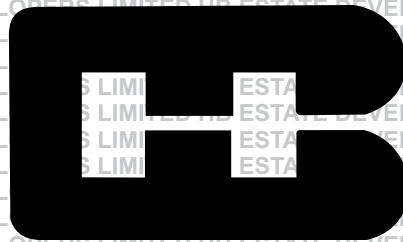


# 27th Annual Report 2020 - 21



**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>Ms. Asha Mehra</b>	Director
<b>Mr. Anil Goyal</b>	Director
<b>Mr. Rajesh Jain</b>	Director
<b>Mr. Sunil Malik</b>	Director

**COMPANY SECRETARY**

Ms. Radhika Khurana

**CHIEF FINANCIAL OFFICER (CFO)**

Mr. Praveen Gupta

**MANAGER**

Ms. 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**

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

**CONTENTS**

Notice .....	1
Directors' Report.....	6
Management Discussion and Analysis.....	11
Report on Corporate Governance .....	12
Independent Auditors' Report (Standalone) .....	19
Standalone Financial Statements.....	22
Notes of Standalone Financial Statements .....	25
Independent Auditors' Report (Consolidated) .....	41
Consolidated Financial Statements.....	43
Notes of Consolidated Financial Statements.....	46
Form AOC-1 (Subsidiaries / Associates).....	62



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF HB ESTATE DEVELOPERS LIMITED WILL BE HELD ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.**

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

"RESOLVED THAT the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021, 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 be and are hereby approved and adopted."

**2. RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), DIRECTOR, 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. Lalit Bhasin (DIN: 00002114), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

### SPECIAL BUSINESS:

**3. ISSUANCE OF REDEEMABLE NON-CUMULATIVE NON-CONVERTIBLE PREFERENCE SHARES – SERIES IV 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 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the all applicable Rules made there-under (including any amendment / modifications thereto or re-enactment thereof for the time being in force), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Company's Policy on Related Party Transactions and in accordance with the relevant provisions of the Articles of Association of the Company and subject to the such other approvals, permissions and sanctions, as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (which shall include a duly constituted Committee of the Board) of the Company to offer and issue and allot 2000000 (Twenty Lakhs) Redeemable Non-Cumulative Non-Convertible Preference Shares – Series IV of face value of Rs.100/- (Rupees One hundred) each ("Preference Shares") aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores only) in one or more tranches to various entities/persons including Promoters / Promoter Group & Associates whether or not they are member(s) of the Company on private placement basis with such rights and terms and conditions contained hereinbelow:

- The Preference Shareholder(s) shall have priority with respect to payment of dividend or repayment of capital vis-à-vis Equity shares.
- The participation of Preference Shareholders in the surplus fund shall be pari-passu with the existing Equity and Preference Shareholders as may be permissible at the relevant point of time.
- The said Preference Shares shall in winding up be entitled to rank, as regards repayment of Capital, whether declared or not, upto the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets.
- The Preference Shareholder(s) shall carry a fixed non-cumulative preference dividend which shall be determined by the Board of Directors but not exceeding 9% (Nine Percent) on the Capital paid-up thereon.
- The Preference Shares are not convertible into Equity Shares.
- The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force).
- The Preference Shares shall be redeemable not later than the date and in the manner/mode as may be determined by the Board of Director(s) at the time of allotment or such other date as may be determined by the Board but not later than a period exceeding twenty (20) years.

**RESOLVED FURTHER THAT** Mr. Lalit Bhasin, Director (Chairman) and Mr. Anil Goyal, Directors of the Company and Ms. Radhika Khurana, Company Secretary of the Company be and hereby severally authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Lalit Bhasin, Director (Chairman) and Mr. Anil Goyal, Directors of the Company and Ms. Radhika Khurana, Company Secretary of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one

or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

**RESOLVED FURTHER THAT** a certified true copy of this resolution issued under the signature of any of the Director or Company Secretary of the Company be submitted to whomsoever it may concern."

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

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

**Place: Gurugram  
Date: 28<sup>th</sup> June, 2021**

### NOTES:

- In view of the massive outbreak of the COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Securities Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as "the Circulars"), the Companies are permitted to hold the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars as mentioned hereinabove, the 27<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue of this AGM shall be the Registered Office of the Company.
- Since this AGM is being held through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the Circulars, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company shall remain closed from **24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (Both days inclusive)**.
- The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Authorization Letter authorizing its representative to attend the AGM through VC / OAVM and to vote on their behalf through remote e-voting or through e-voting at the AGM. The said Resolution or Authorization Letter shall be sent to the Scrutinizer, Mr. Arun Kumar Gupta by an e-mail through its registered email address to [arunks.gupta@gmail.com](mailto:arunks.gupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- In compliance with MCA Circulars dated 05<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 and SEBI Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report 2020-21) and Notice of AGM are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participants.
- The Annual Report 2020-21 and Notice of AGM will also be available on the website of the Company, [www.hbestate.com](http://www.hbestate.com); website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <http://www.evoting.nsdl.com>.
- Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India] is annexed hereto and forms an integral part of this Notice.
- An Explanatory Statement(s) pursuant to Section 102 of the Act in respect of the Special Business herein is annexed hereto and forms an integral part of this Notice.
- All documents referred to in the Notice shall be made available for inspection in electronic mode, from the date of circulation of this Notice upto the date of the meeting. Members may request the same by sending an e-mail from their registered e-mail address stating their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at [corporate@hbestate.com](mailto:corporate@hbestate.com)
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be made available for inspection in electronic mode during the AGM upon login at NSDL e-voting system at <http://www.evoting.nsdl.com>





13. Members who would like to express their views/ask questions with regard to the Financial Statements or any other matter can submit their queries in advance through an e-mail from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at [corporate@hbestate.com](mailto:corporate@hbestate.com) on or before **26<sup>th</sup> September, 2021 till 05.00 P.M.** The views/questions of those Members will only be taken up who have mailed it to the Company within time and the same will be replied by the Company suitably.

14. Members holding shares in physical form are requested to intimate their PAN, e-mail address, Bank Account details, Change of Address, Change of Name, Registration of Nomination etc. immediately to the Registrar and Share Transfer Agent ("RTA") 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@rcmdltd.com](mailto:investor.services@rcmdltd.com)**

Members holding shares in demat form can update their necessary details with their Depository Participants. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.

15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<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.

16. MCA has notified provisions relating to Unpaid / Unclaimed Dividend under Sections 124 and 125 of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). 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 ₹ 8,78,705/- (Rupees Eight Lakhs Seventy Eight Thousand Seven Hundred Five Only) to IEPF on 19<sup>th</sup> January, 2021 being the Unpaid and Unclaimed Dividend amount pertaining to Final Dividend for the Financial Year ended 31<sup>st</sup> March, 2013. No Dividend has been declared by the Company after Financial Year 2012-13.

Pursuant to the provisions of Section 124 of the Act read with the IEPF Rules 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 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; <https://www.hbestate.com/Investor%20Information/transfer-of-equity/index.htm>

Any further benefit on such Equity Shares except Right Issue 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; [https://www.hbestate.com/Investor%20Information/transfer-of-equity/Procedure\\_Refund.pdf](https://www.hbestate.com/Investor%20Information/transfer-of-equity/Procedure_Refund.pdf) The refund procedure is also available on the Company's website, [www.hbestate.com/](http://www.hbestate.com/)

Ms. Radhika Khurana, Company Secretary of the Company 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; <https://www.hbestate.com/Investor%20Information/transfer-of-equity/index.htm>

17. **INFORMATION ON REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING AGM:**

**(A) VOTING THROUGH ELECTRONIC MEANS:**

- In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and various Circulars as mentioned above, the Members are provided with the facility to attend AGM through VC / OAVM, to cast their vote electronically through the remote e-voting before the AGM and through e-voting during the AGM, through the Authorised Agency, **National Securities Depository Limited (NSDL).**
- The remote e-voting period commences on **Monday, 27<sup>th</sup> September, 2021 (09.00 A.M.)** and ends on **Friday, 29<sup>th</sup> September, 2021 (05.00 P.M.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 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 dematerialised form, as on the **cut-off date i.e. Thursday, 23<sup>rd</sup> September, 2021**, may cast their vote by remote e-voting / at the meeting.
- Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding Shares as on the cut-off date, i.e. 23<sup>rd</sup> September, 2020 may obtain the login Id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your exiting user ID and password for casting your vote.

- 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 & e-voting at AGM in a fair and transparent manner.

- In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Soni Singh, Assistant Manager - NSDL, e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on Toll Free No.: 1800-222-990. Members may also write to the Company Secretary at the e-mail ID: [corporate@hbestate.com](mailto:corporate@hbestate.com).

**(B) INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO AGM ARE AS UNDER:**

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>**





**Step 2: Cast your vote electronically and join the AGM on NSDL e-voting system.**

**Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>**

**I. Login method for e-voting and joining virtual meeting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting facility provided by Listed Companies, **Individual shareholders** holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for **Individual shareholders** holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>If you are already registered with <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open that will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for NSDL IDeAS facility, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open that will prompt you to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or NSDL e-Voting service provider and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;">   </div> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of <b>E-Voting Service Provider (ESP) i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at above mentioned website.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**II. Login Method for e-voting and joining virtual meeting for shareholders OTHER THAN INDIVIDUAL SHAREHOLDERS holding securities in demat mode and shareholders holding securities in physical mode:**

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if Folio Number is 001*** and EVEN is 101456 then User ID is 101456001***

- Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please refer the "PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2020-21 AND UPDATION OF BANK ACCOUNT DETAILS" provided hereinafter.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - Click on "Forgot User Details/Password?" (If you are holding shares in your

demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-voting will open.

**Step 1: Cast your vote electronically and join the AGM on NSDL e-voting system**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
- Now you are ready for e-voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**>> General Guidelines for Shareholders:**

- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(C) INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**(D) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the meeting may pre-register themselves as a speaker by sending a request from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at [corporate@hbestate.com](mailto:corporate@hbestate.com). Those Members who have registered themselves as a speaker on or before **26<sup>th</sup> September, 2021 till 5:00 P.M.** will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Questions that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

**(E) PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2020-21 AND UPDATION OF BANK ACCOUNT DETAILS.**

- (i) **Members holding shares in physical form** who have not registered their e-mail ID are requested to send scanned copy of duly signed request letter to Company's Registrar and Share Transfer Agent (RTA), RCMC Share Registry Private Limited through an e-mail at [investor.hb@rcmcdelhi.com](mailto:investor.hb@rcmcdelhi.com) providing Folio No., Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and any one of the following documents viz., Aadhaar Card, Driving Licence, Voter Card, Passport or Utility bill in support of the address proof of the Member as registered with the Company for the purpose of obtaining e-voting User ID & Password, Notice of AGM and Annual Report 2020-21.

**For updation of Bank Account Details**, please provide (i) Bank Account Number (ii) Bank Name and Branch Address (iv) MICR Number (v) IFSC Code (vi) Cancelled cheque leaf or copy of Bank Passbook / Bank Statement duly attested by the Bank.

Please note that the registration of e-mail ID / updation of Bank Account Details on the basis of scanned documents is only for the purpose of this AGM. The Members will be required to send hard copy of the aforesaid documents to RTA for necessary updation in the master records of the Company.

- (ii) **Members holding shares in demat form** can update their e-mail ID and Bank Account Details with their Depository Participants.

**(F) DECLARATION OF RESULTS ON THE RESOLUTIONS:**

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first unblock the votes cast at the meeting through e-voting, 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 forty eight (48) hours 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.
- (ii) The Company shall submit to the BSE Limited, within forty eight (48) 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 the website of NSDL, <http://www.evoting.nsdl.com> immediately after the declaration of results.
- (iii) Subject to the receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the meeting.

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

PARTICULARS	MR. LALIT BHASIN
Directors Identification Number (DIN)	00002114
Date of Birth	14th August, 1968
Date of First Appointment on the Board	27th July, 2004
Profile / Expertise in Specific functional Areas.	Mr. Lalit Bhasin, Director (Chairman) is a commerce graduate from Shri Ram College of Commerce, Delhi University. He brings with him nearly three decades of expertise in the field of management, hospitality, investments and capital market.
Qualifications	B.Com
List of Directorship in other Companies	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>HB Portfolio Limited</li> <li>HB Stockholdings Ltd.</li> <li>HB Leasing &amp; Finance Co. Ltd.</li> <li>CHL Ltd.</li> </ol> <b>Other Companies:</b> <ol style="list-style-type: none"> <li>Taurus Asset Management Co. Ltd.</li> <li>RRB Master Securities Delhi Ltd.</li> <li>RRB House Finance Pvt. Ltd.</li> <li>Pal Properties (India) Pvt. Ltd.</li> <li>HB Financial Consultants Pvt. Ltd.</li> <li>ALMR Gems &amp; Trading Pvt. Ltd.</li> </ol>
Membership of Committee of the Board in other Companies.	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>HB Leasing &amp; Finance Co. Ltd. (Member)</li> <li>CHL Ltd. (Member)</li> </ol> <b>Stakeholders Relationship Committee</b> <ol style="list-style-type: none"> <li>HB Leasing &amp; Finance Co. Ltd. (Chairman)</li> <li>CHL Limited (Member)</li> </ol> <b>Nomination and Remuneration Committee</b> <ol style="list-style-type: none"> <li>HB Leasing &amp; Finance Co. Ltd. (Member)</li> <li>CHL Ltd. (Member)</li> </ol> <b>CSR Committee</b> <ol style="list-style-type: none"> <li>HB Stockholdings Ltd. (Chairman)</li> <li>Taurus Asset Management Co. Ltd. (Chairman)</li> </ol>
No. of Equity Shares held	99,62,280
No. of Board Meetings attended/entitled to attend during the year	5/5
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: 28<sup>th</sup> June, 2021

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



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### ITEM NO. 3:

The proposed Special Resolution set out at Item No. 3 is for approval of the issue and allotment of 2000000 (Twenty Lakhs) Redeemable Non-Cumulative Non-Convertible Preference Shares – Series IV of face value of Rs.100/- each to raise capital for the smooth functioning of the Company as due to Unprecedented situation of COVID-19, the revenue, profitability and liquidity position of the Company has been materially impacted. The said Preference Shares would not be listed.

The Preference Shares may be issued in one or more tranches to various entities / persons which may include the promoters / promoters group and associates, whether or not they are related party / member(s) of the Company on private placement basis. The said enabling resolution empowers the Board to create, offer, issue and allot 2000000 (Twenty Lakhs) Redeemable Non-Cumulative Non-Convertible Preference Shares – Series IV of face value of Rs.100/- each aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) and on such terms and conditions, including but not limited as to the rate of dividend, amount of premium, if any, as the Board in its absolute discretion may determine. The Board shall also be authorised to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers / holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 or any modification / re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company.

**The material facts in connection with the aforesaid issue of Preference Shares required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“Rules”) are as follows:**

- a) The size of the issue is Rs. 20,00,00,000/- (Rupees Twenty Crore only). The Company proposes to create, offer, issue and allot 2000000 (Twenty Lakhs) Redeemable Non-Cumulative, Non-Participating and Non-Convertible Preference Shares – Series IV of the face value of Rs.100/- each aggregating to a nominal value of Rs. 20,00,00,000/- (Rupees Twenty Crore only).
- b) The Preference Shares are Redeemable Non-Cumulative, Non-Participating and Non-Convertible.
- c) The Objective of the issue is to raise resources for the smooth functioning of the Company as due to Unprecedented situation of COVID-19, the revenue, profitability and liquidity position of the Company has been materially impacted.
- d) The Preference Shares are proposed to be offered through issue of a Private Placement offer letter in accordance with the provisions of Section 42 of the Companies Act, 2013 read with the Rules made thereunder.
- e) The proposed Preference Shares are to be issued & allotted at par, i.e. Rs. 100/- each.
- f) The Board has decided to issue and allot proposed Preference Shares at par value of Rs. 100/- each since it is fixed return based Redeemable Preference Shares.
- g) The Preference Shares shall rank in priority with respect to payment of dividend or repayment of capital vis-a-vis Equity shares. The Preference Shares shall carry a fixed Non-Cumulative preference dividend which shall be determined by the Board of Directors but not exceeding 9% (Nine Percent) on the Capital paid-up thereon. The said Preference Shares are not convertible into Equity Shares.
- h) The tenure of redemption shall be for a period as determined by the Board of Directors at the time of allotment. However the tenure shall not exceed twenty (20) years from the date of allotment and would be based on cash flow forecasts of the Company which in turn would be linked to ongoing performance and the growth opportunities.
- i) The Shares shall be redeemed at par out of profit and / or out of fresh issue of capital or otherwise as may be permitted by the extant applicable laws and decided by the Board.
- j) No dilution in the Equity Share Capital is applicable as the Preference Shares proposed to be issued are Redeemable and Non-Convertible and Non-Cumulative Preference Shares.
- k) The Current Shareholding Pattern of the Company is given below:

Sr. No.	Category	No. of Equity Shares held	% of Shareholding	No. of Preference Shares held	% of Shareholding
<b>A. Promoters Holding</b>					
1.	<b>Indian:</b>				
	Individual	11009270	56.57	885000	8.43
	Bodies Corporate	2438879	12.53	3625000	34.52
2.	<b>Foreign:</b>	0	0	0	0
	<b>Sub Total (A)</b>	<b>13448149</b>	<b>69.11</b>	<b>4510000</b>	<b>42.95</b>
<b>B. Non-Promoters' Holding</b>					
1.	<b>Institutional Investors</b>	2838	0.01	0	0
2.	<b>Central Government/ State Government(s)/ President of India</b>	836	0.00	0	
3.	<b>Non-Institutions</b>				
	Bodies Corporate	398683	2.05	0	0
	Individuals	4376112	22.49	0	0
	Clearing Members	2850	0.01	0	0
	Non-Residents	100424	0.52	0	0
	NBFC Registered with RBI	85	0.00	5990000	57.05
	Trusts	9	0.00	0	0
	IEPF	1129961	5.81	0	0
	<b>Sub Total (B)</b>	<b>6011798</b>	<b>30.89</b>	<b>5990000</b>	<b>57.05</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>19459947</b>	<b>100</b>	<b>10500000</b>	<b>100</b>

Pursuant to the provisions of Section 42, 55 of the Companies Act, 2013 read with Rule 9(1) of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), inter alia, requires the Company to obtain the prior approval of the Members, by way of Special Resolution for issuance of Preference Shares.

Hence, the Directors recommend the Special Resolution under Item No. 3 of the Notice for approval of the Members, in the best interest of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the proposed Resolution except to the extent of Preference Shares issued / allotted to them or to the companies in which they are director or members.

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

Place: Gurugram  
Date: 28<sup>th</sup> June, 2021

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



## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 27<sup>th</sup> Annual Report together with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021.

### FINANCIAL RESULTS

The summarized financial results of the Company during the year under review are as under:-

(Amount in ₹ Lakhs)

PARTICULARS	Standalone		Consolidated	
	Year Ended 31.03.2021	Year Ended 31.03.2020	Year Ended 31.03.2021	Year Ended 31.03.2020
Revenue from Operations	2440.14	8205.33	2440.14	8205.33
Other Income	81.51	118.97	81.51	118.97
<b>Total Revenue</b>	<b>2521.65</b>	<b>8324.29</b>	<b>2521.65</b>	<b>8324.29</b>
Expenses	6627.74	9475.73	6627.75	9475.73
<b>Profit/(Loss) for the year before Tax</b>	<b>(4106.09)</b>	<b>(1151.44)</b>	<b>(4106.09)</b>	<b>(1151.44)</b>
Tax Expense	(1069.13)	(271.66)	(1069.13)	(271.66)
<b>Profit/(Loss) for the year after Tax</b>	<b>(3036.96)</b>	<b>(879.78)</b>	<b>(3036.96)</b>	<b>(879.78)</b>
Other Comprehensive Income	6.77	(9.02)	6.77	(9.02)
<b>Total Comprehensive Income/(Loss) for the year</b>	<b>(3030.19)</b>	<b>(888.80)</b>	<b>(3030.19)</b>	<b>(888.80)</b>

### DIVIDEND

The Board of Directors, after considering holistically the relevant circumstances and keeping in view the current market conditions, has decided that it would be prudent, not to recommend any Dividend for the Financial Year 2021-2022.

### 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 annexed Management Discussion and Analysis forms a part of this report and covers, amongst other matters, the performance of the Company during the Financial Year 2020-21 as well as the future outlook.

### STATUTORY STATEMENTS

#### (i) Share Capital

The Company's issued and subscribed share capital consists of Equity and Redeemable Preference Share Capital. The Paid up Share Capital of the Company as on 31<sup>st</sup> March, 2021 stood at ₹ 1,24,45,99,470/- comprising of 19459947 Equity Shares of ₹ 10/- each and 10500000 Redeemable Non-Cumulative Non-Convertible Preference Shares of ₹ 100/- each.

The Equity Shareholders vide their resolution dated 25<sup>th</sup> September, 2018 had approved the issue of 5000000 (Fifty Lakhs) 9% Redeemable Non-Cumulative Non-Convertible Preference Shares – Series III of ₹ 100/- (Rupees Hundred) each aggregating to ₹ 50,00,00,000 (Rupees Fifty Crores) as per the provisions of Section 45, 55 of the Companies Act, 2013 read with all applicable Rules made there/under (including any amendment / modifications thereto or re-enactment thereof for the time being in force), Regulation 23 of SEBI Listing Regulations read with the Company's Policy on Related Party Transactions. Out of which the Board of Directors allotted 2000000 (Twenty Lakhs) "9% Redeemable Non-Cumulative Non-Convertible Preference Shares – Series III Tranche I" of ₹ 100/- (Rupees One Hundred) each aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores) on 21<sup>st</sup> November, 2018.

During the year, the Company has allotted 2000000 (Twenty Lakhs) "9% Redeemable Non-Cumulative Non-Convertible Preference Shares – Series III Tranche II" of ₹ 100/- (Rupees One Hundred) each aggregating to ₹ 20,00,00,000 (Rupees Twenty Crores) on 19<sup>th</sup> September, 2020. Balance of ₹ 10,00,00,000 (Rupees Ten Crores) is yet to be allotted.

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, five Board Meetings were convened and held. The details of such meeting(s) are given in the Corporate Governance Report which forms integral part of the Board's Report.

#### (iii) Committees of the Board

The Company has several Committees which have been established in compliance with the requirement of the relevant provisions of applicable laws and statutes. As on 31<sup>st</sup> March, 2021, the Board has six committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee including two Non-Mandatory Committees viz. Business Restructuring Committee and Securities Committee. A detailed note on the composition of the Committees is provided in the Corporate Governance Report, which forms an integral part of the Board's Report.

As per the amended provisions of Section 135 of the Act, the Board of Directors in their meeting held on 28<sup>th</sup> June, 2021 has dissolved the CSR Committee and all the functions of the Committee shall be discharged by the Board of Directors.

#### (iv) Public Deposits

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

#### (v) 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.

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

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

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

The particulars required under Section 134(3)(m) of the Act read with Rules 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 is ₹134.17 Lakhs and for previous period is ₹2840.71 Lakhs and total foreign exchange out go during the year under review is ₹44.13 Lakhs and for previous period is ₹124.09 Lakhs.

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

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

#### (ix) Maintenance of cost records

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

#### (x) 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.

#### (xi) 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 Regulations. 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](https://www.hbestate.com/Investor%20Information/Corporate%20Governance/index.html) having following web link, <https://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 Act, 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 along with the Financial Statements in terms of Section 129(3) of the Act.

### MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations 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 Act and pursuant to the provisions of Regulation 22 of the SEBI Listing Regulations 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 is available on the website of the Company having following web-link, <https://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 Act. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved a Policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Act, the Rules made there under and Regulation 23 of the SEBI Listing Regulations. The Policy on Related Party Transactions has been suitably modified as per the applicable provisions of the Act and SEBI Listing Regulations as amended from time to time. The Policy is available on the website of the Company having following web link,

<https://www.hbestate.com/Investor%20Information/Corporate%20Governance/index.html>

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all Stakeholders and in ensuring adherence to all laws and regulation in force.

The Board of Directors has adopted the Code of Conduct for regulating, monitoring and reporting of trading by insiders and other connected persons, in compliance with Regulation 9 of the SEBI Listing Regulations. The Code of Conduct lays down guidelines and procedures to be followed and disclosures to be made while dealing with the Shares of the Company, as well as the consequences of violation. The Code of Conduct has been formulated for prevention of Insider Trading and to maintain the highest standards of dealing in Company Securities. The Code of Conduct has been suitably modified as per the provisions of the Insider Trading Regulations and SEBI Listing Regulations as amended from time to time.

Further, the Policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information have been framed in line with the provisions of the Insider Trading Regulations, as amended.

## PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY

In terms of Regulation 9 of the Securities and Exchange Board of India SEBI Listing Regulations, the Board of Directors in their meeting held on 10<sup>th</sup> February, 2016 has adopted a Policy for Preservation of Documents & Archival thereof, classifying them in two categories as follows:

- documents whose preservation shall be permanent in nature;
- documents with preservation period of not less than eight years after completion of the relevant transactions.

The said Policy is available on the website of the Company having following web link,

<https://www.hbestate.com/Investor%20Information/Corporate%20Governance/index.html>

## DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Board of Directors has adopted the Risk Management Policy which sets out the framework for the management of risks faced by the Company in the conduct of its business to ensure that all business risks are identified, managed and monitored. The contents of Risk Management Policy have been included in Management Discussion and Analysis forming part of this report.

## PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace. The Board of Directors in their meeting held on 08<sup>th</sup> August, 2014 constituted the Internal Complaint Committee and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

The Company has two Internal Complaint Committees one is at the Registered Office and another at Hotel Unit i.e. Taj City Centre, Gurugram.

### The Internal Complaint Committee at Registered Office comprises of following members:

- Ms. Bannala Jha, Presiding Officer (Manager)
- Ms. Madhu Suri, Member (Working in the Delhi Legal Services Authority as a Counsellor)
- Mr. Anil Goyal, Member (Director)
- Ms. Radhika Khurana, Member (Company Secretary)

### The Internal Complaint Committee at Hotel Unit comprises of following members:

- Ms. Shailza Sharma, Chairperson (HR Manager)
- Ms. Leela Gupta, Assistant Chairperson (Sales Manager)
- Ms. Ashadeep Sidhu, Member (Director of Finance)
- Mr. Pradeep Kumar Yadav, Member (Security Manager)
- Mr. Sanket Chugh, Member (Director of Sales & Marketing)
- Ms. Shalini Khanna, Member (NGO Representative)

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and

Redressal) Act, 2013. The women employees were made aware about the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under and the provisions of Internal Complaint Policy of the Company.

Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided in the Corporate Governance Report which forms an integral part of the Board's Report.

## INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of Internal Controls. The information about Internal Controls is set out in the Management Discussion and Analysis forming part of this report.

## INTERNAL FINANCIAL CO1NTROLS

The Company has established Internal Financial Control System for ensuring the orderly and efficient conduct of the business including adherence to Company's Policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable Financial Statements.

## AUDITORS

### (i) Statutory Auditors

The Shareholders in the 23<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 had appointed 'G. C. Agarwal & Associates', Chartered Accountants, Delhi (FRN 017851N) as the Statutory Auditors for a term of five (5) consecutive years i.e. from the conclusion of the 23<sup>rd</sup> Annual General Meeting to the conclusion of 28<sup>th</sup> Annual General Meeting to be held in the year 2022.

There are no qualifications, reservation, adverse remark, observations, comments or disclaimer given by the Auditors in their Report. The Report given by the Statutory Auditors on the financial statements of the Company for the financial year 2020-21, is part of the Annual Report and self explanatory.

### (ii) Internal Auditors

'Marv & Associates LLP', Chartered Accountants, New Delhi perform the duties of the Internal Auditors of the Company and their report is reviewed by the Audit Committee on quarterly basis.

### (iii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. A.N. Kukreja, Proprietor, 'A.N. Kukreja & Co.', Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as a part of this report as "ANNEXURE – I".

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board of Directors has constituted a Corporate Social Responsibility Committee (CSR Committee) pursuant to the provisions of Section 135 of the Companies Act, 2013. The composition of the CSR Committee has been mentioned in the Corporate Governance Report forming part of this report.

The Company has revised the policy on Corporate Social Responsibility ('CSR') to include changes based on Company (Corporate Social Responsibility Policy) Amendment Rules, 2021 and the revised Policy was recommended by the CSR Committee and approved by the Board and the same can accessed on the Company's Website having following web link, <https://www.hbestate.com/Investor%20Information/CSR/index.html>

### Brief outline / salient features of the CSR Policy of the Company are as follows:

- The Company endeavors to adopt an integrated approach to address the community, societal & environmental concerns by taking one or more of the activities allowed as per Section 135 of the Companies Act, 2013 and the applicable rules and regulations.
- To identify the activities in response to felt societal needs in diverse areas and to implement them with full involvement and commitment in a time bound manner.
- To provide financial assistance in the form of grant-in-aid assistance and corpus fund support etc. to support, supplement and improve the quality of life of different segments of the Society.
- As a responsible corporate entity, the Company will consistently strive for opportunities to meet the expectation of its stake holders by pursuing the concept of sustainable development with focus on the social welfare activities.

As per Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, If a Company's CSR obligation is less than or upto Rs. 50 lakhs, then the Company shall not be required to constitute the CSR committee and the board of directors shall discharge all the function of the CSR committee as prescribed.

Pursuant to abovementioned amended CSR Rules and considering the specified threshold of CSR obligations, the Board of Directors in its meeting held on 28<sup>th</sup> June, 2021 has dissolved the CSR Committee and all the functions of the Committee shall be discharged by the Board of Directors.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

### (a) Appointment / Re-appointment / Resignation of Directors and KMP

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Lalit Bhasin (DIN: 00002114), Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.