

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L67120HR1994PLC034148

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH3112P

(ii) (a) Name of the company

HB PORTFOLIO LIMITED

(b) Registered office address

PLOT NO. 31, ECHELON INSTITUTIONAL AREA,
INSTITUTIONAL AREA, SECTOR-32
GURGAON
Haryana
122001

(c) *e-mail ID of the company

corporate@hbportfolio.com

(d) *Telephone number with STD code

01244675500

(e) Website

www.hbportfolio.com

(iii) Date of Incorporation

18/08/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67120DL1950PTC001854

Pre-fill

Name of the Registrar and Transfer Agent

RCMC SHARE REGISTRY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

B-25/1, OKHLA INDUSTRIAL AREA
PHASE II

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

29/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HB SECURITIES LIMITED	U67120DL1991PLC044025	Subsidiary	100
2	HB CORPORATE SERVICES LIM	U74999HR1999PLC041545	Subsidiary	97.4

3	TAURUS ASSET MANAGEMENT	U67190MH1993PLC073154	Subsidiary	70.12
4	TAURUS INVESTMENT TRUST C	U65990MH1993PLC072984	Subsidiary	80.39
5	MERWANJEE SECURITIES LIMIT	U67120MH1992PLC069529	Associate	48
6	HAR SAI INVESTMENTS LIMITED	U74899DL1995PLC063951	Associate	39.96

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	11,593,531	10,764,230	10,764,230
Total amount of equity shares (in Rupees)	200,000,000	115,935,310	107,642,300	107,642,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	20,000,000	11,593,531	10,764,230	10,764,230
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	115,935,310	107,642,300	107,642,300

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	200,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
REDEEMABLE PREFERENCE SHARES				
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	10,764,230	107,642,300	107,642,300	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	10,764,230	107,642,300	107,642,300	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

17/09/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			322,753
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			322,753

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

60,682,776

(ii) Net worth of the Company

1,093,386,192

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,549,671	60.85	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	64,574	0.6	0	
10.	Others	0	0	0	
	Total	6,614,245	61.45	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,141,821	29.19	0	
	(ii) Non-resident Indian (NRI)	63,852	0.59	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	44	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,393	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	421,884	3.92	0	
10.	Others Clearing Member, Trusts, N	520,991	4.84	0	
	Total	4,149,985	38.55	0	0

Total number of shareholders (other than promoters)

72,337

**Total number of shareholders (Promoters+Public/
Other than promoters)**

72,344

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	74,003	72,337
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	1	0	1	0	58.76
B. Non-Promoter	1	4	1	5	0	0.04
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	4	0	0.04
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	6	0	58.8

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL GOYAL	00001938	Managing Director	0	
LALIT BHASIN	00002114	Director	6,324,671	
JAG MOHAN LAL SURJ	00002373	Director	450	
RAJ KUMAR BHARGAV	00016949	Director	4,270	
RAMESH CHANDRA S	00023274	Director	0	
ANITA JAIN	00031612	Director	0	
HARBANS LAL	00076405	Director	0	
HIMANSHU KANSAL	AJPPK6851M	CFO	0	
DINESH KAPOOR	AMPPK7499E	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
HIMANSHU KANSAL	AJPPK6851M	CFO	27/05/2019	Appointment
HARBANS LAL	00076405	Director	17/09/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	17/09/2019	73,163	62	59.43

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2019	6	6	100
2	12/09/2019	6	5	83.33
3	13/12/2019	7	6	85.71
4	11/02/2020	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/05/2019	3	3	100
2	AUDIT COMM	12/09/2019	3	2	66.67
3	AUDIT COMM	13/12/2019	4	3	75
4	AUDIT COMM	11/02/2020	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	NOMINATION	27/05/2019	3	3	100
6	NOMINATION	11/02/2020	3	3	100
7	STAKEHOLDER	09/04/2019	3	3	100
8	STAKEHOLDER	12/07/2019	3	3	100
9	STAKEHOLDER	07/10/2019	3	3	100
10	STAKEHOLDER	30/10/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2020
								(Y/N/NA)
1	ANIL GOYAL	4	4	100	6	6	100	Yes
2	LALIT BHASIN	4	4	100	0	0	0	Yes
3	JAG MOHAN	4	3	75	10	8	80	Yes
4	RAJ KUMAR B	4	4	100	11	11	100	Yes
5	RAMESH CHA	4	4	100	3	3	100	Yes
6	ANITA JAIN	4	3	75	6	5	83.33	Yes
7	HARBANS LA	2	2	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	ANIL GOYAL	MANAGING DIF	7,360,000	0	0	0	7,360,000
	Total		7,360,000	0	0	0	7,360,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DINESH KAPOOR	COMPANY SEC	2,870,400	0	0	0	2,870,400
2	HIMANSHU KANSAL	CFO	1,846,307	0	0	0	1,846,307
	Total		4,716,707	0	0	0	4,716,707

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LALIT BHASIN	DIRECTOR	0	0	0	80,000	80,000
2	JAG MOHAN LAL S	DIRECTOR	0	0	0	145,000	145,000
3	RAJ KUMAR BHAR	DIRECTOR	0	0	0	195,000	195,000
4	RAMESH CHANDR	DIRECTOR	0	0	0	90,000	90,000
5	ANITA JAIN	DIRECTOR	0	0	0	130,000	130,000
6	HARBANS LAL	DIRECTOR	0	0	0	80,000	80,000
	Total		0	0	0	720,000	720,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ARUN KUMAR GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

8003

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANIL GOYAL
Digitally signed by ANIL GOYAL
Date: 2020.11.26 13:56:41 +05'30'

DIN of the director

00001938

To be digitally signed by

DINESH KAPOOR
Digitally signed by DINESH KAPOOR
Date: 2020.11.26 14:30:26 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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-
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List of attachments

MGT - 8.pdf
Share Transfer Details.pdf
Committee Meetings.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company