

HINDUSTHAN CREDIT CAPITAL LIMITED

Corporate Identity Number: L17125WB1983PLC036209

Registered Office: 2nd Floor Unit D, 3 British Indian street, Kolkata, West Bengal-700069

Phone no. 033-22420421, Email id- rgcel1995@gmail.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Hindusthan Credit Capital Limited ("Company") will be held on Thursday, 27th September 2018, at 10:00 a.m. at the Registered Office of the Company at 2nd Floor, Unit D, 3 British Indian Street, Kolkata, West Bengal - 700069 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Goyal (DIN:01339614), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To Fix the Remuneration of M/s Ashok Kumar Agrawal and Co., Chartered Accountants, Statutory Auditors of the Company for Financial Year 2018-19.

Special Business:

4. To appoint Mr. Himanshu Garg (DIN: 08055616) as Director of the Company.

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

"RESOLVED THAT subject to the provisions of Section 152 & 160 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force), Mr. Himanshu Garg (DIN:08055616), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th January 2018 and whose term of office expires at the ensuing Annual General Meeting of the Company and for whose appointment the Company has received a notice in writing proposing himself as candidature for the office of the director, be and is hereby appointed as director of the Company."

**By Order of the Board of Directors of
Hindusthan Credit Capital Limited**



(Jai Bhagwan Goyal)

Director

DIN: 00014074

E-mail: chairman.rg@rggroup.in

Contact No.: 033-22420421

Place: Delhi

Date: 24.08.2018

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NOTES:

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled are invalid. Proxy holder shall prove his identity at the time of attending Annual General Meeting.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of this 35th Annual General Meeting (AGM).
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members desirous of seeking any clarifications pertaining to agenda items at the AGM are requested to send in their questions so as to reach the Company's Registered Office at least 7 days before the date of the AGM, so that the same can be suitably replied to.
7. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, Alankit Assignment Limited, 1, E/13, Alankit House, Jhandewalan Extension, New Delhi – 110055 or the Company at 2nd Floor, Unit D, 3 British Indian Street, Kolkata, West Bengal – 700069.
8. Members are requested to notify immediately any change of address/mandate/bank address, etc.
 - a. To their Depository Participants (DPs) in respect of their electronic share accounts and
 - b. To the Company in respect of their physical share, if any, quoting their folio number.

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9. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company.
10. The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item No. 2 of this Notice, are annexed.
11. Register of contracts or arrangements in which directors are interested and other Statutory Registers as required as per the laws of land will be available for inspection at the registered office of the Company during the office hours on all working days between 10:00 A.M. to 2.00 P.M. except Sunday upto the date of the Annual General Meeting at the Registered Office of the Company.
12. Members/Proxies should bring the Attendance Slip duly filled in, for attending the meeting. Members who have received the notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the AGM.
13. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered September 20, 2018 to determine the eligibility of Members to vote at the AGM ("Cut-off date"). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote at the AGM.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
15. 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.
16. In terms of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is unable to provide the facility of E-voting to its member. The voting will be done by means of physical ballot paper on the items of the Agenda to the AGM at scheduled venue and time of AGM.

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17. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

**By order of the Board
For Hindusthan Credit Capital Limited**


(Jai Bhagwan Goyal)
Director
DIN: 00014074
E-mail: chairman.rg@rggroup.in
Contact No.: 033-22420421

Place: Delhi
Date: 24.08.2018

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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102(1) of the Companies Act, 2013)

Item No. 4

The Board of Directors of the Company in its meeting held on 18th **January 2018** appointed Mr. Himanshu Garg (DIN: 08055616) as the Additional Director of the Company with effect from 18th January 2018, pursuant to the Section 161 of the Companies Act, 2013.

Pursuant to the provisions of the Section 161 of the Companies Act, 2013, Mr. Himanshu Garg (DIN: 08055616) will hold office upto the date of ensuing Annual General Meeting. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Board of directors of the Company in its meeting recommended the candidature of Mr. Himanshu Garg (DIN: 08055616) for the office of Director to be appointed at the ensuing Annual General Meeting of the Company under the provisions of Section 152 & 160 of the Companies Act, 2013.

Except Mr. Himanshu Garg (DIN: 08055616), being an appointee, none of the Directors or their relatives is in any way concerned or interested, financially or otherwise in the said Agenda Item except as a member of the company, if any.

The Board recommends the resolutions set forth in item No. 4 for the approval of Members as an Ordinary Resolution.

**By order of the Board
For Hindusthan Credit Capital Limited**



(Jai Bhagwan Goyal)

Director

DIN: 00014074

E-mail: chairman.rg@rggroup.in

Contact No.: 033-22420421

Place: Delhi

Date: 24.08.2018

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ANNEXURE TO THE NOTICE

IN PURSUANCE OF REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

1) Mr. Rajesh Goyal

Name of Director	Mr. Rajesh Goyal
Date of Birth	16/05/1967
Date of Appointment	28/06/2010
Qualification	B Tech and MBA (Finance)
List of other Companies in which Directorship held	REAL GROWTH COMMERCIAL ENTERPRISES LIMITED
	KVIR PROJECTS (INDIA) PRIVATE LIMITED
	DISHANK ESTATE MANAGEMENT PRIVATE LIMITED
	RAJESH PROJECTS (INDIA) PRIVATE LIMITED
	CRYSTALSHAPE DEVELOPERS PRIVATE LIMITED
	RG ASSETS & PROPERTIES PRIVATE LIMITED
	RG INFRA-BUILD PRIVATE LIMITED
	RG BUILDCON PRIVATE LIMITED
	RG RESIDENCY PRIVATE LIMITED
	DIMENSION BUILDWELL PRIVATE LIMITED
	KVIR TOWERS PRIVATE LIMITED
	RG ASSETS PRIVATE LIMITED
	PRESANG CEMENTS PRIVATE LIMITED
	PRAG BM TRADES PRIVATE LIMITED
	COOL ESTATES PVT LTD
	BAID MERCHANTS PVT LTD
	RAINBOW VANIJYA PVT LTD
	SARTHAK MARKET PVT LTD
	HENDEZ DISTRIBUTORS PVT. LTD.

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	EMPIRE ASSETS AND PROPERTIES PRIVATE LIMITED
Chairman / Member of committees of the Board of other Companies in which he is a director	Managing Director – Rajesh Projects (India) Private Limited
Number of Shares held	1,85,000

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PROXY FORM

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

35th ANNUAL GENERAL MEETING – SEPTEMBER 27, 2018

Name of the Member -

Registered Address -

Registered E-mail Address –

Folio No/ Client ID -

DP ID -

I/ We, being the member(s) of shares of the above-named company, hereby appoint

Name : Email

Address

..... Signature :

or falling him / her

Name : Email

Address

..... Signature :

or falling him / her

Name : Email

Address

..... Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 35th Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 10:00 a.m. at the Registered Office of the Company at 2nd Floor, Unit D, British Indian Street, Kolkata, West Bengal – 700069 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution Number	Resolution	Vote (Optional) Please mention no. of shares	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the financial year ended 31 st March, 2018		
2.	Appointment of Mr. Rajesh Goyal as a director liable to retire by rotation		
3.	Fixation of Remuneration of Statutory Auditors for the financial year 2018-19.		
4.	To appoint Mr. Himanshu Garg (DIN:08055616) as Director of the Company		

Signed this..... day of..... 2018.

Signature of Shareholder

.....

.....

Signature of the First Proxy Holder

Signature of the Second Proxy Holder



.....

HINDUSTHAN CREDIT CAPITAL LIMITED

CIN – L17125WB1983PLC036209

Regd. Off: 2nd Floor, Unit D, British Indian Street, Kolkata, West Bengal – 700069
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ATTENDANCE SLIP

Regd Folio No. No. of Shares held
*DP. ID. No. *Client ID No.

.....

I certify that I am a member/ proxy for the member of the Company.

I hereby, record my presence at the 35th Annual General Meeting of the Company to be held at 2nd Floor, Unit D, British Indian Street, Kolkata, West Bengal – 700069 on Thursday, September 27, 2018 at 10:00 a.m.

.....

.....

Name of the Member/ Proxy

Signature of the Member / Proxy

(IN BLOCK LETTERS)

* Applicable for investors holding shares in electronic form.

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VENUE OF 35th ANNUAL GENERAL MEETING TO BE HELD ON 27.09.2018 AT 10:00 AM.



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BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 35th Annual Report together with Audited Accounts of the Company for the financial year ended on March 31, 2018.

FINANCIAL RESULTS

The financial performance of the Company for the financial year ended on March 31, 2018 is summarized as below:

Particulars	Figures for the Current Reporting Period ended 31 st March, 2018	Figures for the Previous Reporting Period ended 31 st March, 2017
Total Revenue	2,40,839	7,99,067
Total Expenses	2,83,368	2,49,359
Profit Before Tax	(42,529)	5,49,708
Tax Expenses:		
Current Year Tax	-	1,66,991
Previous Year Tax	1,18,026	-
Deferred tax	(10,611)	-
Profit / (Loss) for the period	(1,49,944)	3,82,717

OPERATIONS

During the financial year 2017-18, your Company has earned total revenue from other sources i.e. Sale of Shares held as Stock in Trade of Rs. 2,40,839/- (Previous year Rs. 7,99,067/-) (Interest Received). During the year under review, loss of the Company is Rs.1,49,944/- (Previous Year Profit Rs.3,82,717/-). In the Current Financial Year Income of the Company witness sharp fall in comparison to pervious year income which decreased the profit margin of the Company.

Yours directors are identifying prospective areas and will make appropriate actions that will maximize the revenue of the Company in the current financial year.

DIVIDEND

Due to loss incurred during the current financial year, your Directors do not recommend any dividend for the year.

TRANSFER TO RESERVES

During the year under review, the Company did not transfer any Fund to the General Reserve. Loss for the period of Rs. 1,49,944/- is being kept in Profit & Loss A/c (Deficit).

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CHANGE IN THE NATURE OF THE BUSINESS

There was no change in the nature of the business of the Company during the year under review. There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2018 and the date of this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return as on 31st March 2018 in **Form MGT -9** in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out in **Annexure -1** to this report.

SUBSIDIARY COMPANY/ ASSOCIATE COMPANY/ JOINT VENTURE COMPANY

The Company does not have any subsidiary/ associate or a joint venture company. Further there is no company which became or ceased to be its subsidiaries, joint ventures or associate companies during the year under review.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2017-18, the Company entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and Listing Regulations.

All transactions with related party were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated in accordance with the provisions of Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations.

Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations.

The details of the related party transactions as per AS – 18 are set out in Note 16 to Financial Statement of the Company.

The Form AOC -2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in **Form AOC -2** as **Annexure -2** to this report.

DETAILS OF DEPOSIT AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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ORDERS PASSED BY THE REGISTRARS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the registrars or courts or tribunals impacting the going concern status and company's operation in future.

LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loan, guarantee or made investment as prescribed under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules 2014 during the period under review. However, the company has given unsecured loans.

INTERNAL FINANCIAL CONTROLS

The Company has put in place adequate internal financial controls over financial reporting. These are reviewed periodically and made part of work instructions or processes in the Company. The Company continuously tries to automate these controls to increase its reliability.

The Company has identified inherent reporting risks for each major element in financial statements and put in place controls to mitigate the same. These risks and the mitigation controls are revisited periodically in the light of changes in business, IT Systems, regulations and internal policies. Corporate Accounts function is involved in designing large process changes as well as validating changes to IT systems that have a bearing on the books of account.

The Company periodically conducts physical verification of cash on hand and matches them with the books of accounts. Explanations are sought for any variance noticed from the respective functional heads.

The Company is preparing its financial statements makes judgement and estimates based on sound policies. The basis of such judgements and estimates are also approved by the Audit Committee of the Company in consultation with the Statutory Auditors of the Company. The management periodically compares the actual spends against the estimates and makes necessary adjustments to the same based on changes noticed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

I. RETIREMENT BY ROTATION

Mr. Rajesh Goyal, Director (DIN – 01339614) is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the Articles of Association of the Company and being eligible have offered himself for re-appointment. Appropriate resolution for his re – appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the 35th AGM of the Company. The Directors recommend his re – appointment as Director of the Company.

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Brief resume of the Director proposed to be re-appointed/appointed, nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships/ chairmanships of Board Committees, as stipulated under Listing Regulations, are provided in the Explanatory Statement attached to the Notice of the ensuing Annual General Meeting of the Company.

II. APPOINTMENT

Mr. Himanshu Garg

During the year under review Mr. Himanshu Garg (DIN – 08055616) was appointed as an Additional Director of the Company w.e.f. 18.01.2018.

Pursuant to the provisions of the Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Himanshu Garg (DIN – 08055616) was appointed as an Additional Director of the Company with effect from 18th January 2018 who shall hold office upto the date of next Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier.

The Board of Directors of the Company recommend his appointment as the Director of the Company subject to shareholder approval in the ensuing Annual General Meeting.

III. RESIGNATION

During the year under review Mr. Himesh Agrawal, Director (DIN – 07458923), resigned from the Board w.e.f. 25.01.2018.

None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.

During the year under review, Board of the Company has not been properly constituted in respect of Appointment of Key Managerial Personnel. However, Company pursuant to the provisions of Section 203 of Companies Act, 2013 appointed Mr. Sagar Verma, Company Secretary of the Company.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditor and Report

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 M/s Ashok Kumar Agrawal and Company, Chartered Accountants (Firm Registration No.: 329514E), was appointed as Statutory Auditors of the Company for a term of 5 years from the conclusion of 34th Annual General Meeting of the members of the Company till the Conclusion of 39th Annual General Meeting of the Company to be held in the year 2022.

There are no adverse qualifications in the report of the Auditor under review. The observation made in the Auditors' Report read with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

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Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013, the Board of Directors at their meeting held on 24th August, 2018 has appointed M/s Y.J. Basrar & Associates, Company Secretaries, (Certificate of Practice No - 3528), as the Secretarial Auditor of the Company to conduct an audit of the secretarial records, for the financial year 2018-19.

The Company has received consent from M/s Y.J. Basrar & Associates, Company Secretaries, to act as auditor for conducting audit of the Secretarial records for the financial year ending 31st March 2018.

The Secretarial Audit Report for the financial year ended 31st March 2018 is set out in **Annexure-3** to this report and Management reply/ clarification on the comments/ observations by the Secretarial Auditor are annexed to this Report.

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Company does not have any Independent Director on its Board during the period under review. The Board of Directors are making efforts to appoint some person as an independent directors and they are confident that their search will come to an end during the next financial year.

NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations. The details of the Nomination and Remuneration Policy are set out in the Corporate Governance Report which forms part of this Report.

The Nomination and Remuneration Policy of the Company provides that the Nomination and Remuneration Committee, shall formulate the criteria for appointment of Executive, Non – Executive and Independent Directors on the Board of Directors of the Company and Persons in Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under Section 178 (3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). However, at present this committee does not have proper composition because of non-availability of independent directors. The company is looking forward to appoint an Independent Directors at the earliest.

RISK MANAGEMENT POLICY

The Company has a well-defined process to ensure risks are identified and steps to treat them are put in right place at the right level in the management. The operating managers are responsible for identifying and putting in place mitigation plan for operational and process risks. Key Strategic and business risks are identified and managed by the senior leadership team in the organization.

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The risks identified are updated along with the mitigation plans as part of the annual planning cycle. The mitigation plans are then woven into the plans/ initiatives for each function and are monitored accordingly. The senior leadership reviews the status of the initiatives as part of business review meetings.

VIGIL MECHANISM

The Board of Directors has formulated a Whistle Blower Policy which is in the compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations.

In line with the commitment of the Company to open communications, the Policy provides protection to the employees and business associates reporting unethical practices and irregularities and also encourages employees and business associates to report incidence of fraud.

Any incidents that are reported are investigated and suitable actions is taken in line with the whistle blower policy wherever applicable.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, research & development, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is given hereunder and forms part of the Board's Report.

(A) Conservation of Energy: Nil

(B) Technology Absorption, Adoption and Innovation: Nil

(C) Foreign Exchange Earnings and Outgo: Nil

BOARD OF DIRECTORS PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with Rules issued thereunder, Regulation 17 (10) of the Listing Regulations and the circular issued by SEBI dated 05th January 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the Directors/ Board/ Committees was carried out for the financial year 2017-18.

The details of the evaluation process are set out in the Corporate Governance Report which forms part of this report.

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your Company has complied with all the applicable laws to the extent applicable.

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SHARE CAPITAL

Your Company had not issued shares with differential voting rights nor granted/issued any employee stock option or sweat equity during the year under review.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is the summary of the complaints received and disposed off during the financial year: 2017-18:

No. of complaints received: NIL

No. of complaints disposed off: NIL

EMPLOYEES REMUNERATION

In accordance with the Companies Act, 2013 read and Rules made there under, none of the employee fall under the purview of the said provisions who is drawing remuneration in excess of the limits as specified under the Act, 2013.

LISTING AND CONFIRMATION OF FEE

The securities of your Company are listed (trading suspended) at The Calcutta Stock Exchange Limited. The Company has paid the annual custody fees for the year 2017-18 to National Securities Depository Limited.

M/s Alankit Assignment Ltd having its office at 1E/13, Alankit House, Jhandewalan Extension, New Delhi-110055 has worked as Registrar and Share Transfer Agent during the F.Y 2017-18 and the annual fees for the year 2017-18 has been duly paid to M/s Alankit Assignment Limited.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) The company is presently suspended for trading at the Kolkata Stock Exchange and the management has proposed to approach the exchange for delisting of shares and has already assigned the professional to initiate the process. The management is of the opinion that owing to same, the Financial Statements shall not be converged as per IND-AS. Accordingly, the Financial Statements for the year ended 31st March, 2018 have been prepared as per existing Accounting Standard as applicable to existing company having equivalent network.
- (b) Appropriate accounting policies have been selected and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the loss of the Company for that financial year;

HINDUSTHAN CREDIT CAPITAL LIMITED

Corporate Identity Number: L17125WB1983PLC036209

Registered Office: 2nd Floor Unit D, 3 British Indian street, Kolkata, West Bengal-700069

Phone no. 033-22420421, Email id- rgcel1995@gmail.com

- (c) Proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) The Annual Accounts on a 'going concern' basis; and
- (e) Internal financial controls to be followed by the Company and that such internal finance controls are adequate and were operating effectively.

“Internal financial controls” means the policies and procedures adopted by the Company 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;

- (f) Proper systems to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

The details of the meetings of the Board of Directors and its Committees, convened during the financial year 2017-18 are given in Corporate Governance report which forms a part of this report.

DISCLOSURES RELATED TO REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to directors during the year.

HUMAN RESOURCE DEVELOPMENT

Your Company's Human Resource Management focus continues to be in making available a talent pool, for meeting challenges in the competitive market place, which is increasingly becoming tougher. Development plans have been drawn up for key managers to shoulder higher responsibilities as well as to increase their job effectiveness. Your Company always encourages young personnel with their ideas and views. Management is easily accessible to the employees and their problems are attended to promptly. The employer – employee relations remained cordial at all the plants of the Company and peaceful throughout the year.

CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Section 135 read with Schedule VII of the Companies Act, 2013 w.r.t Corporate Social Responsibility is not applicable to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis forms an integral part of this report in **Annexure – 4** and gives details of the overall industry structure, economic developments, performance and state of affairs of the Company's various businesses, internal controls and other material developments during the financial year 2017-18.

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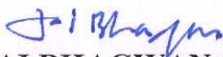
CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate **Report on Corporate Governance** along with a certificate from the Auditors on its compliance, forms an integral part of this report **Annexure -5**

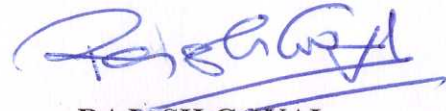
ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere thanks to investors, clients, vendors, regulatory authorities, government authorities, bankers and all other business associates for their continued co-operation and patronage and all the employees of the Company for their excellent performance and teamwork.

By Order of the Board
for HINDUSTHAN CREDIT CAPITAL LIMITED


JAI BHAGWAN GOYAL
DIRECTOR
DIN – 00014074

Date – 24.08.2018
Place – New Delhi


RAJESH GOYAL
DIRECTOR
DIN - 01339614

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Annexure-1

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L17125WB1983PLC036209
2.	Registration Date	20-04-1983
3.	Name of the Company	Hindusthan Credit Capital Ltd.
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	2nd Floor Unit D, 3 British Indian street, Kolkata, West Bengal-700069 Ph. No. 033-22420421, email 1983hccl@gmail.com ;
6.	Whether listed company	Yes, Listed at Calcutta Stock Exchange
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignment Limited, 2E/21, Jhandewalan Extension, New Delhi-110055. Contact Details-011 42541234

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) *:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	-	-	-

*The entire income generated is from "Sale of Shares-held as Stock in Trade" which is income from other sources so not required to disclose.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	-	-	-	-	-

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

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2. Non-Institutions									
a) Bodies Corp.									
i) Indian	100000	0	100000	2.61	100000	0	100000	2.61	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	81470	81470	2.12	0	81470	81470	2.12	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
	2841950	54000	2895950	75.45	2841950	54000	2895950	75.45	0
		0	0	0	0	0	0	0	0
c) Others (specify)	0								
	0	0	0	0	0	0	0	0	0
Non Resident Indians									
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	2941950	135470	3077420	80.18	2941950	135470	3077420	80.18	4.57
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2941950	135470	3077420	80.18	2941950	135470	3077420	80.18	4.57
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3702758	135470	3838228	100	3702758	135470	3838228	100	0

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anita Kumar	200000	5.21	0	200000	5.21	0	-
2	Harish Kumar	200000	5.21	0	200000	5.21	0	-
3	Rajesh Goyal	185000	4.82	0	185000	4.82	0	-
4	Suchita Goyal	175808	4.58	0	175808	4.58	0	-

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

SN	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
	At the beginning of the year	760808	19.82	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): No Transfers of Shares during the Year	-	-	-	-
	At the end of the year	760808	19.82		

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

SN	For Each of the Top 10 Shareholders	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
	Ajay Jain	306650	7.99		
	Indu Gupta	117000	3.05		
	Savita Devi	113000	2.94		
	Simran Garg	105000	2.74		
	Indian Promoters Private Limited	100000	2.61		
	Rajesh Kumar	78000	2.03		
	Sachin Kumar	76700	2.00		
	Sneh Lata	74000	1.93		
	Vijay Bansal	67000	1.75		
	Raju	65300	1.70		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-			
	At the end of the year	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Ajay Jain	306650	7.99		
	Indu Gupta	117000	3.05		
	Savita Devi	113000	2.94		
	Simran Garg	105000	2.74		
	Indian Promoters Private Limited	100000	2.61		

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Rajesh Kumar	78000	2.03		
Sachin Kumar	76700	2.00		
Sneh Lata	74000	1.93		
Vijay Bansal	67000	1.75		
Raju	65300	1.70		

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year				
	Harish Kumar	200000	5.21	200000	5.21
	Anita Kumar	200000	5.21	200000	5.21
	Rajesh Goyal	185000	4.82	185000	4.82
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	← Not Applicable →			
	At the end of the year				
	Harish Kumar	200000	5.21	200000	5.21
	Anita Kumar	200000	5.21	200000	5.21
	Rajesh Goyal	185000	4.82	185000	4.82

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment- NOT APPLICABLE

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0

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Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NOT APPLICABLE

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NOT APPLICABLE

SN.	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	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission					
	- as % of profit	0	0	0	0	0
	- others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors: NOT APPLICABLE

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors					

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Fee for attending board committee meetings	0	0	0	0	0
Commission	0	0	0	0	0
Others, please specify	0	0	0	0	0
Total (2)	0	0	0	0	0
Total (B)=(1+2)	0	0	0	0	0
Total Managerial Remuneration	0	0	0	0	0
Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD- NOT APPLICABLE

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

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	-	-	-	-	-

HINDUSTHAN CREDIT CAPITAL LIMITED

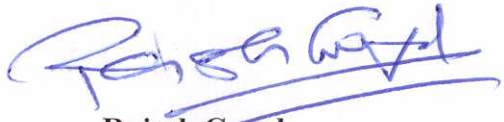
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C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Order of the Board
For Hindusthan Credit Capital Limited


Jai Bhagwan Goyal
Director
DIN – 00014074

Date – 24.08.2018
Place – New Delhi


Rajesh Goyal
Director
DIN - 01339614

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Annexure 2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis are following:

1.

a	Name(s) of the related party and nature of relationship	Rajesh Projects (India) Private Limited, Common Control
b	Nature of contracts/arrangements/transactions:	Loan
c	Duration of the contracts / arrangements/transactions	N.A.
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	Long Term Loan given on short term basis
e	Date(s) of approval by the Board, if any:	All the transactions were in the ordinary course of business and in the arm's length basis
f	Amount paid as advances, if any:	Rs. 39,90,891/-

By Order of the Board
For Hindusthan Credit Capital Limited


Jai Bhagwan Goyal
Director
DIN – 00014074
Date – 24/08/2018
Place – New Delhi


Rajesh Goyal
Director
DIN - 01339614

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Annexure-4

Management Discussion and Analysis Report

ECONOMIC ENVIRONMENT

The financial year 2017-18 has been a year marked with both excitement and challenges for the global as well as the Indian economy. Some of the events that took place during the course of this year could very well turn out to be the defining moments for the world economy at large. GDP growth for the year is expected to be 0.30% higher at 7.4% than that in the previous year. Capital Investments still remain stagnant with an overhang of spare capacity in many industries and corporate balance sheets still remain stretched hindering their ability to invest on any future uptick in demand. Merchandise exports continued to contract, partly as a result of the lower commodity prices as well as due to the weak global demand.

On the fiscal front, the position is expected to be much better with the Government expected to meet its fiscal deficit target at 3.5% of GDP. Inflation, though inching up in the last few months, also stayed below RBI's target of 5%, leading to an accommodative monetary policy for most part of the year, trading in a range of 67-70 USD for most part of the year before seeing a sharp appreciation during the close of the financial year.

It was also encouraging to see the Government move ahead on clearing the legislative hurdles for the implementation of the Goods and Service Tax (GST), touted as the biggest tax reform for the country. GST is poised to provide a fillip to India's economic growth as it will create a single national market and enhance the efficiency of inter-state movement of goods and services apart from moving a large part of the informal sector within formal set up of the economy.

On the Global front, the exit of UK from European Union and Outcome of US Election led to a lot of uncertainty and spurt in volatility across markets. The outcome of US election led to a lot of capital flight away from the emerging markets, including India.

According to The World Economic Outlook (WEO) update around 120 economies accounting for 3 quarters of world GDP, saw a pickup in growth in year on year terms in 2017, the broadest synchronized global growth upsurge since 2010. Global output is estimated to have grown by 3.7 percent in 2017. The International Monetary Fund has raised its growth forecasts for 2017-18, expecting the global economy to continue to recover on the back of buoyant trade and investment.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Introduction

The real estate sector is one of the most globally recognized sectors. Real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

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Market Size

Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13 per cent of the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

Investments/Developments

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private equity investments in real estate are estimated to grow to US\$ 100 billion by 2026 with tier 1 and 2 cities being the prime beneficiaries. Private Equity and Venture Capital investments in the sector reached US\$ 2.99 billion during January-August 2018.

According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.87 billion in the period April 2000-June 2018.

Government Initiatives

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

Road Ahead

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion (US\$ 19.65 billion) in the Indian market over the years. Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

I. Segment Wise or Product Wise Performance

During the Financial year, the Company was primarily involved in two kinds of business activities namely Real Estate and Trading. The Company is primarily operating in India which is considered as a single geographical segment.

II. Opportunities, Threats, Risks and Concerns

Opportunities:

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- Housing Demand
- Monetary Easing
- Relaxation in FDI norms
- Improving regulatory environment

Threats and Challenges

- Regulatory Hurdles
- Funding Problems
- Shortage of Manpower and Technology

III. Outlook

As your Company continues to implement its strategies, its financial position at the end of Fiscal 2018 reflects the on-going effect of the above economic and business factors. Your Company continues to implement its strategy to concentrate on its core business activity.

Hence, the Company is expecting to improve its performance and profitability in future.

IV. Internal Control Systems and Their Adequacy

The Company has put in place adequate internal financial controls over financial reporting. These are reviewed periodically and made part of work instructions or processes in the Company. The Company continuously tries to automate these controls to increase its reliability.

The Company has identified inherent reporting risks for each major element in financial statements and put in place controls to mitigate the same. These risks and the mitigation controls are revisited periodically in the light of changes in business, IT Systems, regulations and internal policies. Corporate Accounts function is involved in designing large process changes as well as validating changes to IT systems that have a bearing on the books of account.

The Company periodically conducts physical verification of inventory, fixed assets and cash on hand and matches them with the books of accounts. Explanations are sought for any variance noticed from the respective functional heads.

The Company in preparing its financial statements makes judgement and estimates based on sound policies. The basis of such judgements and estimates are also approved by the Audit Committee of the Company in consultation with the Statutory Auditors of the Company. The management periodically compares the actual spends against the estimates and makes necessary adjustments to the same based on changes noticed.

V. Discussion of Financial Performance

For the Financial year ended 31st March, 2018, the total revenue of the Company is Rs. 2,40,839/- as compared to Rs. 7,99,067/- during the last financial year and Loss after tax for the Current Year is Rs. 1,49,944/- as against profit of Rs. 3,82,717/- in previous financial year. In the Current Financial Year Income of the Company witness sharp fall in comparison to pervious year income which decreased the profit margin of the Company.

VI. Human Resources

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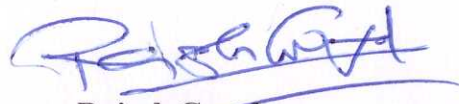
The Company's most valuable assets and strength, Hence, the focus is on enriching the quality of life of its employees, developing their potential and maximizing their productivity.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis, describing the Company's objectives, outlook and expectation, may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied expectations, projections etc. Several factors make a significant difference to the Company's operations, including climatic conditions, economic scenario affecting demand and supply, Government regulations, taxation, natural calamity and other such factors over which the Company does not have any direct control.

**By Order of the Board
For Hindusthan Credit Capital Limited**


Jai Bhagwan Goyal
Director
DIN – 00014074
Date – 24/08/2018
Place – New Delhi


Rajesh Goyal
Director
DIN - 01339614

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Annexure-5

Corporate Governance Report

Company's Philosophy

Good Corporate Governance is not an end in itself. It is the means to create confidence with stakeholders and establish business integrity for an organization. The company has come a long way in adopting some of the key principles of Corporate Governance like transparency, fairness, disclosures and accountability and these principles have been strongly cemented in the pillars, it has been founded upon. The business strategies and operations of the Company are governed by these principles to ensure fiscal accountability, ethical corporate behaviour and fairness to all stakeholders.

A report on with the principles of Corporate Governance as prescribed by Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

Board of Directors

The Chairman and other directors manage the business of the Company.

Composition of Board of Directors and other details as at 31st March, 2018

Name	Category	No. of Board Meetings ¹		Attendance at last AGM	Other directorship	Other Committees Chairmanship/ membership
		Entitled to attend & Held	Attended			
Mr. Jai Bhagwan Goyal	Non-Executive Director	6	6	Yes	Yes	Chairman of Audit Committee of Hindusthan Credit Capital Limited Chairman of Shareholders' / Investors' Grievance Committee of Hindusthan Credit Capital Limited Chairman of Nomination and Remuneration Committee of Hindusthan Credit Capital Ltd

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Mr. Rajesh Goyal	Promoter/Non-Executive Director	6	6	Yes	Yes	Nil
Mr. Himanshu Garg	Non-Executive Director	2	2	No	Yes	Member of Audit Committee, Shareholders'/ Investors' Grievance Committee, Nomination and Remuneration Committee of Hindusthan Credit Capital Ltd Member of Stakeholders Relationship Committee and Nomination & Remuneration Committee of Real Growth Commercial Enterprises Limited
Mr. Harish Kumar	Promoter/Non-Executive Director	6	0	Yes	Yes	No
Mrs. Anita Kumar	Promoter/Non-Executive Director	6	0	Yes	Yes	No

1. The Board Meetings were held on **30.05.2017, 04.09.2017, 11.10.2017, 18.01.2018, 25.01.2018 and 10.02.2018.**
2. Last AGM was held on **28th September 2017.**

Audit Committee

Audit Committee comprises of 2 Directors namely Mr. Jai Bhagwan Goyal and Mr. Himanshu Garg as on March 31, 2018.. The terms of reference of the Committee are in accordance with the requirements of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges and the Companies Act, 2013. However, due to non-availability of Independent Director, composition of Committee was not properly constituted. The Function of Audit Committee includes: -

- i) Oversight of the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.

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- ii) Recommendation to the board, appointment, re-appointment and, if required, the replacement or removal of Statutory Auditor.
- iii) Reviewing with the management, quarterly financial statements before submission to the board for approval.
- iv) Reviewing with the management, performance of statutory and internal auditors.

There were 4 meetings of the Audit Committee during the year under review viz., 30.05.2017, 11.08.2017, 01.11.2017, 09.02.2018. The attendance at the meetings was as follows:

Name of the Members	No. of Meetings attended
Mr. Jai Bhagwan Goyal(Chairman)	4
Mr. Himanshu Garg (Member)	1

Shareholders / Investors' Grievance Committee

The Company has a Shareholders/Investors' Grievance Committee which focuses on shareholders' grievances and strengthening of investor relations specially looking into redressal of grievances pertaining to:-

- i) Transfer of Shares
- ii) Dematerialization of Shares
- iii) Replacement of lost/stolen Share Certificates.
- iv) Other related issues

The composition of the Committee as on March 31, 2018 comprised of Mr. Jai Bhagwan Goyal as a Chairman and Mr. Himanshu Garg. The terms of reference of the Committee are in accordance with the requirements of the Listing Agreements with the Stock Exchanges and as per the Companies Act, 2013. However, due to non-availability of Independent Director, composition of Committee was not properly constituted.

There were 4 meetings of the said Committee. The attendance at the meetings was as follows;

Name of the Members	Designation/Category	No. of Meetings attended
Mr. Jai Bhagwan Goyal	Chairman/Non – Independent Director	4
Mr. Himanshu Garg	Member/Non-Independent Director	1

Remuneration and Nomination Committee

The Company duly constituted a Remuneration & Nomination Committee during the year under review in accordance the guidelines laid down the statute and listing agreement with the stock exchange. However, due to non-availability of Independent Director, composition of Committee was not properly constituted.

Terms of Reference and Composition of Nomination and Remuneration Committee:

The Committee's terms of reference and constitution are in compliance with the provisions of

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the Section 178 of The Companies Act, 2013 and Provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides other terms as may be referred by the Board of Directors.

The terms of reference include:

- (a) Formulation of policy for determining qualifications, positive attributes and independence of a Director & Remuneration for the Directors, Key Managerial Personnel and Senior Management and recommending the same to the Board.
- (b) Identification of person who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria as per the policy approved by the Board. The policy of the company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employed for their individual performance and contribution to the business.
- (c) The Nomination and Remuneration Committee lays down the criteria for the performance evaluation of Independent Directors and other Directors, Board of Directors and committee of the Board of Directors.

There were 4 meetings of the said Committee. The attendance at the meetings was as follows;

Name of the Members	Designation/Category	No. of Meetings attended
Mr. Jai Bhagwan Goyal	Chairman/Non – Independent Director	4
Mr. Himanshu Garg	Member/Non-Independent Director	2

Remuneration policy

The payment of remuneration to Executive Directors, if any, shall be governed by the respective resolutions passed by the Meetings of Committees/ Board/ Members and approved by the Central Government as per Companies Act, 2013. The remuneration structure comprises of Salary, Allowances, Perquisites and Contribution to Provident Fund. Remuneration of employees largely consists of base remuneration and perquisites as may be applicable.

The components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance etc.

Venue and time of the last three AGMs:

Year	Venue	Date	Time
2014-15	2 nd Floor, Unit D, 3, British Indian Street, Kolkata-700069	25.09.2015	10.00 A.M

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2015-16	2 nd Floor, Unit D, 3, British Indian Street, Kolkata-700069	20.09.2016	11.00 A.M
2016-17	2 nd Floor, Unit D, 3, British Indian Street, Kolkata-700069	28.09.2017	11.00 A.M

Disclosures

- (a) The related party transactions as entered into by the Company with its promoters, directors or the management during the year under review have been duly disclosed in the Notes to Annual Accounts. However, none of these transactions has a potential conflict with the interest of the Company at large.
- (b) The Company was unable to comply with the all the requirements of the SEBI (LODR) Regulations, 2015. The Company is currently suspended from Calcutta Stock Exchange. Further Company was unable to provide its shareholders the facility of e-voting as required under Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, the Company was unable to appoint Independent Directors, Chief Financial Officer during the year under review. However Company appointed Mr. Sagar Verma (ACS:48226) as Company Secretary and Compliance officer of the Company w.e.f 12.02.2018.

However, the management is in process to get the suspension revoked at Calcutta Stock Exchange. The Company is putting in its best endeavour to fill the vacant position at the earliest. It is also proposed to get registered with Central Depository Services Limited for e-voting facilities for future member's meeting.

- (c) There was no pecuniary relationship or transactions with Non- Executive Directors.

Shareholding Distribution as on 31/03/2018

Category	No. of Shares	Shareholding in %
Promoter and Promoter Group	760,808	19.82%
Public Shareholding	3,077,420	80.18%
Shares held by Custodian	0	0

Other Disclosures

1. Related Party Transactions

All transactions entered into by the Company with related parties, during the Financial Year 2017-18, were in ordinary course of business and on arm's length basis. The details of the related party are set out in the Notes to Financial Statements forming part of this Annual Report.

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Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with Rules issued thereunder and Regulation 23 of Listing Regulations.

The Audit Committee, during the Financial Year 2017-18 has approved Related Party Transactions along with granting omnibus approval in line with the Policy of dealing with Related Party Transactions and applicable provisions of the Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interests of the Company at large.

2. Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and an effective Vigil Mechanism System to provide a formal mechanism to its Directors, Employees and Business Associates to voice concerns in a responsible and effective manner regarding suspected unethical matters involving serious malpractice, abuse or wrongdoing within the organization and also safeguards against victimization of Directors/ Employees and Business Associates who avail of the mechanism.

In accordance with the Policy, the Audit Committee receives and investigates all complaints and Protected under this disclosure. The Employees/Directors and Business Associates may, in exceptional cases, approach directly the Chairperson of the Audit Committee of the Board of Directors of the Company for registering complaints. No personnel is denied access to Audit Committee.

3. Details of compliance with mandatory requirements and adoption of the non – mandatory requirements:

Mandatory Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance. However Company was unable to appoint any Independent Director on its Board, Chief Financial Officer during the year under review.

The management of the Company is hopeful to fill the vacant position mentioned above at the earliest.

Non – Mandatory Requirements

- i) Annual Results of the Company are sent to all the shareholders of the Company.
- ii) During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit option.
- iii) The Internal Auditor reports to the Directors and has a direct access to the Audit committee and he participates in the meeting of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee.

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Means of Communication

Timely disclosures of the information on corporate financial performance and the corporate developments is a sign of good governance practice which Company follows.

General Shareholders Information

A	Annual General Meeting:	
	Date and Time	Thursday, 27/09/2018 Time: 10.00 A.M.
	Venue	2 nd Floor, Unit D, 3, British Indian Street, Kolkata-700069
B	Financial Calendar (FY 17-18):	
	For First Quarter	Mid of May
	For Second Quarter	Mid of November
	For Third Quarter	Mid of February
	Audited Financial Results	By 25/05/2018
C	List of Stock Exchanges where shares are listed	
	The Calcutta Stock Exchange 7, Lyons Range, Kolkata-700001	
D	Address for correspondence for Share Transfer and Related Matters	
	Registrar and Share Transfer Agent for dematerialization / rematerialization	M/s Alankit Assignments Ltd. 1E/21, Jhandewalan Extension, New Delhi-110055. Ph. 91-11- 42541234 Fax: 91-11- 42541967
	The application for transfer of shares, dematerialization of shares and other related matters may be sent to our Registrar and Transfer Agent, the M/s Alankit Assignments Limited, 1E/21, Jhandewalan Extension, New Delhi-110055.	
E	Share Transfer System	
	Mr. Himanshu Garg, Director (DIN – 08055616) of the Company has been authorized to process transfer and transmission of shares of the Company which are duly approved in the Board Meeting, if the documents are in order. Share transfers	

HINDUSTHAN CREDIT CAPITAL LIMITED

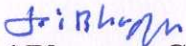
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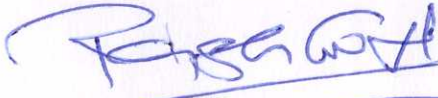
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	are registered and returned within the statutory time limit, if the documents are clear in all respects.	
F	Dematerialization of shares Shares of the Company are available for dematerialization with NSDL. Members can hold shares in electronic form and trade the same in Depository system. International Securities Identification Number of the Company is INE 616H01010.	
G	Address for correspondence	
	Registered Office	2 nd Floor, Unit D, 3, British Indian Street, Kolkata, West Bengal-700069
	E-mail	rgcel1995@gmail.com
	Phone No	033-22420421, Fax : 011-47770599

**By Order of the Board
For Hindusthan Credit Capital Limited**


Jai Bhagwan Goyal
Director
DIN – 00014074

Date – 24/08/2018
Place – New Delhi


Rajesh Goyal
Director
DIN - 01339614

HINDUSTHAN CREDIT CAPITAL LIMITED

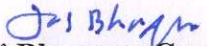
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Declaration on Compliance of Code of Conduct

To,
The Members,
Hindusthan Credit Capital Limited
2nd Floor, Unit D,
3 British India Street,
Kolkatta, West Bengal – 700069

I, Jai Bhagwan Goyal, Director (DIN – 00014074) of Hindusthan Credit Capital Limited do hereby declare that all the members of the Board of the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2018.

**By the Orders of the Board,
For Hindusthan Credit Capital Limited,**


Jai Bhagwan Goyal
Director
DIN – 00014074

E-mail: chairman.rg@rggroup.in
Contact No.: 033-22420421

Date – 24/08/2018
Place – Delhi

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MANAGEMENT'S REPLY TO OBSERVATIONS MADE BY SECRETARIAL AUDITOR IN ITS REPORT IN FORM MR -3 ANNEXED TO BOARD REPORT

Observation No. 1 - No Independent Director was appointed during the period under review.

The Company is under the process of appointment of Independent Directors on its Board and comply with provisions of Corporate Governance at the earliest.

Observation No. 2 - No Chief Financial Officer were appointed during the period under review.

The Company is putting its best endeavour to select the right and competent personnel to fill in the vacant position at the earliest.

Observation No. 3 - There is a non – compliance of Section 108 (i.e. provision relating to E – voting) of the Companies Act, 2013. However the Company is in process to establish the mechanism to comply with the same.

The Company is in process to get itself registered with Central Depository Services Limited for the e-voting facility. Company is expected to get itself registered for e-voting by the end of current financial year.

for **HINDUSTHAN CREDIT CAPITAL LIMITED**



JAI BHAGWAN GOYAL

DIRECTOR

DIN – 00014074

Date – 24/08/2018

Place – Delhi