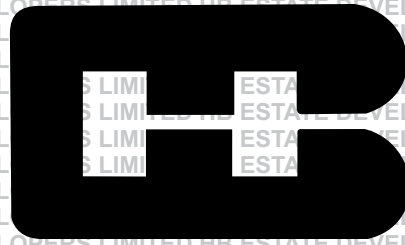


# 25th Annual Report 2018 - 19



**HB ESTATE DEVELOPERS LIMITED**



Company's Hotel Project- **"TAJ CITY CENTRE - GURUGRAM"** located at Plot No. 1, Sector 44, Gurugram, Haryana

**BOARD OF DIRECTORS**

<b>Mr. Lalit Bhasin</b>	Chairman
<b>Mrs. Asha Mehra</b>	Director
<b>Mr. Anil Goyal</b>	Director
<b>Mr. J.M.L. Suri</b>	Director
<b>Mr. Rajesh Jain</b>	Director
<b>Mr. Yash Kumar Sehgal</b>	Director

**COMPANY SECRETARY**

Mrs. Radhika Khurana

**CHIEF FINANCIAL OFFICER (CFO)**

Mr. Praveen Gupta

**MANAGER**

Mrs. Banmala Jha

**STATUTORY AUDITORS**

**G. C. Aggarwal & Associates**

Chartered Accountants

240, Ghalib Apartments

Parwana Road, Pitampura,

Delhi - 110 034

**REGISTERED OFFICE**

Plot No. 31, Echelon Institutional Area,  
Sector-32, Gurugram - 122 001, Haryana  
Ph : 0124-4675500, Fax : 0124-4370985  
Email : corporate@hbestate.com  
CIN: L99999HR1994PLC034146

**WEBSITE**

<http://www.hbestate.com>

**REGISTRAR & SHARE TRANSFER AGENT**

**RCMC Share Registry Pvt. Ltd.**

**CIN: U67120DL1950PTC601854**

B-25/1, First Floor

Okhla Industrial Area Phase-II

New Delhi - 110020

Ph : 011-26387320, 26387321

Fax : 011-26387322

E-mail: investor.services@rcmcdelhi.com

Website: www.rcmcdelhi.com

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## NOTICE

### NOTICE IS HEREBY GIVEN THAT THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF HB ESTATE DEVELOPERS LIMITED WILL BE HELD AS FOLLOWS:

(Note: The Company is providing facility for voting by electronic means and the business of this meeting may be transacted through electronic voting system.)

Day : Thursday

Date : 19<sup>th</sup> September, 2019

Time : 11.00 A.M.

Place : GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram (Haryana) - 122 001 to transact the following business(s):

#### ORDINARY BUSINESS:

##### 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

##### 2. APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Anil Goyal (DIN: 00001938), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

##### 3. CONTINUATION OF THE APPOINTMENT OF 'G.C. AGARWAL & ASSOCIATES' CHARTERED ACCOUNTANTS (FRN 017851N), STATUTORY AUDITORS OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the amended provisions of Section 139(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in partial modification of the resolution passed by the Members of the Company at the 23<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2017, the Company hereby dispenses with the requirement of annual ratification of appointment of 'G.C. Agarwal & Associates', Chartered Accountants, Delhi (FRN 017851N) for its remaining tenure as the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this Resolution.”

#### SPECIAL BUSINESS:

##### 4. APPOINTMENT OF MR. YASH KUMAR SEHGAL (DIN: 03641168) TO FILL THE CASUAL VACANCY.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 161(4) and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Yash Kumar Sehgal (DIN: 03641168) who has been appointed as Non-Executive Independent Director of the Company to fill the casual vacancy by the Board of Directors in their meeting held on 27<sup>th</sup> May, 2019 on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby approved and he shall hold office up to the date the outgoing director would have held office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

##### 5. APPOINTMENT OF MRS. BANMALA JHA AS A MANAGER OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 2(53), 196, 197, 198 and 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V 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 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Banmala Jha, be and is hereby appointed as a Manager being the Key Managerial Personnel (KMP) of the Company for a period of three (3) years with effect from 27<sup>th</sup> May, 2019 to 26<sup>th</sup> May, 2022 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” with term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the said remuneration shall be payable as minimum remuneration comprising salary and other perquisites to the Manager in the event of absence/inadequacy of profits in any Financial Year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

##### 6. RE-APPOINTMENT OF MRS. ASHA MEHRA (DIN: 02658967) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mrs. Asha Mehra (DIN: 02658967) who has already attained the age of seventy five years and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five (5) consecutive years with effect from 29<sup>th</sup> October 2019 to 28<sup>th</sup> October 2024 and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

##### 7. RE-APPOINTMENT OF MR. RAJESH JAIN (DIN: 00031590) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Rajesh Jain (DIN: 00031590) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five (5) consecutive years with effect from 29<sup>th</sup> October 2019 to 28<sup>th</sup> October 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

##### 8. CONTINUATION OF DIRECTORSHIP OF MR. JAG MOHAN LAL SURI (DIN: 00002373) NON-EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for continuation of Directorship of Mr. Jag Mohan Lal Suri (DIN: 00002373), who has already attained the age of seventy five years, as Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

BY ORDER OF THE BOARD  
For HB ESTATE DEVELOPERS LIMITED

Sd/-  
RADHIKA KHURANA  
(Company Secretary)

Membership No.: ACS-32557

Place : Gurugram  
Date : 27<sup>th</sup> May, 2019

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. SHAREHOLDERS OF THE COMPANY HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING INTO DEMAT FORM.

3. SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO PROVIDE / UPDATE THEIR E-MAIL ID WITH THEIR DEPOSITORY PARTICIPANT (DP) / COMPANY'S REGISTRAR & SHARE TRANSFER AGENT (RTA), RCMC SHARE REGISTRY PRIVATE LIMITED FOR COMMUNICATION PURPOSES.

4. An Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business herein is annexed hereto and forms part of this Notice.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from 13<sup>th</sup> September, 2019 to 19<sup>th</sup> September, 2019 (Both days inclusive).





## HB ESTATE DEVELOPERS LIMITED

6. The Ministry of Corporate Affairs (MCA) has notified provisions relating to Unpaid / Unclaimed Dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these rules, the amount of Dividend remaining Unpaid or Unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 11,33,210/- (Rupees Eleven Lacs Thirty Three Thousand Two Hundred and Ten Only) to IEPF on 10<sup>th</sup> October, 2018 being the Unpaid and Unclaimed Dividend amount pertaining to Final Dividend for the Financial Year ended 31<sup>st</sup> March, 2011. The detail of Unpaid / Unclaimed Dividend lying with the Company as on the date of the last Annual General Meeting in respect of the financial years from 2012 to 2013 is available on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and also on the website of the Company; [http://www.hbestate.com/Investor%20Information/Unpaid%20Dividend/index\\_2018.html](http://www.hbestate.com/Investor%20Information/Unpaid%20Dividend/index_2018.html)

The Company strongly recommends Shareholders to encash / claim their respective dividends within the period given below from the Company's Registrar and Share Transfer Agent:

Financial Year	Last Date for claiming Dividend	Unclaimed Dividend in ₹ (As on 31.03.2019)
2011-12	15 <sup>th</sup> October, 2019	12,37,271.00
2012-13	26 <sup>th</sup> December, 2022	8,94,887.50

Note: No Dividend has been declared by the Company after FY 2012-13.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules thereto, the Company has duly transferred all Equity Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more to the specified DEMAT Account of the Investor Education and Protection Fund (IEPF) Authority, Ministry of Corporate Affairs after giving individual notice to all such Equity Shareholders and publication of newspaper advertisement thereto. The complete details of such Equity Shares transferred to IEPF Account is available on the website of the Company; <http://www.hbestate.com/Investor%20Information/transfer-of-equity/index.htm>

Any further Dividend on such Equity Shares shall be credited to the IEPF Account. The Equity Shareholders may claim back their Shares along with the Unclaimed Dividend amount from the IEPF Authority by following the refund procedure as detailed on the website of IEPF Authority; [iepf.gov.in/IEPFA/refund](http://iepf.gov.in/IEPFA/refund). The refund procedure is also available on the Company's website, <http://www.hbestate.com/Investor%20Information/transfer-of-equity/index.htm>

Mrs. Radhika Khurana, Company Secretary has been appointed as the Nodal Officer in terms of the provisions of IEPF Rules and complete details are available on the website of the Company; <http://www.hbestate.com/IEPF/index.html>

7. **THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE ITS CIRCULAR NO. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 DATED 20TH APRIL, 2018 HAS DIRECTED ALL LISTED COMPANIES TO ENSURE THAT ANY PAYMENT OF DIVIDEND TO THE SHAREHOLDERS IS MADE THROUGH ELECTRONIC CHANNELS SUCH AS NECS/NEFT/RTGS. THE COMPANIES THROUGH THEIR REGISTRAR AND SHARE TRANSFER AGENTS (RTAS) ARE FURTHER DIRECTED TO COLLECT COPY OF PAN AND BANK ACCOUNT DETAILS OF ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM. IN VIEW OF THE SAME.**

**(A) Members who hold shares in physical form are requested to:**

- Furnish their PAN and Bank Account details to the Company or Company's Registrar and Share Transfer Agent namely, RCMC Share Registry Pvt. Ltd. along with self-attested copy of PAN Card and cancelled "Name printed Cheque" in original or copy of Bank Passbook / Bank Statement duly attested by the Bank.
- Convert their holding into Demat Form.
- Provide / update their E-mail ID for communication purpose.

**(B) Members who hold shares in demat form are requested to:**

- Update their Bank Account details with the Depository Participant (DP) to avoid any kind of rejection by the banker; and
- Provide / update their e-mail ID with the Depository Participant (DP) for communication purpose.

**We wish to highlight the following benefits of receiving payments through the Electronic mode rather than receiving drafts / warrants in physical mode.**

- ✓ Ensures timely credit of funds to the specified accounts.
- ✓ Ensures credits are done seamlessly without manual intervention.
- ✓ Eliminates postal / mailing delays.
- ✓ Saves your effort of safekeeping and depositing of physical drafts / warrants at a bank.
- ✓ Helps track receipt of payments from the bank statements.

In compliance with the requirement of the said Circular, members holding securities in physical form were separately communicated by the Company's Registrar and Share Transfer Agent vide three letters at their registered address. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA for assistance in this regard.

- Members/Proxies should bring Attendance Slips duly filled in for attending the meeting.
- Corporate Members are requested to send a duly Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- Shareholders seeking any information with regard to Financial Statements are requested to write to the Company at least seven (7) days before the date of the meeting so as to enable the management to keep the information ready.

- Route map showing directions to reach the venue of the AGM is given at the end of the Annual Report as per the requirement of the Secretarial Standard-2 (SS-2) on "General Meeting".

12. Members are requested to:

- Notify any change in their address including PIN CODE to the Registrar and Share Transfer Agent of the Company namely,  
**RCMC Share Registry Pvt. Ltd.**  
**B-25/1, First Floor,**  
**Okhla Industrial Area, Phase-II,**  
**New Delhi – 110 020**  
**Phone: 011 – 26387320, 26387321**  
**Fax: 011 – 26387322**  
**E-mail: investor.services@rcmcdelhi.com**
- Bring their copies of Annual Report with them at the meeting as the same will not be supplied again as a measure of economy.

- The Company is implementing the "Green Initiative" to enable electronic delivery of Notices / Documents and Annual Reports to the Shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL / CDSL will be deemed to be your registered email address for serving Notices / Documents including those covered under Section 136 of the Companies Act, 2013.

Electronic copies of the Annual Report, Notice along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same.

In other cases, hard copy of the Abridged Annual Report i.e. Statement containing salient features of Balance Sheet and Profit & Loss Account including Notice, Attendance Slip and Proxy Form is being sent to the Members by the permitted mode. The members who are desirous of receiving the Full Annual Report may write to the Company's RTA for a copy of the same.

Members may note that Notice of the Annual General Meeting, Abridged Annual Report, Full Annual Report, Attendance Slip and Proxy Form are also available on the website of the Company, [www.hbestate.com](http://www.hbestate.com).

14. **Voting through electronic means:**

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members with the facility to cast their votes by electronic means on all the resolutions proposed to be considered in this Annual General Meeting from a remote location ("Remote e-voting").
- The Company has engaged the services of Karvy Fintech Pvt. Ltd. ("Karvy") to provide the facility of Remote e-voting.
- The facility for voting through Physical Ballot Papers shall be made available at the meeting and members attending the meeting, who have not already cast their vote by Remote e-voting shall be able to exercise their right to vote at the meeting through Ballot Papers.
- The e-voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company. Members of the Company holding Shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 12<sup>th</sup> September, 2019**, may cast their vote by remote e-voting / at the meeting.
- Any person who acquires Shares of the Company and becomes member of the Company after dispatch of the Notice and holding Shares as on the cut-off date i.e. 12<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.
- The Remote e-voting period shall commence on (Monday), 16<sup>th</sup> September, 2019 (09.00 A.M) and ends on (Wednesday), 18<sup>th</sup> September, 2019 (05.00 P.M).** Thereafter, the Remote e-voting module shall be disabled by Karvy for voting.
- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by Remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- Mr. Arun Kumar Gupta, Company Secretary in Whole-time Practice (Membership No.: 21227, C.P. No. 8003) failing him Mr. Kapoor Chand Garg, Company Secretary in Whole-time Practice (Membership No.: 7145, C.P. No.:7829) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & polling process in a fair and transparent manner.**
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith upon submission of the Scrutinizer's Report.
- The Company shall submit to the Bombay Stock Exchange Limited (BSE), within forty eight hours of the conclusion of the meeting, details regarding the voting results in the prescribed format. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company, [www.hbestate.com](http://www.hbestate.com) and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of results.
- In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website, <https://evoting.karvy.com> or call their Toll Free No. 1800-345-4001 for any further clarification.



(xii) The instructions for availing the Remote e-voting facility indicating the process and manner of e-voting are given as hereunder.

➤ **In case a Member receives notice through e-mail from Karvy [for Members whose e-mail IDs are registered with the Company / Depository Participants]:**

- Launch internet browser by typing the URL: <https://evoting.karvy.com>
- Enter the login credentials (i.e. User ID and Initial Password provided by Karvy in e-mail). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the E-Voting Event Number for **HB Estate Developers Limited**.
- On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(j) You may then cast your vote by selecting an appropriate option and click on "Submit".

(k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the **Scrutinizer at e-mail ID: aruncs.gupta@gmail.com** with a copy to **Karvy at e-mail ID: evoting@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

➤ **In case a Member receives Notice in physical form [for Members whose e-mail IDs are not registered with the Company / Depository Participants]:**

- User ID and Initial Password as given in the e-voting notice sent along with the Annual Report.
  - Please follow all steps given hereinabove, to cast your vote.
- All documents referred to in this Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M to 5.00 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
  - The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
  - Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India] are as under:

### **PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING**

Name of the Director	(1) MR. ANIL GOYAL	(2) MR. YASH KUMAR SEHGAL
Directors Identification Number (DIN)	00001938	03641168
Date of Birth	22 <sup>nd</sup> February, 1959	10 <sup>th</sup> October, 1946
Date of First Appointment on the Board	20 <sup>th</sup> September, 1994	27 <sup>th</sup> May, 2019
Profile / Expertise in Specific functional Areas.	Mr. Anil Goyal is a fellow member of the Institute of Chartered Accountants of India. He brings with him more than three (3) decades of expertise in the fields of finance, taxation, investment banking, corporate restructuring and strategic planning.	Mr. Yash Kumar Sehgal has vast experience in the field of finance. He held various positions at Commercial Bank of Kuwait for more than two (2) decades. He has good expertise in framing policies and procedure for various services. He had also served as Acting Director, Administration & Finance, College of Banking & Finance, Muscat, Sultanate of Oman and also reported directly to the Governor of Central Bank of Oman.
Qualifications	B.Com, C.A.	Member of Chartered Institute of Bankers, London
List of Directorship in other Companies	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>HB Stockholdings Ltd.</li> <li>HB Portfolio Ltd.</li> <li>HB Leasing &amp; Finance Co. Ltd.</li> </ol> <b>Other Companies:</b> <ol style="list-style-type: none"> <li>HB Securities Ltd.</li> <li>RRB Securities Ltd.</li> <li>Mount Finance Ltd.</li> <li>HB Corporate Services Ltd.</li> <li>Bhasin Investments Ltd.</li> <li>Taurus Investment Trust Company Ltd.</li> <li>RRB House Finance Pvt. Ltd.</li> <li>HB Financial Consultants Pvt. Ltd.</li> </ol>	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>CHL Ltd.</li> </ol> <b>Other Companies:</b> <ol style="list-style-type: none"> <li>Taurus Investment Trust Co. Ltd.</li> <li>CHL (South) Hotels Ltd.</li> <li>Malbros Holdings Private Limited</li> <li>Mohan Rocky Spring Water Breweries Limited</li> </ol>
Membership of Committee of the Board in other Companies.	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>HB Stockholdings Ltd. (Member)</li> </ol> <b>Stakeholders Relationship Committee</b> <ol style="list-style-type: none"> <li>HB Portfolio Ltd. (Member)</li> <li>HB Leasing &amp; Finance Co. Ltd. (Member)</li> <li>RRB Securities Ltd. (Member)</li> <li>HB Stockholdings Ltd. (Member)</li> </ol> <b>Nomination and Remuneration Committee</b> <ol style="list-style-type: none"> <li>RRB Securities Ltd. (Member)</li> </ol> <b>CSR Committee</b> <ol style="list-style-type: none"> <li>HB Stockholdings Ltd. (Member)</li> <li>HB Portfolio Ltd. (Member)</li> </ol>	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>CHL Ltd. (Chairman)</li> <li>CHL (South) Hotels Ltd. (Chairman)</li> <li>Taurus Investment Co. Ltd. (Member)</li> </ol> <b>Stakeholders Relationship Committee</b> <ol style="list-style-type: none"> <li>CHL Ltd. (Chairman)</li> </ol> <b>Nomination and Remuneration Committee</b> <ol style="list-style-type: none"> <li>CHL Ltd. (Member)</li> <li>CHL (South) Hotels Ltd. (Chairman)</li> </ol> <b>CSR Committee</b> <ol style="list-style-type: none"> <li>CHL Ltd. (Chairman)</li> </ol>
No. of Equity Shares held	NIL	NIL
No. of Board Meetings attended/entitled to attend during the year	4/4	N.A
Whether related to any Board Members, Manager or KMP of the Company	No	No



Name of the Director	(3) MRS. ASHA MEHRA	(4) MR. RAJESH JAIN
Directors Identification Number (DIN)	02658967	00031590
Date of Birth	08th August, 1940	24th February, 1956
Date of First Appointment on the Board	12th August, 2009	29th August, 2007
Profile / Expertise in Specific functional Areas.	She has held various prestigious positions with Government of India like Assistant/ Deputy Commissioner of Income Tax, Deputy Director, Income Tax, Commissioner of Income Tax, New Delhi, Chief Commissioner of Income Tax, Rajasthan, Member, Central Board of Direct Taxes (CBDT) etc.  She has also worked as Member and Chairperson of Income Tax Settlement Commission, Principal Bench, New Delhi.	Mr. Rajesh Jain has extensive experience as Entrepreneur in Construction, Exports and International Trading and Software Development Industry. Has more than a decade of overseeing various activities of construction Industry both in India and overseas.
Qualifications	Post Graduate, I.A.S	Graduate
List of Directorship in other Companies	<b>Listed Companies:</b> 1. HB Stockholdings Ltd.	<b>Other Companies:</b> 1. Trident Information Systems Pvt. Ltd. 2. Harmonics Intellect Pvt. Ltd. 3. Arvind Trading Pvt. Ltd. 4. Agarwal Garment Stitchers Pvt. Ltd. 5. BSP Constructions Pvt. Ltd.
Membership of Committee of the Board in other Companies.	<b>Nomination and Remuneration Committee</b> 1. HB Stockholdings Ltd. (Member)	None
No. of Equity Shares held	NIL	NIL
No. of Board Meetings attended/entitled to attend during the year	4/4	4/4
Whether related to any Board Members, Manager or KMP of the Company	No	No

Name of the Director	(5) MR. JAG MOHAN LAL SURI
Directors Identification Number (DIN)	00002373
Date of Birth	27 <sup>th</sup> April, 1938
Date of First Appointment on the Board	18 <sup>th</sup> August, 1994
Profile / Expertise in Specific functional Areas.	Mr. Jag Mohan Lal Suri is an Engineer by profession. He headed the operations of a Swedish Multinational before his association with the HB Group. He brings with him decades of long experience in Corporate Administration.
Qualifications	B.E
List of Directorship in other Companies	<b>Listed Companies:</b> 1. HB Portfolio Ltd. <b>Other Companies:</b> 2. HB Corporate Services Ltd. 3. RRB Securities Ltd. 4. Mount Finance Ltd. 5. AHL Hotels Limited 6. Bhasin Share & Stock Brokers Ltd. 7. Raja Ram Bhasin Share & Stock Brokers Ltd. 8. Pal Properties (India) Pvt. Ltd.
Membership of Committee of the Board in other Companies.	<b>Audit Committee</b> 1. RRB Securities Ltd. (Member) 2. HB Portfolio Ltd. (Member) <b>Stakeholders Relationship Committee</b> 3. RRB Securities Ltd. (Chairman) 4. HB Portfolio Ltd. (Chairman) <b>Corporate Social Responsibility Committee</b> 5. HB Portfolio Ltd. (Member) <b>Finance and Borrowings Committee</b> 6. HB Portfolio Ltd. (Member) <b>Finance and Borrowings Committee</b> 7. HB Portfolio Ltd. (Member)
No. of Equity Shares held	709 (Jointly held with his wife)
No. of Board Meetings attended/entitled to attend during the year	4/4
Whether related to any Board Members, Manager or KMP of the Company	No

BY ORDER OF THE BOARD  
For HB ESTATE DEVELOPERS LIMITED

Place : Gurugram  
Date : 27<sup>th</sup> May, 2019

Sd/-  
RADHIKA KHURANA  
(Company Secretary)  
Membership No.: ACS-32557

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM No. 4**

Pursuant to the provisions of Sections 161(4) and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, the Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on 27th May, 2019 appointed Mr. Yash Kumar Sehgal (DIN: 03641168) aged 72 years as a Non-Executive Independent Director of the Company to fill the casual vacancy caused due to resignation of Mr. Luv Malhotra, Director of the Company, who shall hold office till 21st September, 2020 (the date the outgoing Director would have held office).

As per the provisions of Sec 161(4), if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may in default be filled by the Board of Directors at the meeting of the Board, which shall be subsequently approved by the shareholders in the immediate next general meeting.

The Company has received requisite consent from him to act as Director of the Company and a declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Yash Kumar Sehgal fulfills the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 and he is Independent of the management. He is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Copy of Draft letter for his appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mr. Yash Kumar Sehgal are given in Notes forming part of the Notice.

Except, Mr. Yash Kumar Sehgal and / or his relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set forth at Item No. 4 for the approval of the members.

**ITEM No. 5**

Mrs. Banmala Jha aged 61 years has done M.A. (English) and L.L.B. She has more than 20 years of rich experience in the legal field. She is associated with HB Group for more than 15 years in the Legal Department. Before joining HB Group, she was associated with Flex Group.

Pursuant to the provisions of Sec 203 of the Companies Act, 2013 read with applicable rules made thereunder, the Company is required to appoint a whole-time Key Managerial Personnel viz. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole Time Director.

Considering her long term association, vast experience and valuable contribution in the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 27<sup>th</sup> May, 2019 appointed Mrs. Banmala Jha as a Manager being the Key Managerial Personnel (KMP) of the Company for period of three (3) years with effect from 27<sup>th</sup> May, 2019 to 26<sup>th</sup> May, 2022 subject to the approval of the Shareholders of the Company on the terms and conditions as details herein below:

**a) BASIC SALARY**

Rs. 48,000/- (Rupees Forty Eight Thousand only) per month.

**b) HOUSE RENT ALLOWANCE**

Rs. 28,800/- (Rupees Twenty Eight Thousand Eight Hundred only) per month.

**c) MEDICAL**

Reimbursement of medical expenses (incurred for self and family) up to a maximum of Rs. 48,000/- (Rupees Forty Eight thousand only) per annum.

**d) PROVIDENT FUND**

12% of basic salary shall be deducted towards contribution to Provident Fund. Company's contribution towards Provident Fund shall be made as prescribed under the provisions of law applicable in this regard.

**e) LEAVE TRAVEL ASSISTANCE**

One Month basic salary as Leave Travel Assistance in a year when she proceeds on earned leave as per rules laid down.

**f) SPECIAL ALLOWANCE**

Rs. 21,500/- (Rupees Twenty One Thousand Five Hundred only) per month

g) She shall not receive any presents, commission, gifts, loans, advances or any sort of benefits in cash or in kind from any person, party or firm or Company having dealing or any connection with the Company and if she is offered the same, she shall immediately report the matter to the Company in writing and should he receive any offerings, he hereby undertake to hand over the same to the Company forthwith.

h) She shall devote her time and attention exclusively to the business and interests of the Company and shall not engage in any other commercial business or pursuit part-time or otherwise and shall not undertake part-time assignment or work on advisory capacity for any other person and/or concern either on her accord or as an agent for others except with prior consent in writing from the Company or unless she is deputed to do so by the Company.

- i) She shall keep all information and secrets of the Company to herself and shall not disclose and use them for any other purpose. She shall undertake and agree that all property including all correspondence addressed to her or by her, specifications, vouchers, literatures, books, circulars, articles, goods etc. relating to the Company's business which shall come into her possession in the course of her employment or otherwise shall be held by her as a trustee for the Company and shall deliver the same to the Company on demand without claiming any lien or right whatsoever thereon.
- j) She shall be entitled to leaves in accordance with the policy of the Company. Leaves accumulated and not availed of, in excess of 90 days as at the end of every financial year shall be encashed yearly on the basis of basic salary drawn as at the end of the said financial year and the balance unencashed accumulated leaves may be encashed at the time of leaving the services of the Company.
- k) Her services will be subject to all Rules and Regulations of the Company prescribed from time to time.
- l) The appointment may be terminated by one month's notice or in lieu thereof pay and allowances as admissible. She may also leave the services of the Company by giving one month notice or in lieu thereof pay and allowances as admissible.
- m) If any declaration or information furnished by her found to be false or if she is found to have willfully suppressed any material information, she shall be terminated from the services of the Company without any notice.

The above remuneration shall be payable as minimum remuneration to her in the event of absence / inadequacy of profits in any financial year, subject to the overall ceilings laid down in Schedule V of the Companies Act, 2013.

Mrs. Banmala Jha satisfies all the conditions set out in Part-1 of Schedule V of the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for appointment.

**Additional disclosures mentioned in Para (B) (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as under:**

**I. GENERAL INFORMATION**

(1) Nature of Industry	Construction and Hotels	
(2) Date or expected date of Commencement of Production	Existing Company. The Company is not engaged in any manufacturing activities.	
(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	N.A.	
(4) Financial Performance based on given indicators –	(₹ in lacs)	
Particulars	2018-2019	2017-2018
Total Sales and Other Income	9077.45	8470.86
Profit Before Depreciation, Interest and Taxes	2976.98	2222.80
Provision for Depreciation	1417.29	1435.70
Interest	2770.30	2668.61
Provision for Taxation	(167.67)	(250.88)
Net Profits	(1042.93)	(1630.62)
(5) Foreign Investments or collaborators, if any.	The Company has no foreign investments or foreign collaborations.	

**II. INFORMATION ABOUT THE APPOINTEE**

(1) Background details	Mrs. Banmala Jha has done M.A. (English) and L.L.B. She has more than 20 years of experience in the legal field.
(2) Past remuneration	₹15,33,600 for the period from 01 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019.
(3) Recognition or awards	None
(4) Job profile and his suitability	To look after and manage whole of the affairs of the Company, a person should be expert in analysis and complete understanding of the organisation processes and the industry in which it operates. Considering her long terms association with rich and vast experience in the legal field, she is most suitable for this job.
(5) Remuneration proposed	Remuneration as detailed in the explanatory statement set forth hereinabove.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. Having regard to the type of industry, trends in the industry, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed is appropriate.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	She does not have any other pecuniary relationship with the Company nor is she related to or has pecuniary relationship with any of the Managerial personnel of the Company.





### III. OTHER INFORMATION

(1)	<b>Reasons of loss or inadequate profits</b>	The Company has increased its revenue in past years and also posted profits but the profit margins are inadequate primarily due to business environment.
(2)	<b>Steps taken or proposed to be taken for improvement</b>	The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position.
(3)	<b>Expected increase in productivity and profits in measurable terms.</b>	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### IV. DISCLOSURE

Remuneration package of Mrs. Banmala Jha has been disclosed in the commencing paragraph of this Explanatory Statement.

Except Ms. Banmala Jha and / or her relatives, none of the other Directors and Key Managerial Personnel (KMP) or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution at Item No. 5 of the Notice for the approval of the members.

#### ITEM NO. 6:

Mrs. Asha Mehra (DIN: 02658967) was appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> October, 2014 pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder ('the Act') read with Schedule IV to the Act and Clause 49 of the erstwhile Listing Agreement entered into with the Stock Exchange.

In terms of the said provisions, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Pursuant to Regulation 17(1A) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, as amended, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special resolution is passed to that effect.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting(s) held on 12<sup>th</sup> February, 2019 and 27<sup>th</sup> May, 2019 considered and recommended the re-appointment of Mrs. Asha Mehra (DIN: 02658967) aged 78 years as Non-Executive Independent Director of the Company for second term of five consecutive years pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

In the opinion of the Board, Mrs. Asha Mehra fulfills the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 and she is independent of the management. She is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Copy of Draft letter for her re-appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mrs. Asha Mehra are given in Notes forming part of the Notice.

The Board recommends to the Shareholders that the association of Mrs. Asha Mehra would be beneficial to the Company based on her performance evaluation, knowledge, background, extensive experience and contributions made by them during her tenure, it is desirable to re-appoint her as Non-Executive Independent Director of the Company for second term of five consecutive years. The Board recommends the Special Resolution(s) at Item No. 6 of the Notice for the approval of the Members.

Except Mrs. Asha Mehra and / or her relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution(s).

#### ITEM NO. 7:

Mr. Rajesh Jain (DIN: 00031590) was appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> October, 2014 pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder ('the Act') read with Schedule IV to the Act and Clause 49 of the erstwhile Listing Agreement entered into with the Stock Exchange.

In terms of the said provisions, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting(s) held on 27<sup>th</sup> May, 2019 considered and recommended the re-appointment of Mr. Rajesh Jain (DIN: 00031590) as Non-Executive Independent Director of the Company for second term of five consecutive years pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Rajesh Jain fulfills the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 and he is independent of the management. He is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Copy of Draft letter for his re-appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mr. Rajesh Jain are given in Notes forming part of the Notice.

The Board recommends to the Shareholders that the association of Mr. Rajesh Jain would be beneficial to the Company based on his performance evaluation, knowledge, background, extensive experience and contributions made by them during his tenure, it is desirable to re-appoint him as Non-Executive Independent Director of the Company for second term of five consecutive years. The Board recommends the Special Resolution(s) at Item No.7 of the Notice for the approval of the Members.

Except Mr. Rajesh Jain and / or his relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution(s).

#### ITEM NO. 8:

Mr. Jag Mohan Lal Suri (DIN: 00002373), Non-Executive Director is 81 years old and is associated with the Company since 1994. Mr. Jag Mohan Lal Suri is highly experienced in Corporate Administration and has successfully contributed towards the growth of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on 12<sup>th</sup> February, 2019 considered and recommended for the continuation of directorship of Mr. Jag Mohan Lal Suri as Non-Executive Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mr. Jag Mohan Lal Suri are given in Notes forming part of the Notice.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Board recommends to the Shareholders that the association of Mr. Jag Mohan Lal Suri would be beneficial to the Company considering his knowledge, background, extensive experience and contributions made by him during his tenure and it is desirable to continue his Directorship as Non-Executive Director of the Company. The Board recommends the Special Resolution at Item No. 8 of the Notice for the approval of the Members.

Except Mr. Jag Mohan Lal Suri and / or his relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

**BY ORDER OF THE BOARD  
For HB ESTATE DEVELOPERS LIMITED**

Sd/  
**RADHIKA KHURANA**  
(Company Secretary)  
Place : Gurugram  
Date : 27<sup>th</sup> May, 2019

Sd/  
**RADHIKA KHURANA**  
(Company Secretary)  
Membership No.: ACS-32557

## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 25<sup>th</sup> Annual Report together with the Audited Financial Statements including Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS

The summarized financial results of the Company during the year under review are as under:-  
(₹ In Lacs)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2019	Year Ended 31.03.2018	Year Ended 31.03.2019	Year Ended 31.03.2018
<b>Total Revenue</b>	<b>9077.45</b>	8470.86	<b>9077.45</b>	8470.86
Expenditure	<b>6100.47</b>	6248.06	<b>6100.47</b>	6248.06
Finance Cost	<b>2770.30</b>	2668.61	<b>2770.30</b>	2668.61
Depreciation	<b>1417.29</b>	1435.70	<b>1417.29</b>	1435.70
<b>Profit for the year before Tax</b>	<b>(1210.60)</b>	(1881.50)	<b>(1210.60)</b>	(1881.50)
Tax Expense	<b>(167.67)</b>	(250.88)	<b>(167.67)</b>	(250.88)
<b>Profit for the year after Tax</b>	<b>(1042.93)</b>	(1630.62)	<b>(1042.93)</b>	(1630.62)
Other Comprehensive Income	<b>(3.44)</b>	6.33	<b>(3.44)</b>	6.33
<b>Total Comprehensive Income / (Loss) for the year</b>	<b>(1046.37)</b>	(1624.29)	<b>(1046.37)</b>	(1624.29)

### DIVIDEND

In view of the current year losses, your Directors regret their inability to recommend dividend for the year under review.

### TRANSFER TO GENERAL RESERVE

The Board of Directors of your Company has decided not to transfer any amount to the General Reserve for the year under review.

### PERFORMANCE REVIEW & OUTLOOK

The total revenue for the year under review was ₹ 9077.45 Lacs as against ₹ 8470.87 Lacs in the previous year.

The total revenue of the hotel unit of the Company, Taj City Centre, Gurugram, for the financial year under review was ₹ 8605.47 Lacs as compared to ₹ 8326.17 Lacs during the previous year.

During the year under review, the Company earned a cash profit amounting to ₹ 1,85,07,082 compared to cash loss amounting to ₹ 4,45,80,587 incurred in the previous financial year.

The Company's Net Loss after Tax for the year under review was ₹ 1042.93 Lacs as compared to ₹ 1630.62 Lacs during the previous year.

The Industry trends and future prospects are summed up in the Management Discussion and Analysis which forms part of this report.

### SCHEME OF ARRANGEMENT

The Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench at Chandigarh vide its Order Dated 22<sup>nd</sup> December, 2017 sanctioned the Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL) and HB Estate Developers Limited (HBEDL) and their respective Shareholders and Creditors under Sections 391 to 394 read with Section 100 to 104 of the Companies Act, 1956.

The Scheme came into effect on 30<sup>th</sup> January, 2018 from the Appointed Date(s) i.e. 01<sup>st</sup> April, 2015 & 03<sup>rd</sup> April, 2015 in a manner more particularly defined in the Scheme.

The Copy of Scheme of Arrangement along with all other documents are available on the Company's website having following web link,  
<http://www.hbestate.com/Investor%20Information/schemes/index.htm>

### STATUTORY STATEMENTS

#### (i) Share Capital

The Company issued and subscribed share Capital consists of Equity Preference Shares Capital. The Paid up Equity Share Capital as on 31<sup>st</sup> March, 2019 stood at ₹ 1,04,45,99,470/- comprising of 19459947 Equity Shares of ₹ 10/- each and 8500000 Redeemable Non-Cumulative Non-Convertible Preference Shares of ₹ 100/- each.

During the year under review, the Company has issued 2000000 Redeemable Non-Cumulative Non-Convertible Preference Shares of ₹ 100/- each on Private Placement basis.

The Shareholding of Directors of the Company (including Promoter Director) is given in the Corporate Governance Report forming part of this report.

#### (ii) Number of meeting(s) of the Board

During the year under review, four Board Meetings were convened and held. The details of such meeting(s) are given in the Corporate Governance Report. The maximum interval between any two meeting(s) did not exceed 120 days, as prescribed in the Companies Act, 2013.

#### (iii) Public Deposits

The Company has not accepted any Deposits from the Public under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

#### (iv) Significant and other material orders passed by the regulators or courts

There are no significant material orders passed by the Regulators or Courts or Tribunal during the year under review which has an impact on the Going Concern status and Company's operations in future.

#### (v) Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

#### (vi) Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in respect of conservation of energy and technology absorption are not applicable to your Company.

The total foreign exchange earnings during the year under review and previous period is NIL and total foreign exchange out go during the year under review and the previous period is NIL.

#### (vii) Change in the Nature of Business

There is no change in the nature of business of the Company during the year under review.

#### (viii) Maintenance of cost records

The nature of Company's business / activities is such that maintenance of cost records under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

#### (ix) Material Changes and commitments

No material changes and commitments have occurred between the end of the financial year to which the financial statements relate and date of this report, affecting the financial position of the Company.

#### (x) Reporting of frauds by the Auditors

No fraud has been noticed or reported by the Statutory Auditor's during the course of their Audit.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

#### (i) Subsidiaries

The Company does not have any Subsidiary and no Company has become or ceased to be Company's Subsidiary during the year under review.

The Board of Directors has approved a Policy for Determining Material Subsidiaries in compliance with the provisions of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy for Determining Material Subsidiary has been suitably modified as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The said Policy has been uploaded on the website of the Company, [www.hbestate.com](http://www.hbestate.com) having following web link, <http://www.hbestate.com/Investor%20Information/Corporate%20Governance/index.html>

#### (ii) Joint Ventures

The Company is not having any Joint Venture business and no Company has become its Joint Venture during the year under review.

#### (iii) Associate Companies

In terms of Sec 2(6) of the Companies Act, 2013, Parsvnath HB Projects Pvt. Ltd. is the Associate Company. A separate statement containing the salient features of the Financial Statement of the Company's Associates is being provided in **Form AOC-1**.

### MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report; a Report on the Corporate Governance together with the Compliance Certificate from the Company's Statutory Auditor's confirming compliance(s) forms an integral part of this report.

### VIGIL MECHANISM - WHISTLE BLOWER POLICY

In terms of the provisions of Sec 177(9) & (10) of the Companies Act, 2013 and pursuant to the provisions of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Stakeholders, Employees and Directors of the Company has been established. The Whistle Blower Policy duly approved by the Board of Directors has been uploaded on the website of the Company, having following web link, <http://www.hbestate.com/Investor%20Information/Corporate%20Governance/index.html>

### RELATED PARTY TRANSACTIONS

The Related Party Transactions that were entered during the financial year under review were on arm's length basis and were in the ordinary course of business. The Audit Committee has accorded its omnibus approval for the said transactions. The Company has not entered into any materially significant Related Party Transaction under Sec 188 of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.