

Telephone : 2202 3826

2282 0943

Fax : 2202 5160



THE HINDUSTAN HOUSING COMPANY LIMITED

Regd. Office : Bajaj Bhawan, 2nd Floor, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021.

CIN:- L45200MH1934PLC002346

www.hhclbajaj.com

13th August, 2019

To,
The Department of Corporate Services,
BSE Ltd.,
1st floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai - 400-001.

Dear Sir,

Re: Security Code No. 509650

Sub: Annual Report for the Financial Year 2018-2019

We are enclosing herewith Annual Report of our Company for the Financial Year 2018-2019 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for your information and records.

We hope you will find the same in order.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For The Hindustan Housing Company Ltd.

(Vijay Bohra)
Chief Financial Officer
Encl.: as above

**THE
HINDUSTAN HOUSING
COMPANY LIMITED**



**83rd Annual Report
2018-2019**

THE HINDUSTAN HOUSING COMPANY LIMITED

Board of Directors	Vinaya Mehrotra - Chairman Vinod Nevatia Minal Bajaj
Key Managerial Personnel	Vijay Bohra, Chief Financial Officer Pradeep Dhruva, Company Secretary
Statutory Auditors	K.K. Mankeshwar & Co., Chartered Accountants
Bankers	Central Bank of India
Registered Office	Bajaj Bhawan, 2 nd Floor, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021
Registrar and Share Transfer Agents	Bigshare Services Pvt. Ltd.
	Registered Office Address: E-2/3, Ansa Industrial Estate, Saki-Vihar Road, Saki Naka, Andheri (E), Mumbai -400072
	Corporate Office Address: 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Next to Keys Keys Hotel, Marol Maroshi Road, Andheri (E), Mumbai - 400059
(CIN)	L45200MH1934PLC002346
Website	www.hhclbajaj.com

Contents

Notice	1 - 16
Directors' report	17 - 38
Independent Auditor's Report	39 - 50
Balance Sheet	51
Statement of Profit & Loss	52 - 53
Cash Flow Statement	54
Notes forming part of the Financial Statements	55 - 82

NOTICE

NOTICE is hereby given that the Eighty-Third Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on **Friday, 30th August, 2019 at 3.00 p.m.** at the Registered Office of the Company at Bajaj Bhawan, 2nd floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400-021, to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Minal Bajaj (DIN: 00222469) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Minal Bajaj as an Executive Director of the Company :**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments or statutory modifications or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the "SEBI Listing Regulations"), and subject to such other approvals/permissions/sanctions as may be necessary, approval of the Company be and is hereby accorded to the appointment/re-designation of Minal Bajaj (DIN: 00222469), an existing Director of the Company, as a Whole-Time Director and designated as an Executive Director ("ED") of the Company, for a period of 5 (five) years with effect from 1st June, 2019 to 31st May, 2024 on the remuneration and upon the terms and conditions set out in the Explanatory Statement relating to this Resolution with liberty and powers to the Board of Directors (which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Minal Bajaj within the limits specified in the Act including any statutory amendment, modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and caused to be done all such acts, deeds, matters and things as it may, in its absolute discretion deem it necessary, proper or expedient and to take all such steps as may be necessary to give effect to this Resolution."

4. Re-appointment of Vinod Nevatia as an Independent Director of the Company for a second term of five consecutive years with effect from 5th February, 2020 :

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

" **RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments or statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the "SEBI Listing Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Vinod Nevatia (DIN : 00059194) who was appointed as an Independent Director of the Company for a term of 5 (five) years up to 4th February, 2020 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Sec 149(6) of the Companies Act, 2013 and subject to him submitting a declaration that he continues to satisfy the criteria of independence as provided in Section 149(6) on or before 5th February, 2020 and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, effective from 5th February, 2020 up to 4th February, 2025, and he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Vinod Nevatia be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and caused to be done all such acts, deeds matters and things as it may, in its absolute discretion deem it necessary, proper or expedient and to take all such steps as may be necessary to give effect to this Resolution."

5. Appointment of Rakesh Gupta as an Independent Director of the Company for a term of five consecutive years with effect from 30th August, 2019 :

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 (hereinafter referred to as the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments or statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the "SEBI Listing Regulations"), Rakesh Gupta (DIN:01827116), who is eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years effective from 30th August, 2019 upto 29th August, 2024 and he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Rakesh Gupta be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and caused to be done all such acts, deeds matters and things as it may, in its absolute discretion deem it necessary, proper or expedient and to take all such steps as may be necessary to give effect to this Resolution."

NOTES:

1. Pursuant to the provisions of Section 91 of the Act, the Register of Members of the Company will remain closed from **21st August, 2019 to 30th August, 2019.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than 10% 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.
3. The Proxy Forms in order to be valid and effective should be deposited at the Registered Office of the Company not less than Forty-eight (48) hours before the commencement of the Meeting.
4. Brief details of the Director who is seeking re-appointment are annexed hereto as per the requirements of Regulation 36(3) of the SEBI Listing Regulations and as per the provisions of the Act.
5. Explanatory Statement pursuant to Section 102 of the Act is annexed hereto and forms part of this Notice.
6. Members are requested to notify the change in their address, if any, to the Company or the Registrar and Share Transfer Agents viz. Bigshare Services Pvt. Ltd. immediately.
7. Corporate members are requested to send in advance, a duly certified true copy of the Board Resolution/Power of Attorney authorizing their representative to attend the AGM.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical format can submit their PAN Card details to the Company or Bigshare Services Pvt. Ltd. at their email id: **investor@bigshareonline.com**.
9. The Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 has prescribed a new format of Register of Members to be maintained in Form MGT-1 which requires the Company / RTA to record additional details of shareholders such as

PAN, Email address, Bank Details for payment of dividend, UID Aadhaar No., Nomination Details etc. A Form for recording such additional details is available on the website of the Company. Members holding shares in physical form are requested to download the Form and submit the duly completed form to the Company or Bigshare Services Pvt. Ltd. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

10. To receive shareholders' communication through electronic means, including annual reports and notices, members are requested to kindly register/update their e-mail address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Bigshare Services Pvt. Ltd. at their e-mail id: investor@bigshareonline.com.

Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. They are also requested to bring their copies of the Annual Report to the meeting.

11. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI Listing Regulations, 2015 the Company is providing facility to exercise votes on the items of business given in the Notice through remote electronic voting system to members holding shares as on **23rd August, 2019** (End of Day) being the Cut-off date (Record Date for the purpose of Rule 20 (2) (ii) of the Rules) fixed for determining the voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Central Depository Services Ltd. (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on **27th August, 2019 at 9.00 a.m. and ends on 29th August, 2019 at 5.00 p.m.** 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 **23rd August, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com

- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which

they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **THE HINDUSTAN HOUSING COMPANY LTD.**
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins **27th August, 2019 at 9.00 a.m. and ends on 29th August, 2019 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd August, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For members who wish to vote using Ballot Form:

Members may fill in the Ballot Forms (in lieu of remote E-voting), enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer, **M/s Swati Nerurkar & Co.,** Company Secretaries, (ACS No. 18110 CP No. 8193), C/o Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai- 400-059 or to her email: swati@swatinerurkar.com, so as to reach by 5.00 p.m. on **29th August, 2019**. Ballot Forms received thereafter will strictly be treated as if not received. Unsigned, incomplete, or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. remote E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.