aggressive bidding, high interest rate and the cost overruns due to unintentional delays in implementation are likely to result in continued pressure on margins in the medium term as well.

Risk & Returns

As Real Estate and construction is a highly capital intensive activity, with long gestation periods, this sector assumes considerable importance as it consumes a big chunk of national plan outlays, generates vast business activities, and provides employment opportunities.

Further, adverse financial position of the company, which has resulted in erosion of more than 50% of the Net Worth of the company coupled with the pending litigation of material nature, may further act as an impediment in the future growth of the company.

Future Outlook

In spite of the continuous losses, pending legal cases, suspension of listing from Bombay Stock Exchange and Delhi Stock Exchange, Management of the company is of the opinion that company is a going concern as the management is trying its best to recover of the pending dues and is taking suitable steps for revival of the company.

Operational and Financial Performance

The Financial Statement for the financial year ended on 31st March, 2008 have been prepared in compliance of provisions of the Companies Act, 1956 and applicable Accounting Standards issued by Institute of Chartered Accountants of India. The Board of Directors accepts the integrity and objectives of these financial statements.

During the year company's turnover declined to Rs. 2, 41,940.00 from the previous year's figure of Rs.9, 68,310.00. The company suffered a loss of Rs. 66,307.00 during the financial year.

Human Resources

There are no employees on the rolls of the Company as at present.

Adequacy of Internal Control Systems

The company has proper and adequate system of internal control commensurate with the nature of business and its scale of operations. The Audit Committee reviews the internal control systems periodically. The Statutory Auditors of the Company have also, in their report to members for the financial year ended on 31st March 2008 confirmed the adequacy of internal control system of the company.


Segment Wise Performance

As per AS- 17, the Company has no reportable segment other than property development that requires disclosures.

Cautionary Statement

Statements in the Management Discussion and Analysis Report Describing the current industry structure, outlook and opportunities reflects the company's assessment and perception of the situation that may differ materially with the change in the Government regulations, policies and other related factors.

For and on behalf of the Board of Directors
For Usha Housing Development Company Limited


Amar Singh
Director


Dr. Man Chand Gupta
Director

Dated: 30.08.2008
Place: New Delhi



SRIVASTAVA KUMAR & CO.

Chartered Accountants

To
The Members,
Usha Housing Development Company Limited

We have reviewed the compliance of conditions of Corporate Governance by Usha Housing Development Company Limited having its registered office at B-704, Sterling Apartments 9, University Road, Lucknow (U.P.) for the year ended on 31st March, 2008 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange in India.

We have conducted our review on the basis of the relevant records and documents maintained by the company for the year 31st March, 2008 and furnished to us for the purpose of review and the information and explanations given to us by the company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

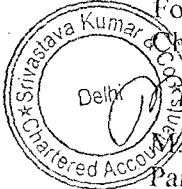
In our opinion and to the best of our information and according to the explanations given to us,

We have to state that the Company, though listed at Bombay Stock Exchange (BSE) and Delhi Stock Exchange (DSE), has not paid any Listing Fee to BSE since 2000 and to DSE since 1998 and the shares are not traded at the Stock Exchanges. There have been no transfers in the securities of the Company for the current year also and no Investor Grievances are reported pending by the Registrar and Transfer Agent.

The Company is managed by Board of Directors, all (Three at present) of whom are non-executive. We are told that the Company has started a dialogue with BSE for settlement of dues and compliance with other requirements of the Listing Agreement to ensure activation of the securities for trading for the benefit of the shareholders. However, the Stock Exchanges have neither revoked the suspension of Securities nor the scrip of the company is being traded at the Stock Exchanges.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 30.08.2008

For Srivastava Kumar & Co.
Chartered Accountants

K. Jain
Partner

21-A NANGLI RAJAPUR, EAST NIZAMUDDIN, NEW DELHI-110013

OVERSEASE BRANCH : 9, MANDARIN CRESCENTS, BRAMPTON, ONTARIO, L6S, 2S1 (CANADA)

PHONE : 011-24354215, 24353216 • Telefax : 011-24353216 E-MAIL : skc123ca@gmail.com

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ANNUAL REPORT ON CORPORATE GOVERNANCE 2007-2008

A. BOARD OF DIRECTORS:

Composition of the Board

The composition of Board during the year ended 31st March, 2008 has been tabled below.

As on 31.03.2008 the Board of Directors comprised of following 3 directors all being Non-Executive Directors with 2 Independent Non-Executive Directors. Dr. Mam Chand Gupta being Non-Executive Director and Mr. Amar Singh and Mr. Deepak Jalan being Independent Non-Executive directors. The details of Board are given in **Table – 1**.

No. of Board Meetings

During the year under review (Nine) Board Meetings were held one each on 09.04.2007, 18.06.2007, 25.06.2007, 14.08.2007, 16.08.2007, 29.09.2007, 08.10.2007, 12-12-2007, and 14.01.2008. The time gap between the two meetings did not exceed the maximum prescribed time gap of four months. The attendance record of all the Directors are as under:-

TABLE – 1: The composition, category, attendance at Board Meetings:

Name	Category	Designation	No. of Board Meeting Attended
Dr. Mam Chand Gupta	NE *	Director	7
Mr. Deepak Jalan	NE* & ID**	Director	6
Mr. Amar Singh	NE* & ID**	Director	9

Notes:-

Mr. Deepak Jalan appointed as a Director of the company w.e.f. 25.06.2007

* - Non Executive

** - Non-Executive & Independent

None of the directors is a member of more than ten Board level committees or acts as a chairman of more than five such committees, as required under clause 49 of the Listing Agreement.

B. AUDIT COMMITTEE

The Company has set up an Audit Committee on 30.01.2001 in accordance with the requirements of Section 292A of the Companies Act, 1956 & Clause 49 of the Listing Agreement. The audit committee was reconstituted on 25th June, 2007 with the induction of Mr. Deepak Jalan (Non Executive and independent Director) as the member of Audit Committee. Therefore the composition of Audit Committee as on the date of the report is in line with clause 49 with majority of members being Independent Non Executive Directors viz. Mr. Amar Singh, Mr. Deepak Jalan being Independent Non Executive Directors and Dr. Mam Chand Gupta being Non Executive Director.

The Audit committee met six times during the year on 09-04-2007, 18-06-2007, 20-09-2007, 08.10.2007, 04-12-2007 and 09-02-2008.