

HINDUSTAN APPLIANCES LIMITED
{CIN : L18101MH1984PLC034857}

NOTICE TO MEMBER

NOTICE is hereby given that the Annual General Meeting of the members of **HINDUSTAN APPLIANCES LIMITED** will be held on Friday, the 30th September, 2016 at 2.00 p.m. at the Registered Office of the Company at 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, to transact following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Sanjay Amrutlal Desai (DIN: 00671414), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Rules made thereunder, M/s. A. C. MODI & ASSOCIATES, Chartered Accountants, Mumbai having ICAI Firm Registration No. 116555W, who were appointed as Auditors for the period of 5 years at the Annual General Meeting held on 30th September, 2015, subject to ratification by the members at every AGM, be and hereby are appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM till the conclusion of the next Annual General Meeting of the Company, to examine and audit the accounts of the Company for the Financial year 2016-17, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

BY ORDER OF THE BOARD

K. R. Shah

KALPESH R. SHAH
DIRECTOR
DIN : 00294115

REGISTERED OFFICE:

1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400013

Dated : 30th May, 2016.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll only instead of himself and the proxy need not be a member.
2. The instrument appointing proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General meeting.
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed / re-appointed is given in the Annexure I to the Notice.
6. Members desirous of obtaining any information on the Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be compiled in advance.
7. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
9. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the information ready.
10. Members are requested to bring their copy of Annual Report to the meeting.
11. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A. M. and 1.00 P.M. on all working days up to the date of the Meeting.

ANNEXURE 1 TO THE ITEM NO. 2 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

1. Mr. Sanjay Amrutlal Desai (DIN: 00671414)

Name of the Director	Mr. Sanjay Amrutlal Desai (DIN: 00671414),
Date of Birth / Age	54 Years , 05/02/1961
Date of First Appointment on the Board	28/12/1998
Relationship with other Directors	Nil
Expertise in specific functional areas and Brief Profile	Business Management
Qualification	B.Com
Experience	More than 34 years of experience in Marketing of Electricals and Electronics goods.
Board Membership of other Companies as on March 31, 2016	<ol style="list-style-type: none">1. AARYASIDDHI FASHION DESIGNER PRIVATE LIMITED2. R J PAPER MILLS PRIVATE LIMITED3. TENDRIL CHEMICALS P LTD4. ANCHOR FANS MANUFACTURING COMPANY PRIVATE LIMITED5. R. J. LIGHTING & FIXTURES PRIVATE LIMITED6. NIDHAAN BUILDCON PRIVATE LIMITED
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2016	Nil
Shareholding in the Company (as on 31/03/2016)	Nil
No. of Board Meetings attended during the last financial year (2015-2016)	5 (Five)
Terms and Conditions of appointment or re-appointment	Appointed as Director, Liable to retire by rotation.

Except Mr. Sanjay Amrutlal Desai (DIN: 00671414), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

BY ORDER OF THE BOARD

K.R. Shah

**KALPESH R. SHAH
DIRECTOR
DIN : 00294115**

Registered Office:
1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400013.
Date: 30th May, 2016.

HINDUSTAN APPLIANCES LIMITED

DIRECTORS' REPORT

To,

The Members

The Directors have pleasure in presenting their Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2016.

Particulars	(Rs.in Lacs)	(Rs.in Lacs)
	Year ended 31.3.2016	Year ended 31.3.2015
Income from operation	71.99	74.82
Gross Profit / loss Before Taxation	62.08	69.03
Deduct:-		
Provision for taxation	19.20	21.35
Income Tax of Earlier Years	(0.02)	--
Net profit /(Loss) for the year	42.88	47.68

RESULTS OF OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY

Total income for the year was Rs. 71.99 Lacs against Rs. 74.82 Lacs in the previous year.

Profit after tax for the year was Rs. 42.88 Lacs against profit of Rs. 47.68 Lacs in the previous year.

There are no material changes and commitments have occurred after the close of the financial year till the date of this report, which affect the financial position of the Company.

DIVIDEND AND TRANSFER TO RESERVE

In order to conserve the financial resources for the long term needs of the Company the Directors do not recommend any dividend and no amount is transferred to Reserves for the financial year 2015-16.

MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchange is given in the report as a separate statement.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:-

The particulars of subsidiary Companies as on March 31, 2016 have been included in Form MGT – 9 which is annexed to this report in Annexure II and in Form AOC-1, which is annexed to this report in Annexure III.

CORPORATE GOVERNANCE

Necessary measures have been adopted to comply with the requirements of the listing agreement with stock exchange wherein the company's shares are listed. A separate Section on corporate governance report forms part of this annual report.

A certificate from the auditors of the company regarding compliance of the conditions of corporate governance as stipulated under clause 49 of the listing agreement is attached to this report.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the Companies Act, 2013 (The “Act”) and Accounting Standard (AS) – 21 on consolidated Financial Statements and the audited consolidated financial statement along with notes Annexed to or forming part of financial statements, Auditors report and Board’s report of the subsidiaries are provided in the Annual Report.

DIRECTORS’ RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- b) the Directors 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 as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties wherein ordinary course of business and on arms length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required.

Your Directors draw attention of the members to Note 16 to the financial statement which sets out related party disclosures.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 and rules framed thereunder, relating to Corporate Social Responsibility (CSR) are not applicable to this Company.

RISK MANAGEMENT

The Risk Management Policy has been framed, implemented and monitored. Major risk identified by the businesses and functions are systematically monitored through mitigating actions on continuing basis.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the financial statements. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL AND COMMITTEES

In accordance with the provisions of the act and Articles of Association of the Company Mr. Sanjay Amrutlal Desai (DIN: 00671414) retires by rotation and being eligible offers himself for re-appointment at the ensuing annual general meeting.

The Company has devised a policy for performance in relation of Independent Directors, Board, and Committees which includes criteria for performance evaluation of the Non-Executive and Executive Directors.

The detailed programs for familiarization of Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put in place.

AUDITORS AND AUDITORS REPORT

Statutory Auditors

M/s. A. C. MODI & ASSOCIATES, Chartered Accountants, Mumbai having ICAI Firm Registration No. 116555W, were appointed as Auditors for the period of 5 years at the Annual General Meeting held on 30th September, 2015, subject to ratification by the members at every AGM. The appointment of A. C. MODI & ASSOCIATES, Chartered Accountants, Mumbai having ICAI Firm Registration No. 116555W as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, to examine and audit the accounts of the Company for the Financial year 2016-17, is to be ratified by the members at the ensuing AGM.

The Company has received a letter from M/s. M/s. A. C. Modi & Associates to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

The Auditors Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

The Board has appointed D. Kothari & Associates, Practicing Company Secretary to conduct the Secretarial Audit for the financial year ended 2015-16. The Secretarial Audit report for the financial year ended March 31, 2016 is annexed herewith and marked as Annexure I to this report. Regarding the observations in the Secretarial Audit Report, directors wish to clarify that due to financial constraints, economic reasons, and administrative difficulties, Equity Shares of the Company have not been demated and consequently the Company is not able to conduct e-voting, besides the share are not traded as also the floating stock of the public holding is very meager. The management has taken steps to comply the required compliances within the constraints mentioned herein as soon as possible.

DISCLOSURES

Vigil Mechanism

The Vigil Mechanism of the Company, which also includes Whistle Blower Policy in terms of the Listing Agreement, includes an ethics and compliance task force comprising senior executives of the Company. Protected disclosures can be made by Whistle Blower through an email or letter to the Chairman of the Audit Committee.

Meetings of the Board

Five meetings of the Board of Directors were held during the year on the following dates namely 30/5/2015, 13/07/2015, 14/8/2015, 07/11/2015, 12/02/2016.

Particulars of loans given, investments made, Guarantees given and Securities provided

The Company has not given any loans or made any investments u/s 186 of the Companies Act, 2013.

Conservation of Energy, technology absorption and foreign exchange earning and outgo.

The Company is not engaged in manufacturing activities, however wherever possible the Company has taken measures to conserve the energy.

FOREIGN EXCHANGE EARNING : NIL

FOREIGN EXCHANGE OUTGO : NIL

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure II to this report.

Particulars of employees and related disclosures

The total number of permanent employee as on 31/3/2016 was 2.

The Company has not paid any remuneration to Whole-time Director / Managing Director and hence the question of furnishing information regarding ratio of remuneration of each director to the median remuneration of the employees of the Company is not applicable.

There was no remuneration paid to any director and hence furnishing the details regarding the comparison of remuneration of the Key Managerial remuneration against company performance and percentile increase, key parameters for variable components is not applicable.

Market Capitalization as on 31/3/2015 Rs. 210.54 Lacs

Market Capitalization as on 31/3/2016 Rs. 210.54 Lacs

There is no change in market capitalization

PE ratio as on 31/3/2015 Rs. 4.37

PE ratio as on 31/3/2016 Rs. 4.88

The Company does not have any employee whose particulars are required to be disclosed in terms of the provisions of Section 197(12) of the act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, hence furnishing of the same does not arise.

General

Your Directors take that no disclosure or reporting required in respect of the following items as there were no transactions on these items during the year under review.

- 1) Details relating to deposits covered under Chapter V of the act.
- 2) Issue of Equity Shares to differential rights has to dividend, voting or otherwise.
- 3) Issue of shares (including sweat equity shares) to employees of the Company
- 4) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in the future.

Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to express the sincere appreciation for the assistance and co-operation received from Shareholders, Bank Government Authorities and other Business constituents during the year under review.

BY ORDER OF THE BOARD

K.R.Shah

S H Shah

**KALPESH R. SHAH
DIRECTOR
DIN: 00294115**

**SUNIL H. SHAH
DIRECTOR
DIN: 02775683**

Place : Mumbai

Date : 30th May, 2016.

HINDUSTAN APPLIANCES LIMITED

CORPORATE GOVERNANCE

1. PHILOSOPHY:

Your Company believes that the Corporate Governance is a powerful medium to serve the long-term interest of all stockholders. Corporate Governance strengthens investors' trust and ensures a long term partnerships, which helps your Company in fulfilling its quest for achieving significant growth and profits. A sound governance process consists of a combination of business practices, which results in enhanced shareholder value and enables the Company to fulfill its commitment to customers, employees, lenders and the society in general. Your Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability and independent monitoring.

Your Company is committed to bench marking itself with the best in all areas including Corporate Governance. Your Company has bench marked its practices with the prevailing guidelines by upholding the core values across all aspects of its operation.

Your Company believes that Corporate Governance is not merely compliance - it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

2. BOARD OF DIRECTORS

The Board consists of five members. The composition of Board of Directors, the number of other directorships or board committees of which he is a member/ chairman are as under:

DIRECTORS	CATEGORY	No. of Outside Directorship Held		No. of other Company's Positions Held	
		Public	Private	Member	Chairman/Chairperson
Mr. Sanjay A. Desai	Chairman & Director	0	6	0	0
Mr. Ravindra Myatra	Non Executive Director independent	0	0	0	0
Mr. Sunil Hirji Shah	Non Executive Director independent	2	15	0	0
Mr. Kalpesh R. Shah	Non Executive	1	16	0	0

	Director independent				
Ms. Kanan Hemang Shah	Non Executive Director	0	0	0	0

Brief resume of the directors being Re-appointed/appointed at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and name of Companies in which they hold directorship and the membership of the committees of the board are furnished here under.

- 1) Mr. Sanjay A. Desai is aged 54 years. He has vast experience of over 34 years in the field of Marketing of Electricals and Electronics goods.

1	AARYASIDDHI FASHION DESIGNER PRIVATE LIMITED
2	R J PAPER MILLS PRIVATE LIMITED
3	TENDRIL CHEMICALS P LTD
4	ANCHOR FANS MANUFACTURING COMPANY PRIVATE LIMITED
5	R. J. LIGHTING & FIXTURES PRIVATE LIMITED
6	NIDHAAN BUILDCON PRIVATE LIMITED

- 2) Mr. Ravindra Myatra is aged 59 years. He has vast experience of over 34 years in the field of Marketing of Electricals and Electronics goods. He is not a director of any other company.

He is a member of audit committee, shareholders committee and Remuneration Committee of the Company. He does not hold any Equity Share of the Company.

- 3) Mr. Sunil H. Shah, aged 47 years. He has vast experience of about 21 years in the field of Accounting and auditing. He is director of following Companies:

1	CLASSIC ELECTRICALS LIMITED
2	SHIKHAR LEASING AND TRADING LIMITED
3	QUIET AGRO FARMS PRIVATE LIMITED
4	DAMINI TEXTILES PRIVATE LIMITED
5	ANCHOR PENS AND STATIONERY PRIVATE LIMITED
6	DAYANAND CHEMICALS PRIVATE LIMITED
7	APPLE COSMETICS PRIVATE LIMITED
8	SECO ENGINEERS (INDIA) PVT LTD
9	CROWN SWITCHGEARS PRIVATE LIMITED
10	ANCHOR POWER AND INFRASTRUCTURE PRIVATE LIMITED
11	ANCHOR KOPP ENTERPRISES PRIVATE LIMITED DCN
12	GREAT WHITE LANDSCAPES PRIVATE LIMITED
13	DREAMSCAPE CONSTRUCTIONS PRIVATE LIMITED
14	GEENA ALUMINIUM PRIVATE LIMITED

15	JOGINDRA EXPORTS LIMITED
16	ANCHOR PAINTS (INDIA) PRIVATE LIMITED
17	APPLE PHARMACEUTICALS PRIVATE LIMITED

He is a member of audit committee, shareholders committee and Remuneration Committee of the Company. He does not hold any Equity Share of the Company.

- 4) Mr. Kalpesh R. Shah is aged 53 years. He has vast experience of over 26 years in the field of accounting. He is director of following Companies:

1	PRAMADA OILS PRIVATE LIMITED
2	GIRNAR PLASTICS PVT LTD
3	BASUSHREE DIE CASTINGS PVT LTD
4	ARING STEELS PRIVATE LIMITED
5	SECO ENGINEERS (INDIA) PVT LTD
6	KUNAL WIRES PRIVATE LIMITED
7	WOODS ANCHOR ELECTRICALS PRIVATE LIMITED
8	POPLEY BUILDCON PRIVATE LIMITED
9	KSHANIKA TRADING LIMITED
10	AVANTI KOPP SWITCH GEARS PRIVATE LIMITED
11	PRANAY TELE-SYSTEMS PRIVATE LIMITED
12	HANIMA INVESTMENTS PRIVATE LIMITED
13	KALINDI PROPERTIES PRIVATE LIMITED
14	HUGES SOFTECH PRIVATE LIMITED
15	ARIANA SOFTECH PRIVATE LIMITED
16	ZENEX BUILDCON & INFRA PRIVATE LIMITED
17	APPLE PHARMACEUTICALS PRIVATE LIMITED

He is a member of audit committee, shareholders committee and Remuneration Committee of the Company. He does not hold any Equity Share of the Company.

- 5) Ms. Kanan Hemang Shah is aged 41 years. She has vast experience of over 16 years. She is not a director of any other company.

She is a member of audit committee, shareholders committee and Remuneration Committee of the Company.

BOARD MEETINGS: 5 Meetings of the Board of directors were held during the financial year ended on 31st March, 2016.

Date of Meetings
30 th May, 2015
13 th July, 2015
14 th August, 2015
07 th November, 2015
12 th February, 2016

Attendance of the directors at the Board Meetings and last Annual General Meeting:

Name of the Director	Attendance Particulars	
	No of Board Meetings attended	AGM
Mr. Sanjay A. Desai	5	Present
Mr. Ravindra K. Mytra	5	Present
Mr. Sunil H. Shah	5	Present
Mr. Kalpesh R. Shah	5	Present
Ms. Kanan Hemang Shah	5	Present

3. AUDIT COMMITTEE:

Broad terms of reference is in accordance with the provisions of Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement inter alia is as under:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statement is correct, sufficient and credible.
- (b) To recommend the appointment/removal of external auditors, fixing audit fees.
- (c) To review with the management the annual financial statements before submission to the Board, focusing primarily on :
 - * Any changes in accounting policies and practices.
 - * Major accounting entries based on exercise of judgment by management.
 - * Qualifications in draft Audit Report
 - * The going concern assumption
 - * Compliance with the accounting standards.
 - * Compliance with Stock Exchanges and legal requirements concerning financial statements.
 - * Any related party transactions.
- (d) To review with management the efficacy of internal control systems Composition, Name of Members and Chairman

Name	Designation	Number of Meetings	
		Held	Attended
Sunil H. Shah	Chairman -Non Executive Director & independent	4	4
Ravindra K. Myatra	Non Executive Director & independent	4	4
Kalpesh R. Shah	Non Executive Director & independent	4	4

(e) 4 Meetings of the Audit Committee were held during the financial year ended 31/3/2016 as under:

1)	30/05/2015	4)	12/02/2016.
2)	14/08/2015.		
3)	07/11/2015		

4. REMUNERATION COMMITTEE :

Broad Term of reference: To approve the appointment of Managing/Whole time Director and the remuneration thereof.

Name	Designation	Number of Meetings	
		Held	Attended
Mr Sanjay A. Desai	Chairman-	0	0
Mr. Ravindra K. Myatra	Non executive Independent Director	0	0
Mr. Sunil H Shah	Non executive Independent Director	0	0

Number of Meetings held Nil

5. SHAREHOLDERS COMMITTEE :

4 Meetings of the shareholders Committee were held during the financial year ended 31/3/2016 as under:

1)	30/05/2015	4)	12/02/2016.
2)	14/08/2015.		
3)	07/11/2015		

Name	Designation	Number of Meetings	
		Held	Attended
Mr.Sanjay A. Desai	Chairman	4	4
Mr. Ravindra K. Myatra	Non executive Independent Director	4	4
Mr. Kalpesh R. Shah	Non Executive Independent Director	4	4

Particulars	Numbers of Complaint
Number of complaint received	Nil
Number of complaint not solved	Nil
Number of pending share transfer	Nil

6. GENERAL BODY MEETINGS:

The detail regarding location and time where the last three AGM'S were held are as under:

Financial Year	General Meeting	Location	Date	Time
31/03/2015	AGM	1301, 13TH FLOOR, PENINSULA BUSINESS PARK, TOWER B, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI 400013	30/09/2015	02.00 P.M.
31/03/2014	AGM	1301, 13TH FLOOR, PENINSULA BUSINESS PARK, TOWER B, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI 400013	30/09/2014	11.00 A.M.
31/03/2013	AGM	33,HUGES, 3 RD FLOOR, OPP. PREM PURI ASHRAM, N.S PATKAR MARG GRANT ROAD (W) ,MUMBAI 400 007	30/08/2013	11.00 A.M.

There were no Special Resolution passed in the last three AGMs held. No Special Resolutions are proposed to be passed through postal ballot at the ensuing annual general meeting.

7. DISCLOSURES :

- (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature ,with its promoters or the management ,their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company
- (b) Details of non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all the requirements of the listing agreement with the stock exchange as well as regulations and guidelines of SEBI. No penalties and strictures have been imposed by SEBI, Stock Exchange or Statutory authorities on matters relating to capital markets during the last three years.

8. MEANS OF COMMUNICATION :

* Half yearly report sent to each household of shareholders	No
<ul style="list-style-type: none">• Quarterly Results• Which newspapers normally published	Yes Free Press Journal & Nav Shakti
* Any web site, where displayed	www.hindustan-appliances.in
* Whether it also displays official news releases and the presentations made to intuitional investors or to the	Yes

analysts.	
* Whether MD & A is a part of the Annual Report	No

9. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Day and Date	Venue:	TIME
Friday, 30 th September, 2016 at 2.00 p.m.	1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013	2.00 p.m.

ii. Financial Calender

Financial reporting for the Quarter ending

Reporting date as on	Due date as on by
30/06/2015	14/08/2015
30/09/2015	07/11/2015
31/12/2015	14/02/2016
31/03/2016	30/05/2016

iii. Book Closure Date 22/09/2016 To 30/09/2016

iv. Address for Correspondence:

1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013
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v. Listing on Stock Exchange:

Bombay Stock Exchange Ltd.
Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal street, Mumbai 400023.

Stock Code : 53 19 18

vi. Market Data High/Low during each month in last financial year. The Equity Shares of the Company is infrequently traded on the Stock Exchange, Mumbai and hence the data is not available.

- vii. **Registrar and transfer agents** : The Company has in house share department.
- viii. **Share Transfer System** : The Shares of the Company are registered and returned between 15 to 30 days from the date of receipt, if documents are in order in all respects.
- ix. **DISTRIBUTION TABLE OF SHAREHOLDING AS ON 31/03/2016**

Share holding	SHARE HOLDIERS	SHARE HOLDIERS	SHARE AMOUNT	SHARE AMOUNT
Nominal value	NUMBERS	% OF TOTAL	In Rs.	% of Total
Up to - 5,000	893	52.77%	3692000	3.68%
5,001- 10,000	549	32.41%	3918000	3.91%
10,001- 20,000	28	1.65%	499000	0.50%
20,001- 30,000	37	2.18%	953000	0.95%
30,001- 40,000	135	7.97%	5194000	5.18%
40,001- 50,000	13	0.77%	602000	0.60%
50,000- 1,00,000	8	0.41%	617000	0.62%
1,00,000 and above	30	1.77%	84785000	84.57%
Total	1693	100%	100260000	100%

x. **Compliance with other mandatory requirements:**

xi.1 **Management Discussion and analysis:**

A Management Discussion and analysis report forms part of the Annual Report.

xi.2 **The Company has complied the provisions related to subsidiary companies.**

xi.3 **Disclosures**

xi.3.1 **Related Party Transaction :**

The details of all transactions with related parties are placed before the audit committee.

xi.3.2 **Disclosure of Accounting Treatment :**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

xi.3.3 **Code of Conduct:**

The board has formulated a code of conduct for the board members and senior management of the Company. All the board members and senior management personnel have affirmed their

compliance with the code. A declaration to this effect signed by the Chairman is given elsewhere in the Annual Report.

xi.3.4 CEO/CFO Certification:

A certificate from Chairman and Finance Head on the financial statements of the Company was placed before the board.

xi.3.5 Review of Directors Responsibility Statement:

The Board in its report have confirmed that the annual accounts for the year ended 31st March,2015 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

xi. Compliance with Non Mandatory requirements:

The board will consider Compliance with Non Mandatory requirements relating to tenure of independent directors, Training of the Board members, Whistle Blower policy at appropriate time.

The audit report of the company for the year ended 31/3/2016 is unqualified.

Declaration on compliance of code of conduct:

It is hereby confirmed that all the Directors and senior management personnel have complied with the code of Conduct framed by the Company and confirmation to that effect has been obtained from the Directors and senior management.

BY ORDER OF THE BOARD

K.R. Shah

**KALPESH R. SHAH
DIRECTOR
DIN: 00294115**

S H Shah

**SUNIL H. SHAH
DIRECTOR
DIN: 02775683**

Place : Mumbai

Date : 30th May, 2016

Management Discussion and Analysis Report:

I) Industry Structure and Developments :

There is fierce competition in the business of Leasing and Finance activity and Service activity which is normal for any business.

II) Opportunities and Threats :

The Company sees good opportunity in the areas in which it operates. The Company perceives normal business threats of competition from new entrants.

III) Segment-wise or Product-wise Performance :

The performance of the company in Leasing and Finance activity activity is stable.

IV) Outlook :

The outlook of the Company is positive.

V) Risks and Concerns:

The Company perceives normal business risks and concerns.

VI) Internal Control systems and their adequacy:

The Company has adequate internal control systems.

VII) Discussion on financial performance:

The Company has earned Gross total income of Rs. 71.99 Lacs for the year under report as against Rs. 74.82 Lacs in the previous year.

VIII) Material developments in human resources/ Industrial Relations front, and number of people employed:

There are no material developments in human resources front.

No. of employees : Nil

BY ORDER OF THE BOARD

K. R. Shah

**KALPESH R. SHAH
DIRECTOR
DIN: 00294115**

S H Shah

**SUNIL H. SHAH
DIRECTOR
DIN: 02775683**

Place : Mumbai

Date : 30th May, 2016.

D. Kothari And Associates
Company Secretaries

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Hindustan Appliances Limited
1301, 13th Floor,
Peninsula Business Park, Tower B
Senapati Bapat Marg
Lower Parel (west)
Mumbai - 400 013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hindustan Appliances Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with SEBI (LODR) Regulations, 2015.

To the best of our understanding, we are of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. The Company has not opted for dematerialization of its shares.
2. the company did not provide e voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meeting.
3. The Company has not appointed a whole time Company Secretary.

We further report that

having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws to the extent applicable, specifically to the Company, as per the representations made by the Company:

1. Industries (Development and Regulation) Act, 1951
2. Indian Contract Act, 1872
3. The Factories Act, 1948
4. Water (Prevention and Control of Pollution) Act, 1974
5. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
6. Information Technology Act, 2000; and
7. The Legal Metrology Act, 2009 read with The Legal Metrology (Packaged Commodity) Rules, 2011

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decisions are carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

We further report that

- a. the Company has complied with the requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Ltd., Mumbai except as mentioned above.
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

We further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as Annexure and forms integral part of this report.

For D.Kothari And Associates

Company Secretaries



Dhanraj Kothari

Proprietor

FCS No. : 4930

CP No. : 4675

Place: Mumbai

Date: 30th May, 2016



D. Kothari And Associates

Company Secretaries

ANNEXURE

To,
The Members,
Hindustan Appliances Limited
1301, 13th Floor,
Peninsula Business Park, Tower B
Senapati Bapat Marg
Lower Parel (west)
Mumbai - 400 013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For D.Kothari And Associates
Company Secretaries


Dhanraj Kothari
Proprietor
FCS No. : 4930
CP No. : 4675
Place: Mumbai



Date: 30th May, 2016

ANNEXURE II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- | | |
|---|---|
| i) CIN: | L18101MH1984PLC034857 |
| ii) Registration Date | 20th December, 1984 |
| iii) Name of the Company : | HINDUSTAN APPLIANCES LIMITED
COMPANY LIMITED BY SHARES / INDIAN
NON-GOVERNMENT COMPANY |
| iv) Category / Sub-Category of the Company : | 1301, 13th Floor, Peninsula Business Park, Tower B
Senapati Bapat Marg, Lower Parel (West),
MUMBAI 400013 |
| v) Address of the Registered office and contact details : | |
| vi) Whether listed company Yes / No : | Yes |
| vii) Name, Address and Contact details of Registrar :
and Transfer Agent, if any | N.A. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product service	% to total turnover of the company
1	No Operational Activities carried out by the Company		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Kshanika Trading Limited 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.	U51900MH1995PLC091084	Subsidiary Company	100%	2(87)
2	Jogindra Exports Limited 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.	U51900MH1995PLC090079	Subsidiary Company	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2015)				No. of Shares held at the end of the year (as on 31/03/2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters:									
(1) Indian									
g) Individual/HUF	0	1	6582000	65.65	0	1	6582000	65.65	0
h) Central Govt.	0	0	0	0	0	0	0	0	0
i) State Govt(s)	0	0	0	0	0	0	0	0	0
j) Bodies Corp.	0	1	488000	4.87	0	1	488000	4.87	0
k) Banks/FI	0	0	0	0	0	0	0	0	0
l) Any Other..	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	0	2	7070000	70.52	0	2	7070000	70.52	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter									
(A) = (A)(1) + (A)(2)	0	2	7070000	70.52	0	2	7070000	70.52	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital									
f) Insurance Companies									
g) FIs									
h) Foreign									
Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	1666	2228500	22.23	0	1666	2228500	22.23	0
ii) Individual holding nominal share capital in excess of Rs. 1 lakh	0	25	727500	7.25	0	25	727500	7.25	0
c) Others (specify)									
NRIs	0	0	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	0	0	0	0	0
Independent Director	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	1691	2956000	29.48	0	1691	2956000	29.48	0
Total Public Shareholding									
(B) = (B)(1) + (B)(2)	0	1691	2956000	29.48	0	1691	2956000	29.48	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	0	1693	10026000	100	0	1693	10026000	100	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/15)			Shareholding at the end of the year (31/03/2016)			% change in Shareholding during the year	
		No. of Shares	% of total Shares of the company	% of Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Pledged/encumbered to total shares	No. of Shares	% of change in shareholding
1	MEHUL J. SHAH	6582000	65.65	0	6582000	65.65	0	0	0
2	ANCHOR ENTERPRISES PVT. LTD.	488000	4.87	0	488000	4.87	0	0	0
TOTAL		7070000	70.52		7070000	70.52		0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	No Change				
	At the beginning of the year				
	Market Purchase on				
	At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01/04/15)		Cumulative Shareholding during the year (31/03/16)	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
1	VIMLABEN JITENDRA VORA	2,15,000	2.1444	2,15,000	2.1444
2	MANILAL L. GALA	1,82,000	1.8153	1,82,000	1.8153
3	SHANTILAL R. SHAH	1,46,500	1.4612	1,46,500	1.4612
4	NIRMALA S. SHAH with SHANTILAL SHAH	97,500	0.9725	97,500	0.9725
5	NIRMALABEN S. SHAH with DIPEN SHAH	70,000	0.6982	70,000	0.6982
6	DILIP NANJI GALA	63,000	0.6284	63,000	0.6284
7	DHAIRYA DILIP GALA	53,500	0.5336	53,500	0.5336
8	RAMESH A. GANDHI	50,000	0.4987	50,000	0.4987
9	CHHAYA HITEN VAKHARIA	48,500	0.4837	48,500	0.4837
10	UMANG PRADEEP GALA	36,500	0.3641	36,500	0.3641

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01/04/15)		Cumulative Shareholding during the year (31/03/16)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NIL				
2					

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) * Principal Amount		--	--	--	--
ii) * Interest due but not paid		--	--	--	--
iii) * Interest accrued but not due		--	--	--	--
Total (i+ii+iii)					
Change in Indebtedness during the financial year					
* Addition		--	--	--	--
* Reduction		--	--	--	--
Net Change					
Indebtedness at the end of the financial year					
i) Principal Amount		--	--	--	--
ii) Interest due but not paid		--	--	--	--
iii) Interest accrued but not due		--	--	--	--
Total (i+ii+iii)		--	--	--	--

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	--	--	--	--	--
3	Sweat Equity					
4	Commision - as % of profit - others, specify...					
5	Others, please					
	Total (A)	--	--	--	--	--
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
		
	3. Independent Directors					
	* Fee for attending board committee meetings * Commission * Others, please specify					
	Total (1)					
	4. Other Non-Executive Directors					
	* Fee for attending board committee meetings * Commission * Others, please specify					
	Total (2)					
	Total (B) = (1 + 2)	.....	.....	.....	.....	.....
	Total Managerial Remuneration	.....	.....	.....	.....	.....
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER WTD

Sl.No.	Particular of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CEO	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	--	--	--	--
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify				
	Total	--	--	--	--

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of
Subsidiaries or associate companies or Joint ventures

Part A - Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Subsidiary 1	Subsidiary 2
1	Sl. No.	S1	S2
2	Name of the subsidiary	Kshanika Trading Limited	Jogindra Exports Limited
3	The date since when subsidiary was acquired	02/12/2002	30/11/2002
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2015 – 31/03/2016	01/04/2015 – 31/03/2016
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.
6	Share capital	5,00,000	5,00,000
7	Reserves and surplus	(25,500)	66,714
8	Total assets	3,75,68,363	36,01,62,248
9	Total Liabilities	3,75,68,363	36,01,62,248
10	Investments	2,32,92,549	NIL
11	Turnover	NIL	NIL
12	Profit / (Loss) before taxation	(32,378)	NIL
13	Provision for taxation	NIL	NIL
14	Profit / (Loss) after taxation	(32,378)	NIL
15	Proposed Dividend	NIL	NIL
16	Extent of shareholding (in percentage)	100%	100%

BY ORDER OF THE BOARD

K.R. Shah

KALPESH R. SHAH
DIRECTOR
DIN: 00294115

S.H. Shah

SUNIL H. SHAH
DIRECTOR
DIN: 02775683

Place : Mumbai
Date : 30th May, 2016.



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF HINDUSTAN APPLIANCES LIMITED REPORT ON STANDALONE FINANCIAL STATEMENTS.

We have audited the accompanying standalone financial statements of M/s.Hindustan Appliances Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matter stated in section 134(5) of the Companies Act,2013 (The Act) with respect to the preparation and presentation of these Financial statements that give a true and fair view of the financial position and financial performance and cash flow of the Company in accordance with the Accounting principles generally accepted in India, including the accounting standards specified u/s.133 of the Act read with Rule 7 of the Companies (Accounts) Rules,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of the adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting record, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with technical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flow for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of sub Section 11 of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.





Flat No.1603, 16th Floor, Rashmi Heights, Opp. M. W. Desai Hospital, Dayabhai Patel Road, Malad (East), Mumbai - 400097
Mob.: 9324659021- Email: alpesh.modi@gmail.com

- d) In our opinion, the aforesaid standalone financial statements comply with Accounting Standards specified under section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules,2014.
- e) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditors report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanation given to us:
- 1) There was no any pending litigation which would impact the financial position of the company.
 - 2) The Company did not have any long term contracts including derivative contracts.
 - 3) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For A.C.MODI & ASSOCIATES
Chartered Accountants
Firm's registration number: 116555W

Alpesh C. Modi
ALPESH. C.MODI
Proprietor

Membership number: 101342

Place: Mumbai

Date: 30th May,2016





Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

1. In respect of its fixed assets:

Based on our scrutiny of the company's books of accounts and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the company had no fixed assets at the end of the financial year nor at any time during the financial year ended on that date.

2. In respect of its inventories:

As the company does not engaged in the business of manufacturing, marketing and processing of any goods and articles. Accordingly, it does not hold any physical inventories. Thus the paragraph 3(ii) of the order is not applicable.

3. In respect of loan given:

According to the information and explanations given to us, the company has not given any unsecured loans to the persons covered under the register maintained u/s.189 of the Companies Act,2013 (The Act). Accordingly paragraph 3(iii) of the Order is not applicable to the Company

4. In our opinion and according to the information and explanations given to us, the Company has not given any new loans or made any new investment during the year and hence reporting related to compliance with the provisions of section 185 and 186 of the Act does not required.
5. The company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.





7. In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of state insurance and duty of excise. According to the Information and Explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March,2016 for a period of more than six months from the date of becoming payable.
 - b) There are no any dues of Income Tax, Sales Tax, Wealth Tax. Service Tax and other statutory dues which have not been deposited on account of any disputes
 - c) According to the information and explanations given to us, there are no any amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or issued debenture till the end of the financial year. Accordingly, paragraph 3 (viii) of the Order is not applicable
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration and Accordingly, paragraph 3 (xi) of the Order is not applicable.





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12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W



ALPESH C. MODI

Proprietor

Membership number: 101342

Place: Mumbai

Date: 30th May, 2016



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s.Hindustan Appliances Limited ('the Company'), as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.





Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of





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changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

Alpesh C. Modi



ALPESH C. MODI

Proprietor

Membership number: 101342

Place: Mumbai

Date: 30th May, 2016

HINDUSTAN APPLIANCES LIMITED

Balance Sheet as at 31st March, 2016

PARTICULARS	Note No.	(Amount in ₹)	
		As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	9,98,88,000	9,98,88,000
(b) Reserves and surplus	4	3,66,67,256	3,23,77,421
Current liabilities			
(a) Other current liabilities	5	8,550	7,712
TOTAL		13,65,63,806	13,22,73,133
ASSETS			
Non-current assets			
(a) Non-current investments	6	19,76,000	19,76,000
(b) Long-term loans and advances	7	58,387	2,040
Current assets			
(a) Cash and cash equivalents	8	8,64,21,886	8,77,38,603
(b) Short-term loans and advances	9	4,80,11,000	4,24,36,000
(c) Other Current Assets	10	96,532	1,20,490
TOTAL		13,65,63,805	13,22,73,133

Significant accounting policies & Notes on the Financial Statement

1-25

As Per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

ALPESH C. MODI

Proprietor

M.No.: 101342



For and on behalf of the Board of Directors

K. R. Shah & H. Shah

Directors.

Place : Mumbai

Dated: 30th May, 2016

HINDUSTAN APPLIANCES LIMITED

Statement of Profit and loss for the year ended 31st March, 2016

PARTICULARS	Note No.	(Amount in ₹)	
		2015-2016	2014-2015
Total Revenue			
Other income	11	71,98,876	74,82,356
Total Revenue		71,98,876	74,82,356
Expenses:			
Employees Benefits	12	4,16,830	3,11,237
Other expenses	13	5,73,981	2,67,449
Total Expenses		9,90,811	5,78,686
Profit/(Loss) before tax		62,08,065	69,03,670
Less: Tax expense:			
(1) Current tax		19,20,000	21,35,000
(2) Income Tax of Earlier Years		(1,770)	-
(3) Deferred tax Assets/(Liability)		-	-
Profit (Loss) for the Year		42,89,835	47,68,670
Earnings per Equity Share:			
(1) Basic	14	0.43	0.48
(2) Diluted		0.43	0.48

Significant accounting policies & Notes on the Financial Statement

1-25

As Per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W



ALPESH C. MODI

Proprietor

M. No.: 101342

or and on behalf of the Board of Directors

K. R. Shah G H Shah

Directors

Place : Mumbai

Dated: 30th May, 2016

**HINDUSTAN APPLIANCES LIMITED,
CASH FLOW STATEMENT FOR THE YEAR 2015-16**

(Rs. in Lacs)

PARTICULARS	2015-16		2014-15	
	2015-16	2015-16	2014-15	2014-15
A. Cash Flow Arising From Operating Activities :				
Net Profit Before Tax & Extra ordinary Items		62.08		69.04
Adjustment for:				

A) Interest Income	(71.99)		(74.82)	
		(71.99)		(74.82)
Operating Profit Before working capital changes		(9.91)		(5.79)
Adjustment for:				

a) Trade Payables & Other Liabilities	0.01		0.08	
b) Current Assets	0.24		0.00	
c) Loans & Advances	(56.31)		(57.51)	
		(56.07)		(57.43)
Cash flow before extra-ordinary items		(65.97)		(63.22)
Less: Income Tax Paid		(19.20)		(21.35)
Less: Income Tax of Earlier Year		0.02		-
Net Cash from operating Activities	(A)	(85.16)	(A)	(84.57)
B) Cash Flow from Investment Activities				
Sale of Investment		-		8.00
		-		8.00
Net Cash from Investment Activities	(B)	-	(B)	8.00
C) Cash Flow from Financing Activities				
a) Interest Income	71.99		74.82	
		71.99		74.82
Net Cash from financing Activities	(C)	71.99	(C)	74.82
Net increase in cash and cash equivalent (A+B+C)		(13.17)		(1.74)
Cash and cash equivalent at the beginning		877.39		879.13
Cash and cash equivalent at the end		864.22		877.39

Significant accounting policies & Notes on Financial Statements

As Per our report of even date

for A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

ALPESH C. MODI

Proprietor

M.No: 101342

Place : Mumbai

Dated: 30 MAY 2016



For and on behalf of the Board of Directors

K. R. Shah
KPS
S H Shah

Directors

HINDUSTAN APPLIANCES LIMITED

Notes forming part of the Financial Statements

1. Companies Overview:

Hindustan Appliances Limited (the company) is a public Limited company incorporated under the provisions of the companies Act, 1956 vide CIN : L18101MH1984PLC034857

2. Significant Accounting Policies:

Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. Accounting Policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles. All income and expenditure items having a material bearing on the financial statements are generally recognised on accrual basis, material known liabilities are provided for on the basis of available information/ estimation, however certain claims and income which are not ascertainable/ acknowledged by customers are not taken into accounts.

Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

Revenue Recognition:

Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

Revenue in respect of Insurance / Other Claims, etc., is recognized only when it is admitted by the insurance / other authorities and there is reasonable certainty that the ultimate collection will be made.

Investments:

Long Term Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline.

Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Contingent liabilities are not recognized but are disclosed at their estimated value in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

3) Share Capital

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	₹	Number	₹
Authorised Share Capital				
Equity Shares of ₹ 10/- each	1,03,00,000	10,30,00,000	1,03,00,000	10,30,00,000
Issued, Subscribed & Fully Paid up				
Equity Shares of ₹ 10/- Each Fully paid Up.	99,76,400	9,97,64,000	99,76,400	9,97,64,000
Equity Shares of ₹ 10/- Each, (₹ 7.50 per shares Not paid up) Rs (call of ₹ 7.50 per shares in arrears.)	49600	124000	49600	1,24,000
Total	1,00,26,000	9,98,88,000	1,00,26,000	9,98,88,000



Statement of Changes in Equity for the period ended 31.03.2016

Particulars	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	1,00,26,000	10,02,60,000	1,00,26,000	10,02,60,000
Shares Issued during the year	-	-	-	-
Shares bought back/reduction during the year	-	-	-	-
Shares outstanding at the end of the year	1,00,26,000	10,02,60,000	1,00,26,000	10,02,60,000

Terms/Rights attached to Equity Shares

The Company has issued only one class of Equity shares having par value of ₹.10/- per shares. Each shareholders of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their share holding.

Details of Share Holders holding more than 5% shares in the company at the end of the Year.

Name of Shareholders	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mehul Jadavji Shah	65,82,000	65.66%	65,82,000	65.66%

4) Reserves and Surplus

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
A. Surplus/(Deficit) in the statement of Profit and Loss		
As per Last Balance Sheet		
Add: Net Profit/(Net Loss) For the current year	3,23,77,421	2,76,08,751
Closing Balance	42,89,835	47,68,670
Total	3,66,67,256	3,23,77,421

5) Other Current Liabilities

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Statutory Dues		
(b) Other Payables	1,550	562
Total	7,000	7,150

There are No amounts due for payment to the investor education and protection fund under section 125 of the Companies Act,2013 as at the year end.



6) Non Current Investments

Particulars			As at 31st March 2016	As at 31st March 2015
			₹	₹
(a) Investment in Equity instruments Fully Paid Up (Quoted, Non-Traded) (At Cost)				
Name of the Company along with No of share held	Previous Year No of Shares held	Face Value of Equity Shares		
73,000 Equity Shares of Classic Electricals Limited.	73,000	10/-	2,19,000	2,19,000
49,000 Equity Shares of Shikhar Leasing & Trading Ltd.	49,000	10/-	1,47,000	1,47,000
(b) Investment in Equity Shares Fully Paid Up (unquoted, Non -Traded) (At Cost)				
Name of the Company along with No of share held	Previous Year No of Shares held	Face Value of Equity Shares		
6,10,000 Equity Shares of Kalpana Lamps & Components Ltd	6,10,000	10/-	6,10,000	6,10,000
(C) Investment in Equity of Subsidiaries: (Unquoted, Non Traded) (at Cost)				
Name of the Company along with No of share held	Previous Year No of Shares held	Face Value of Equity Shares		
5000 Equity Shares of Jogindra Exports Ltd.	5,000	100/-	5,00,000	5,00,000
5000 Equity Shares of Kshanika Trading Ltd.	5,000	100/-	5,00,000	5,00,000
Total			19,76,000	19,76,000

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Aggregate amount of quoted investments	3,66,000	3,66,000
Aggregate Market value of quoted investments (#)	N.A.	N.A.
Aggregate amount of unquoted investments	16,10,000	16,10,000
(#) Infrequently Traded hence Not applicable		

7) Long term loans & Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Advance Payment of taxes (Net of Provisions)	58,387	2,040
Total	58,387	2,040

8) Cash and Cash equivalents

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
a. Cash on hand		
b. Balances with schedule banks	3,330	2,195
- In Current accounts	4,18,556	17,36,408
- In Fixed Deposit A/c.	8,60,00,000	8,60,00,000
	8,64,21,886	8,77,38,603



9) Short Term Loans and Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured, considered good		
(a) Loans to Subsidiary Company-repayable on demand	4,79,11,000	4,23,36,000
(b) Loan to Employees	1,00,000	1,00,000
Total	4,80,11,000	4,24,36,000

Loans & Advances includes amount dues from the following parties:

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director of the company is a member	-	-
	-	-

10) Other Current Assets

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured, considered good		
Interest Accrued but not due	96,532	1,20,490
Total	96,532	1,20,490

11) Other Income

Particulars	2015-2016	2014-2015
	₹	₹
Interest on Bank Deposit (TDS ₹. 719,887/-Previous Year ₹. 7,47,040/-)	71,98,876	74,70,396
Interest on Income Tax Refund	-	11,960
Total	71,98,876	74,82,356

12) Employee Benefits Expenses

Particulars	2015-2016	2014-2015
	₹	₹
Salary, Bonus & other allowances	4,16,830	3,11,237
Total	4,16,830	3,11,237

13) Other Expenses:

Particulars	2015-2016	2014-2015
	₹	₹
Rates & Taxes		
Payment to Auditors:	32,831	3,863
-Towards Audit Fees		
-Towards Certification and Other Fees	1,69,360	84,270
Legal & Professional charges	17,150	-
Listing Fees	48,000	43,579
Miscellaneous Expenses	2,24,720	1,12,360
	81,920	23,377
	5,73,981	2,67,449



14) Earning per share

Particulars	2015-2016	2014-2015
	₹	₹
Net Profit/(Loss) after tax	42,89,835	47,68,670
Weighted average No. of Shares	1,00,26,000	1,00,26,000
Nominal value per Share		
Earnings per Share	10	10
Diluted Earnings per Share	0.43	0.48
	0.43	0.48

15) Provision for accruing of liabilities for gratuity in terms of Accounting Standard 15 [AS-15 (revised 2005)] "Accounting for Employee Benefits" issued by The Institute of Chartered Accounts of India has not been made in the accounts. The figure of which is not ascertainable. However same is accounted on cash basis.

16) Related Party Transactions

Related party disclosure in accordance with the Accounting Standard 18-issued by the Institute of chartered Accountants of India is as

Subsidiaries Companies	
Jogindra Exports Limited	
Kshnika Trading Limited	Subsidiary
Key Managerial Personnel & Their Relatives	
Shri Sunil Hirji Shah	
Shri Kanan Hemang Shah	Director
Shri Sanjay A. Desai	Director
Shri Kalpesh R. Shah	Director
Shri Ravindra Kanji Maytra	Director
	Director

The following transactions were carried out with the related parties in the ordinary course of business.

Name of the related parties with whom the transaction have been made	Description of relationship with the party	Nature of Transaction	Loan refund	Loan Given	Amount out standing as on 31st March 2016	Amount out standing as on 31st March 2015
			₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Jogindra Exports Ltd.	Subsidiary	Loan	-	31.55	110.20	78.65
Kshnika Trading Ltd.	Subsidiary	Loan	7.00	31.20	368.91	344.71

Note: related party relationship is as identified by the company and relied upon by the auditor.

There are no transactions were carried out with the related parties in the ordinary course of business

17) Imports (Valued on the Cost, Insurance and Freight)

Particulars	2015-2016	2014-2015
	₹	₹
CIF value of Imports	Nil	Nil

18) Activity in Foreign Currency

Particulars	2015-2016	2014-2015
	₹	₹
Earnings in Foreign currency	Nil	Nil
Expenditure in Foreign currency	Nil	Nil

19) Remittance in Foreign currency

Particulars	2015-2016	2014-2015
	₹	₹
For payment of Dividend	Nil	Nil



20) FOB value of goods exported

Particulars	2015-2016	2014-2015
	₹	₹
FOB value of goods exported	Nil	Nil

21) Balances in respect of Loans & advances in most of the cases are subject to confirmations, reconciliations and adjustments, if any.

22) In the opinion of the management Loans & Advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the books of accounts.

23) As the Company does not fulfill the criteria specified in section 135 of the companies Act read with rule 3 of the Companies (Corporate Social Responsibility Policy) Rule, 2014 ('CSR Rules') for three consecutive Financial Years, CSR Provisions is not applicable to the company.

24) The Company is not engaged in any operational Business and Hence Segment reporting is not applicable to the company.

25) The previous year's figures have been regrouped & recast wherever necessary to make them comparable.

As Per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 165598

Alpesh C. Modi



ALPESH C. MODI

Proprietor

Membership number: 10134201

For and on behalf of the Board of Directors

K.R. Shah
R.R.S.

G.H. Shah

Directors

Place : Mumbai

Dated: 30th May, 2016

M/S. HINDUSTAN APPLIANCES LIMITED

STATUS:DOMESTIC COMPANY

ASSESSMENT YEAR :2016-17

STATEMENT OF TOTAL INCOME

AMOUNT(RS) AMOUNT(RS)

I) PROFIT & GAIN FROM BUSINESS

Net Profit As Per Profit & Loss A/C. before Taxation

62,08,065

TOTAL INCOME

62,08,065

TOTAL INCOME ROUNDED OFF TO Rs.....

62,08,060

(1) STATEMENT OF TAX PAYABLE

Tax payable on Total Income of Rs.

62,08,060 @30%

18,62,418

Add: Educational Cess @3%

55,873

Total Tax Payable Rs...

19,18,291

WORKING OF TAX PAYABLE U/S.115JB

Net profit as per Profit & Loss A/c.

42,89,835

Add:Amounts Referred To In Clauses(A To k) Of
Explanation Of Sub Section (2) Of Section 115Jb

19,18,230

62,08,065

Less:Amounts Referred To In Clauses(l To viii) Of
Explanation Of Sub Section (2) Of Section 115Jb

Book Profit

62,08,065

Tax Payable On Book Profit Of Rs.62,08,065/- @18.5%

11,48,492

Add: Educational Cess @3%

34,455

Total Tax Payable Rs...

11,82,947

As The Tax Payable Ignoring The Provisions Of Section 115JB is higher than
The Tax Payable As Per Section 115JB, Tax Payble Comes to Rs.....

19,18,291

TAX PAYABLE RS...

19,18,291

19,20,000.00

(2) STATEMENT OF TAX PAID

(A) Tax Deducted at Source

Name of the Party

Nature of Inco TAN No.

Amount(Rs)

Bank of India

Interest

MUMB1178E

7,19,887

Total

7,19,887

(B) Advance tax Paid

Date

Challan No.

BSR Code

Name of the Bank

Amount(Rs)

12.06.2015

07877

0222833

BOI Malad(West)

2,20,000

14.09.2015

03933

0222833

BOI Malad(West)

3,70,000

15.12.2015

01524

0222833

BOI Malad(West)

6,00,000

14.03.2016

00239

0222833

BOI Malad(West)

68,500

Total

12,58,500

Total Advance Tax and TDS RS....

19,78,387

(3) STATEMENT OF TAX PAYABLE/(REFUND DUE)

Tax Payble as per working Note No.1
Tax Paid as per working Note No.2

Total Refund due Rs...

19,18,291

19,78,387

(60,096)

(5) STATEMENT OF CARRIED FORWARD LOSS

ASSESSMENT YEAR	NATURE OF LOSS	AMOUNT
2007-2008	Short Term Capital Loss	16,42,651
2010-2011	Long Term Capital Loss	52,96,407
2015-2016	Long Term Capital Loss	15,33,903

HINDUSTAN APPLIANCES LIMITED

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Lower Parel (West), Mumbai 400013. Email Id : info.roc7412@gmail.com
Website : www.hindustan-appliances.in

CIN : L18101MH1984PLC034857

ANNUAL REPORT 2015-16

PROXY FORM

Form No. MGT-11

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN : L18101MH1984PLC034857
Name of the Company : Hindustan Appliances Limited
Registered address : 1301, 13th Floor, Peninsula Business Park, Tower B,
Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.
Name of the member (s) :
Registered address :
E-mail ID :
Folio No./Client ID/DP ID :

I/We, _____ of _____ being the member(s) of Hindustan Appliances Limited hereby appoint the following as my/our proxy to attend vote(for me/us) on my/our behalf at the Annual General Meeting of the company to be held on Friday, 30th September, 2016 at 02.00 P.M. at 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Name : _____ Address : _____
E-mail ID : _____ Signature : _____

or failing him

Name : _____ Address : _____
E-mail ID : _____ Signature : _____

Or failing him

Name : _____ Address : _____
E-mail ID : _____ Signature : _____

Or failing him

Name : _____ Address : _____
E-mail ID : _____ Signature : _____

Or failing him

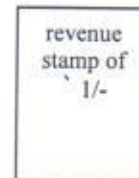
* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr.No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2016 and reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr. Sanjay Amrutlal Desai (DIN : 00671414), who retires by rotation.		
3.	Appointment of A. C. Modi & Associates, Chartered Accountants, as Auditors and fixing their remuneration for the year 2016-17.		

* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" columns blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____



Signed this _____ day of _____ 2016.

Notes:

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

HINDUSTAN APPLIANCES LIMITED

Reg. Off. : 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400013. Email Id : info.roc7412@gmail.com
Website : www.hindustan-appliances.in

CIN : L18101MH1984PLC034857

BALLOT FORM (In lieu of E-voting)

1. Name :
Registered Address :
Of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s) :
if any :
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of the Annual General Meeting of the Company to be held on 30th September, 2016 by convening my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
	Ordinary Business			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2016 and reports of the Board of Directors and the Auditors thereon.			
2.	Re-appointment of Mr. Sanjay Amrutlal Desai (DIN : 00671414), who retires by rotation.			
3.	Appointment of M/s. A. C. Modi & Associates, Chartered Accountants, as Auditors and fixing their remuneration for the year 2016-17.			

Place: _____

Date : _____

Signature of Shareholder

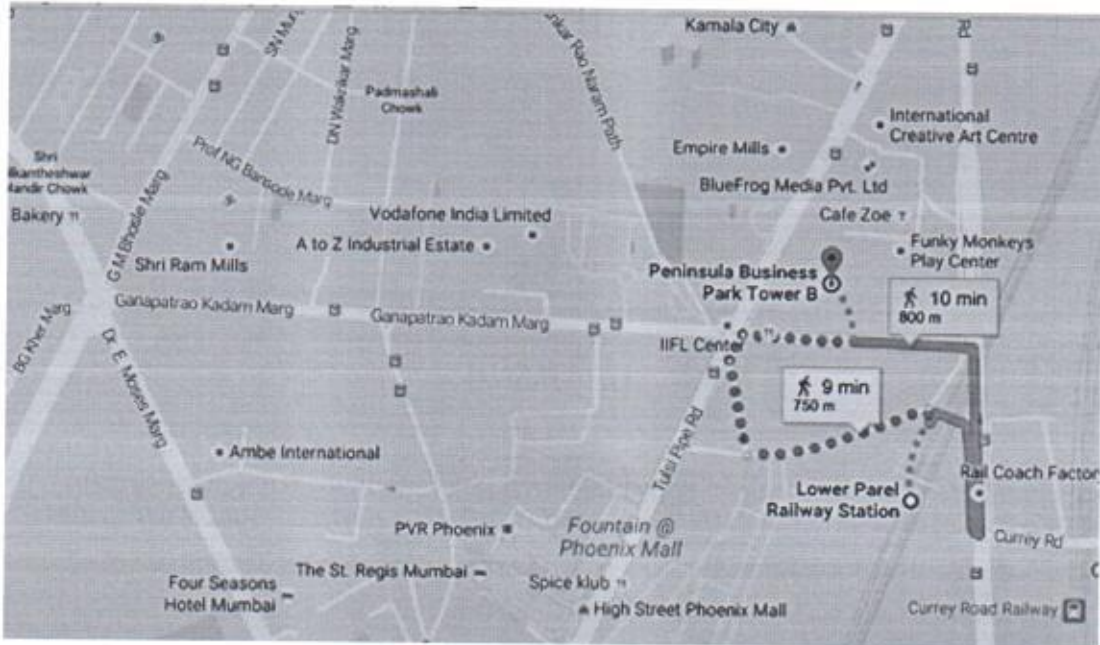
NOTE: Kindly read the instructions printed overleaf before filing the form. Only valid Ballot Forms received by 29th September, 2016 shall be considered and submitted at the AGM on 30th September, 2016 personally.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Company.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. 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.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. There will be only one Ballot Form for every Folio /DP ID / Client ID irrespective of the number of joint members.
6. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
7. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.

ROAD MAP

From : Lower Parel (West) Station
To : Tower B, Peninsula Business Park, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400013.





INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF HINDUSTAN APPLIANCES LIMITED
REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS.

1. We have audited the accompanying financial statements of Hindustan Appliances Limited (the Company) and its Subsidiaries (Collectively referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.





Flat No.1603, 16th Floor, Rashmi Heights, Opp. M. W. Desai Hospital, Dayabhai Patel Road, Malad (East), Mumbai - 400097
Mob.: 9324659021 - Email: alpesh.modi@gmail.com

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (8) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.





OTHER MATTER

8. We did not audit the financial statements / financial information of two subsidiaries, whose financial statements / financial information reflect total assets of Rs.3977.31 lakhs as at 31st March, 2016, total revenues of Rs. Nil and net cash flows amounting to Rs.(0.94) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

9. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.





Flat No.1603, 16th Floor, Rashmi Heights, Opp. M. W. Desai Hospital, Dayabhai Patel Road, Malad (East), Mumbai - 400097
Mob.: 9324659021- Email: alpesh.modi@gmail.com

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - There were no pending litigations which would impact the consolidated financial position of the Group.
 - The Group did not have any long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

Alpesh C. Modi
ALPESH C. MODI

Proprietor

Membership number: 101342



Place: Mumbai

Date: 30th May, 2016



Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

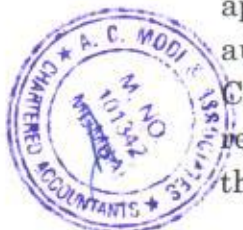
1. In Conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March,2016, We have audited the internal financial controls over financial reporting of M/s.Hindustan Appliances Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its subsidiary companies , which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal





financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding company and its Subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

Alpesh C. Modi

ALPESH C.MODI

Proprietor

Membership number: 101342



Place: Mumbai

Date: 30th May, 2016



**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS
OF CORPORATE GOVERNANCE.**

TO THE MEMBERS OF HINDUSTAN APPLIANCES LIMITED.

1. We have Examined the compliance of conditions of corporate Governance by Hindustan Appliances Limited ('The Company') for the year ended 31st March, 2016, as stipulated in :
 - (a) Clause 49 (Excluding clause 49(VII)(E) of the listing agreements of the company with stock exchange for the period from 1st April,2015 to 30th November,2015.
 - (b) Clause 49 (VII)(E) of the listing agreements of the company with the stock exchange for the period from 1st April,2015 to 1st September,2015.
 - (c) Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 (the Listing Regulations) for the period from 2nd September,2015 to 31st March,2016 and
 - (d) Regulation 17 to 27 (Excluding regulation23(4) and clause (b) to(i) of regulation 46(2) and para C,D and E of schedule V of the Listing Regulations for the period from 1st December,2015 to 31st March,2016.
2. The Compliance of Conditions of corporate governance is responsibilities of company's management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. We have examined the relevant records of the company in accordance with the generally accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Certification of Corporate Governance issued by the institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of relevant records and the explanations given to us, and the representation made by the Directors and the Management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of listing agreement and regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and para C,D and E of the schedule V of the Listing regulation for thye respective periods of applicability as specified under paragraph 1 above, during the year ended 31st March,2016.





A.C. MODI & ASSOCIATES
CHARTERED ACCOUNTANTS

ALPESH C. MODI
B.COM. F.C.A.

Flat No.1603, 16th Floor, Rashmi Heights, Opp. M. W. Desai Hospital, Dayabhai Patel Road, Malad (East), Mumbai - 400097
Mob.: 9324659021- Email: alpesh.modi@gmail.com

5. We 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.

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 118555W

A. Modi



Alpesh C.Modi

Proprietor

Membership number: 101342

Place: Mumbai

Date: 30th May, 2016.

HINDUSTAN APPLIANCES LIMITED

Consolidated Balance Sheet as at 31st March, 2016

(Amount in ₹)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	9,98,88,000	9,98,88,000
(b) Reserves and surplus	4	3,67,08,470	3,24,51,013
Current liabilities			
(a) Short term Borrowings	5	34,84,63,079	34,92,73,079
(b) Trade Payables	6	80,940	1,31,532
(c) Other current liabilities	7	2,42,928	93,475
(d) Short Term Provisions	8	-	40,308
TOTAL		48,53,83,417	48,18,77,407
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	19,42,505	24,20,143
(b) Non-current investments	10	2,42,68,549	2,42,14,549
(c) Long-term loans and advances	11	5,12,13,425	5,10,45,698
Current assets			
(a) Project Development A/c.	12	30,69,95,374	30,42,71,005
(b) Cash and cash equivalents	13	8,65,29,196	8,79,40,313
(c) Short-term loans and advances	14	1,43,37,836	1,18,65,210
(d) Other Current Assets	15	96,532	1,20,490
TOTAL		48,53,83,417	48,18,77,407

Notes form an integral part of these consolidated Financial Statement

1-28

per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 11655004

ALPESH C. MODI

Proprietor

Membership number: 101342



For and on behalf of the Board of Directors

K.R. Shah

S.H. Shah

* KRS

* SHS

Directors

Place : Mumbai

Dated: 30 MAY 2016

HINDUSTAN APPLIANCES LIMITED

Consolidated Statement of Profit and loss for the year ended 31st March, 2016

(Amount in ₹)

Particulars	Note No.	2015-2016	2014-2015
Revenue			
Other income	15	71,98,876	76,26,167
Total Revenue		71,98,876	76,26,167
Expenses:			
Employee benefits expense	16	4,16,830	3,11,237
Depreciation and amortization expense	9	-	-
Other expenses	17	6,06,359	2,78,538
Total expenses		10,23,189	5,89,775
Profit/(Loss) before tax		61,75,687	70,36,392
Tax expense:			
(1) Current tax		19,20,000	21,78,000
(2) Deferred tax Assets/(Liability)		-	-
(3) Income Tax of earlier Years		(1,770)	12,327
Profit (Loss) for the Year		42,57,457	48,46,065
Earnings per equity share:	18		
(1) Basic		0.42	0.48
(2) Diluted		0.42	0.48

Notes form an integral part of these consolidated Financial Statement

1-28

Per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116255W

Alpesh C. Modi



ALPESH C. MODI

Proprietor

Membership number: 101342

For and on behalf of the Board of Directors

K.R. Shah
X
KRS

B.H. Shah
X
SHS

Directors

Place : Mumbai

Dated: 30 MAY 2016

HINDUSTAN APPLIANCES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR 2015-16

(Rs. in Lacs)

PARTICULARS	2015-16		2014-15	
A. Cash Flow Arising From Operating Activities :				
Net Profit Before Tax & Extra ordinary Items		61.76		70.36
Adjustments for:				

a) Interest Income		(71.99)		(76.26)
Operating Profit Before working capital changes		(10.23)		(5.90)
Adjustment for:				

a) Trade Payables & Other Liabilities	0.59		0.28	
b) Construction Work in Project A/c	(22.47)		(21.98)	
c) Current Assets & Loans & Advances	(24.49)		10.92	
d) Loans & Advances Given	(1.68)		(2.46)	
		(48.05)		(13.24)
Cash flow before extra-ordinary items		(58.28)		(19.14)
Less: Income Tax Paid		19.20		21.78
Less: Income Tax of Earlier Year		(0.02)		0.12
Net Cash from operating Activities	(A)	(77.46)	(A)	(41.04)
B) Cash Flow from Investment Activities				
a) Sale of Quoted Investments		-		8.00
b) Addition in Non Current Investment		(0.54)		(0.36)
Net Cash from Investment Activities	(B)	(0.54)	(B)	7.64
C) Cash Flow from Financing Activities				
a) Interest Income		71.99		76.26
b) repayment of Borrowings		(8.10)		(46.86)
Net Cash from financing Activities	(C)	63.89	(C)	29.41
Net increase in cash and cash equivalent (A+B+C)		(14.11)		(4.00)
Cash and cash equivalent at the beginning		879.40		883.40
Cash and cash equivalent at the end		865.29		879.40

Notes form an integral part of these consolidated Financial Statement

As per our report of even date

for A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116585W

ALPESH C.MODI

Proprietor

Membership number: 101342



For and on behalf of the Board of Directors

K.R. Shah & H. Shah
 + KRS + SHS

Directors

Place : Mumbai

Dated: 30 MAY 2016

HINDUSTAN APPLIANCES LIMITED

Notes forming part of consolidated financial statements and significant Accounting policies for the year ended 31st March, 2016.

1 PRINCIPLES OF CONSOLIDATION:

The Consolidated Financial Statements comprise the financial statement of Hindustan Appliances Limited (hereinafter referred to as the holding company) and its subsidiary companies. The list of the subsidiary companies considered for consolidation together with the proportion of share holding by the group is as follows.:

Name of subsidiary	Country of Incorporation	% of Group Holding
Jogindra Exports Limited	India	100%
Kshnika Trading Limited	India	100%

b) The Financial Statements of each of the subsidiaries drawn up to the same reporting date viz. year ended on 31st March, 2015 have been used for the purpose of consolidation.

c) The Consolidated Financial Statements have been prepared in the same format as adopted by the holding company to the extent possible, required by accounting standard (AS) 21, Consolidated Financial Statements, issued by the institute of Chartered Accountants of India.

d) Changes have been made in the accounting policies followed by each of the subsidiaries to the extent they were material and identifiable from their respective audited accounts to make them uniform with the accounting policies followed by the holding company

2) Significant Accounting Policies:

Basis of Accounting:

All income and expenditure items having a material bearing on the financial statements are generally recognised on accrual basis. Material known liabilities are provided for on the basis of the available information/estimates. However, certain claims and income which are not ascertainable/acknowledged are not taken into account. The accounts are prepared on historical cost basis. Accounting policies not referred to otherwise are consistent with generally accepted accounting policies.

Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

Revenue Recognition:

Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

Revenue in respect of Insurance / Other Claims, etc., is recognized only when it is admitted by the insurance / other authorities and there is reasonable certainty that the ultimate collection will be made.

In respect of Real Estate Development activity, the company is following Project completion method of accounting for revenue recognition in order to depict the reasonable picture of the project. Revenue is recognized when Project is completed, Occupancy Certificate (OC) is obtain from the Municipal authority and possession along with risk and reward in the property is transferred to the prospective buyer.



Project Development A/c.

In respect of Real Estate Development activity of the company, the work in progress consist of the cost of materials, labour charges and other incidental expenses for the project till the date of the Balance sheet.

In view of the project completion method of accounting followed by the company, work in progress along with the booking amount received (if any) carried forward to subsequent year.

Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Contingent liabilities are not recognized but are disclosed at their estimated value in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Fixed assets and depreciation:

Fixed assets are stated at cost of acquisition/construction less accumulated depreciation. The depreciation has been provided on the written down value basis in accordance with the requirement of the schedule-II of the companies Act,2013(The Act)

Impairment of Assets:

An assets is treated as impaired when carrying cost of assets exceeds its recoverable value. An Impairment loss is charged to the Profit & Loss A/c. in the year in which an assets are identified as impaired.

Investments:

Long Term Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline.

3) Share Capital

Share Capital	As at 31st March 2016		As at 31st March 2015	
	Number	₹	Number	₹
Authorised Share Capital				
Equity Shares of ₹ 10/- each	1,03,00,000	10,30,00,000	1,03,00,000	10,30,00,000
Issued, Subscribed & Paid up Capital				
Equity Shares of ₹ 10/- each Fully Paid Up	99,76,400	9,97,64,000	99,76,400	9,97,64,000
Equity Shares of ₹ 10/- Each, (₹ 7.50 per shares Not (call of ` 7.50 per shares in arrears.)	49,600	1,24,000	49,600	1,24,000
Total	1,00,26,000	9,98,88,000	1,00,26,000	9,98,88,000

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	1,00,26,000	9,98,88,000	1,00,26,000	9,98,88,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,00,26,000	9,98,88,000	1,00,26,000	9,98,88,000

Terms/Rights attached to Equity Shares

The Company has issued only one class of Equity shares having par value of ₹.10/- per shares. Each shareholders of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their share holding.

Details of Share Holders holding more than 5% shares in the company at the end of the Year.

Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mehul Jadavji Shah	65,82,000	65.66%	65,82,000	65.66%



HINDUSTAN APPLIANCES LIMITED

9 : FIXED ASSETS :

Particulars	Rate	Gross Block				Depreciation/Amortisation				Net Block	
		As At 1-Apr-15	Additions	Deductions	As At 31-Mar-16	As At 1-Apr-15	For the Year	Deductions	As At 31-Mar-16	As At 31-Mar-16	As At 31-Mar-15
TANGIBLE ASSETS											
Crane	13.91%	54,41,017	-	-	54,41,017	30,35,128	4,70,836	-	35,05,964	19,35,053	24,05,889
Plant & Machinery	13.91%	13,125	-	-	13,125	6,636	1,220	-	7,857	5,268	6,489
Office Equipments	13.91%	43,680	-	-	43,680	35,914	5,582	-	41,496	2,184	7,766
Total Current Year		54,97,822			54,97,822	30,77,679	4,77,639		35,55,317	19,42,505	24,20,143

(Amount in ₹)

Note:

(A) Pursuant to accounting standard 28 "Impairment of Assets", the company has made an assessment as at 31st March, 2014 for any indication of impairment in the carrying amount of the company's assets and determine that the carrying value of the assets is less than its realizable value and hence, no provision for any impairment of assets is made in the books of accounts.

(B) Depreciation for the Year is capitalised to construction work in Progress.



4) Reserves and Surplus

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
A. Surplus/(Deficit) in the statement of Profit and Loss		
As per Last Balance Sheet		
Add: Net Profit/(Net Loss) For the current year	3,24,51,013	2,76,04,948
Closing Balance	42,57,457	48,46,065
Total	3,67,08,470	3,24,51,013

5) Short Term Borrowings

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured loans from Corporate Bodies-Repayable on Demand	34,84,63,079	34,92,73,079
Total	34,84,63,079	34,92,73,079

6) Trade Payable

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Trade Payable for expenses	80,940	1,31,532
Total	80,940	1,31,532

Note:

The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to amount unpaid as at year end together with interest paid/payable as required under the said Act is not been made. This has been relied upon by the Auditors.

7) Other Current Liabilities

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Statutory Dues	3,040	64,482
(b) Others Payable	2,39,888	28,993
Total	2,42,928	93,475

There are No amounts due for payment to the investor education and protection fund under section 205C of the Companies Act,1956 as at the year end. Section 125 of the Companies Act,2013 which corresponds to section 205C of the Companies Act,1956 has not yet

8) Short Term Provisions

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Provision of Taxation (Net of Advance Tax if any)	-	40,308
Total	40,308	-

10) Non Current Investments

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Investment in Equity instruments (Quoted) (at Cost)		
73,000 Equity Shares of ₹ 10/- Each of Classic Electricals Limited.	2,19,000	2,19,000
49,000 Equity Shares of ₹ 10/- Each of Shikhar Leasing & Trading Ltd.	1,47,000	1,47,000
Unquoted, Non Trade (At cost)		
6,10,000 Equity Shares of ₹ 10/- Each of Kalpana Lamps & Components Ltd	6,10,000	6,10,000
Investment In Property (at Cost)	2,32,92,549	2,32,38,549
Total	2,42,68,549	2,42,14,549



Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Aggregate amount of quoted investments	3,66,000	3,66,000
Aggregate Market value of quoted investments (#)	N.A.	N.A.
Aggregate amount of unquoted investments (#) Infrequently Traded	6,10,000	6,10,000

11) Long Term Loans and Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured, considered good		
Security Deposits	99,104	99,104
Advances to Suppliers	5,06,00,000	5,06,00,000
Advance Payment of Taxes (net)	61,879	2,040
Balance with Government Authority - Service Tax Credit Receivables	4,52,442	3,44,554
Total	5,12,13,425	5,10,45,698

12) Project Development A/c.

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Construction Work in Progress-Oshiwara Jogeshwari. (At Cost)		
Opening Balance	30,42,71,004	30,14,66,539
Add: Expenses capitalised during the Year		
Building Materials Purchase	-	22,859
Contractions & Labour charges	5,68,128	5,59,146
Administration and Site Expenses	21,51,542	20,94,303
Finance Cost	4,700	1,28,157
Total Balance C/F	30,69,95,374	30,42,71,004

13) Cash and Cash equivalents

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
a. Cash on hand	51,027	29,570
b. Balances with schedule banks		
- In Current accounts	4,78,169	19,10,743
- In Fixed Deposit Account	8,60,00,000	8,60,00,000
Total	8,65,29,196	8,79,40,313

14) Short Term Loans and Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured, considered good		
Loans to corporate body-Repayable on Demand	1,42,37,836	1,17,37,836
Loans to Employee	1,00,000	1,00,000
Interest Receivable on Deposits	-	27,374
Total	1,43,37,836	1,18,65,210

15) Other Current Assets

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(Unsecured Considered Good)		
Interest Accrued but not Due	96,532	1,20,490
Total	96,532	1,20,490



16) Other Income

Particulars	2015-2016	2014-2015
	₹	₹
Interest on FD with Bank (TDS ₹. 719,887/- Previous Year ₹.7,50,002/-)	71,98,876	75,02,217
Interest on Income Tax Refund	-	1,23,950
Total	71,98,876	76,26,167

16) Employee benefits expenses

Particulars	2015-2016	2014-2015
	₹	₹
Salary Bonus & other allowances	4,16,830	3,11,237
Total	4,16,830	3,11,237

17) Other Expenses:

Particulars	2015-2016	2014-2015
	₹	₹
Rates & Taxes	51,818	12,103
Legal & Professional Fees	57,000	43,579
Payment to Auditors:		
- Towards Audit Fees	1,72,223	86,770
- Towards Certification and other services	17,150	-
Listing Fees	2,24,720	1,12,360
Miscellaneous Expenses	83,448	23,726
Total	6,06,359	2,78,538

18) Earning per share

Particulars	2015-2016	2014-2015
	₹	₹
Net Profit/(Loss) after tax	42,57,457	48,46,065
Weighted average No. of Shares	1,00,26,000	1,00,26,000
Nominal value per Share	10	10
Earnings per Share	0.42	0.48
Diluted Earnings per Share	0.42	0.48

19) Provision for accruing of liabilities for gratuity in terms of Accounting Standard 15 [AS-15 (revised 2005)] "Accounting for Employee Benefits" issued by The Institute of Chartered Accounts of India has not been made in the accounts. The figure of which is not ascertainable.

20) In the opinion of the management Loans & Advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the books of accounts.

21) The Company is engaged in single operational Business activity i.e. Real Estate within India, there are no other geographical or Business Segment hence Segment reporting is not applicable to the company.

22) Imports (Valued on the Cost, Insurance and Freight)

Particulars	2015-2016	2014-2015
	₹	₹
CIF value of Imports	Nil	Nil

23) FOB value of goods exported

Particulars	2015-2016	2014-2015
	₹	₹
FOB value of goods exported	Nil	Nil

24) Activity in Foreign Currency

Particulars	2015-2016	2014-2015
	₹	₹
Earnings in Foreign currency	Nil	Nil
Expenditure in Foreign currency	Nil	Nil



25) Remittance in Foreign currency

Particulars	2015-2016	2014-2015
	₹	₹
For payment of Dividend	Nil	Nil

26) Balances in respect of Loans & advances and Liabilities in most of the cases are subject to confirmations, reconciliations and adjustments, if any.

27) Related Party Transactions

Related party disclosure in accordance with the Accounting Standard 18-issued by the Institute of chartered Accountants of India is as under

Note : related party relationship is as identified by the company and relied upon by the auditor.

Associated Companies.....NIL	
Key Managerial Personnel & Their Relatives	
Shri Sunil Hirji Shah	Director
Shri Mehul Jadavji Shah	Director
Shri Sanjay A. Desai	Director
Shri Kalpesh R. Shah	Director
Shri Ravindra Kanji Maytra	Director
Bharat Chhotalal Bhayani	Director
Dhanesh Vipin Parikh	Director
Shri Dhanesh K Poddar	Director
Shri Hiten Jayantilal Vakharia	Director

1) During the year there are no any transactions were carried out with Associated companies, KMP or their relatives in the ordinary course of business.

2) related party relationship is as identified by the company and relied upon by the auditor.

28) The previous year's figures have been regrouped & recast wherever necessary to make them comparable.

As Per our report of even date

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

Alpesh C. Modi

ALPESH C. MODI

Proprietor

Membership number: 101342



For and on behalf of the Board of Directors

K.R. Shah
+
KRS

B.H. Shah
SHS

Directors

Place : Mumbai

Dated: 30 MAY 2016