

BOARD OF DIRECTORS

Mr. Lalit Bhasin	Chairman
Mr. Anil Goyal	Managing Director
Mr. R. K. Bhargava	Director
Mr. R. C. Sharma	Director
Mr. Harbans Lal	Director
Mrs. Anita Jain	Director

COMPANY SECRETARY

Mr. Dinesh Kapoor

CHIEF FINANCIAL OFFICER (CFO)

Mr. Ashok Kumar

STATUTORY AUDITORS

G. C. Agarwal & Associates

Firm Registration No.: 017851N

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@hbportfolio.com
CIN: L67120HR1994PLC034148

WEBSITE

www.hbportfolio.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 26TH ANNUAL GENERAL MEETING (AGM) OF HB PORTFOLIO LIMITED WILL BE HELD ON WEDNESDAY, 29TH SEPTEMBER, 2021, AT 11 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

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.”

**BY ORDER OF THE BOARD
FOR HB PORTFOLIO LIMITED**

Sd/-
DINESH KAPOOR
(Company Secretary)
Membership No.: FCS-6731

Place: Gurugram
Date: 28th June, 2021

NOTES:

- In view of the massive outbreak and extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the 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 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (SEBI) (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 26th 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, physical attendance of Members has been dispensed with. Accordingly, 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 **23rd September, 2021 to 29th September, 2021** (Both days inclusive).
- The Members can join the AGM in the VC 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 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 will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to Section 113 of the Companies Act, 2013, 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, Ms. Jyoti Sharma by an e-mail through its registered email address to csjyotisharma@gmail.com with a copy marked to evoting@nsdl.co.in
- In compliance with MCA Circular No. 20/2020 dated 05th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th 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 in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

- The Annual Report 2020-21 and Notice of AGM shall also be available on the website of the Company, www.hbportfolio.com; website of the Stock Exchange(s) i.e. BSE Limited at www.bseindia.com and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <https://www.evoting.nsdl.com>.
- 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] 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 up to the date of the meeting. Members may request the same by sending 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@hbportfolio.com
- 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 under Section 189 of the Companies Act, 2013 shall be made available for inspection in electronic mode during the AGM upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>
- 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@hbportfolio.com on or before **25th 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.
- 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@rcmcdelhi.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.

- 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, 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.
- 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 ₹ **22,23,636/- (Rupees Twenty-Two Lakh Twenty Three Thousand Six Hundred and Thirty Six Only)** to IEPF on 29th October, 2020 being the Unpaid and Unclaimed Dividend amount pertaining to Final Dividend for the Financial Year ended 31st March, 2013.

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 2014 to 2016 is available on the website of the IEPF viz. www.iepf.gov.in and also on the website of the Company; http://www.hbportfolio.com/Unpaid_Dividend/index_2020.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
2013-14	20 th October, 2021
2014-15	07 th October, 2022
2015-16	01 st October, 2023
2016-17	No Dividend was declared
2017-18	No Dividend was declared
2018-19	No Dividend was declared
2019-20	No Dividend was declared



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 (7) 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.hbportfolio.com>.

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; <http://iepf.gov.in/IEPFA/refund.html>. The refund procedure is also available on the Company's website, <http://www.hbportfolio.com>.

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; http://www.hbportfolio.com/IEPF/PdfFiles/Nodal_Officer.pdf

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

(A) VOTING THROUGH ELECTRONIC MEANS:

- (i) 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)**.
- (ii) The remote e-voting period commences on **26th September, 2021 (09.00 A.M)** and ends on **28th 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 casted by the Member, the Member shall not be allowed to change it subsequently.
- (iii) 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. 22nd September, 2021**, may cast their vote by remote e-voting / e-voting at the meeting.
- (iv) 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. **22nd September, 2020** may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (v) Ms. Jyoti Sharma, Company Secretary in Whole-time Practice (Membership No.: 8843, C.P. No.: 10196) failing her Ms. Purni Singhal, Company Secretary in Whole-time Practice (Membership No.: 40565, C.P. No.: 19493) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & e-voting at AGM in a fair and transparent manner.
- (vi) **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 or call on Toll Free No.: 1800-222-990. Members may also write to the Company Secretary at the e-mail ID: corporate@hbportfolio.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 on 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"> If you are already registered with NSDL IDEAS facility, please visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section, this 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 e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for NSDL IDEAS facility, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL 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. You will have 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 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. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of E-Voting Service Provider (ESP) i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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.
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.



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 evoting@nsdl.co.in 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 helpdesk.evoting@cdsindia.com 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:

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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 117230 then user ID is 117230001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 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.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home Page of e-Voting will open.

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

1. 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.
2. 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".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

>> General Guidelines for Shareholders:

1. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
2. 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 to reset the password.
3. 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 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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access 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 Annual 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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@hbportfolio.com. Those Members who have registered themselves as a speaker on or before **25th 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 ADDRESS 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 address 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 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 License, 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 address / 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 address 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 two (2) working days from 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 two (2) working days from 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, <http://www.hbportfolio.com> and on the website of NSDL, <https://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 DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT
AT THIS ANNUAL GENERAL MEETING**

Name of Director	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	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. HB Estate Developers Ltd. 2. HB Stockholdings Ltd. 3. HB Leasing & Finance Co. Ltd. 4. CHL Ltd. <p>Other Companies:</p> <ol style="list-style-type: none"> 5. Taurus Asset Management Co. Ltd. 6. RRB Master Securities Delhi Ltd. 7. RRB House Finance Pvt. Ltd. 8. Pal Properties (India) Pvt. Ltd. 9. HB Financial Consultants Pvt. Ltd. 10. ALMR Gems & Trading Pvt. Ltd.
Membership of Committee of the Board in other Companies.	<p>Audit Committee</p> <ol style="list-style-type: none"> 1. HB Leasing & Finance Co. Ltd. (Member) 2. CHL Ltd. (Member) <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 3. HB Leasing & Finance Co. Ltd. (Chairman) 4. CHL Limited (Member) <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 5. HB Leasing & Finance Co. Ltd. (Member) 6. CHL Ltd. (Member) <p>CSR Committee</p> <ol style="list-style-type: none"> 7. HB Stockholdings Ltd. (Chairman) 8. Taurus Asset Management Co. Ltd. (Chairman)
No. of Equity Shares held	63,24,671
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 PORTFOLIO LIMITED

Place: Gurugram
Date: 28th June, 2021

Sd/-
DINESH KAPOOR
(Company Secretary)
Membership No.: FCS-6731



DIRECTORS' REPORT

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 26th Annual Report together with the Audited Financial Statement (Standalone & Consolidated) for the Financial Year ended 31st 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 st March, 2021	Year Ended 31 st March, 2020	Year Ended 31 st March, 2021	Year Ended 31 st March, 2020
Interest Income	69.65	86.67	412.76	508.42
Dividend Income	98.28	520.16	104.85	310.35
Management Fees & Commission Income	-	-	660.99	642.65
Net Gain on Fair Value Changes	-	-	488.97	-
Sale of Commodities	479.65	-	479.65	-
Total Revenue from Operations	647.58	606.83	2147.22	1461.41
Other Income	-	-	0.07	9.68
Total Income	647.58	606.83	2147.29	1471.10
Expenses	682.59	249.86	1675.35	1999.71
Profit / (Loss) Before Tax	(35.01)	356.97	471.94	(528.62)
Tax Expense	(6.50)	5.68	31.95	7.32
Profit / (Loss) After Tax	(28.50)	351.29	439.99	(535.94)
Share of Profit from Associates	-	-	11.10	4.26
Profit / (Loss) for the year	(28.50)	351.29	451.09	(531.68)
Other Comprehensive Income for the year, net of tax	2169.90	(2474.48)	2291.62	(2541.60)
Total Comprehensive Income for the year	2141.40	(2123.18)	2742.71	(3073.28)

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 2020-2021.

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

Equity Market had a roller coaster ride in FY 2020-21. From the lows seen at the end of FY 2019-20 on account of Covid-19 induced lockdown, the markets started gradually recovering led by phase wise unlocking, various policy measures announced by Governments, Central Banks and better-than-expected corporate earnings performance. The next booster dose for markets came with the approval of vaccines against Covid and this catapulted the market to reach new highs.

The Company has taken adequate measures to control the cash flow and overhead expenditures to manage the operations. There has been no impact on the internal financial reporting and controls of the Company. At present, the Company is in position to fulfil its legal obligations. The Company is closely monitoring the situation and continues to evaluate the impact of COVID-19 as the situation evolves.

It is very difficult to assess the future impact of Covid-19 pandemic on business operations and it is expected to evolve over a period of time. Further, the Company does not foresee any material impact on the Company's business due to non-fulfilment of any obligation(s) by any party. The Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

The Indian investment market offers a lot of investment avenues. Commodities offer immense potential to become a separate asset class for market-savvy investors. Commodity exchange in India is a golden opportunity for investors to explore a new asset class. Consequent to approval of the shareholders in the last Annual General Meeting, the company has commenced trading in commodity(ies) during the financial year under review and has made satisfactory return as reflected in its financial statement. The company is looking for better opportunities in terms of risk & reward to trade in commodities in the current financial year as well.

Industry trends and its future prospects have been summed up in the Management Discussion and Analysis Report which forms part of this report.

STATUTORY STATEMENTS

(i) Share Capital

The Paid up Equity Share Capital as on 31st March, 2021 stood at ₹ 10,76,42,300/- comprising of 1,07,64,230 no.s of Equity Shares of ₹ 10/- each. During the year under review, the Company has not issued any Shares with differential voting rights or granted stock options, sweat equity etc.

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, 4 (four) Board Meetings were convened and held. The details of such meeting(s) are given in the Corporate Governance Report which forms an 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 31st March, 2021, the Board has 4 (four) committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee. During the year under review, the Board of Directors has dissolved the 3 (three) Non-Mandatory Committees viz. Finance & Borrowings Committee, Investment Monitoring Committee and Capital Restructuring Committee in their meeting held on 12th February, 2021. 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.

Corporate Social Responsibility Committee has been dissolved by the Board in its meeting held on 28th June, 2021 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 Companies Act, 2013 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

The principal business activity of the Company is to undertake financial services, investing and dealing in various kinds of securities. Details of Loans, Guarantees and Investments made by the Company in the ordinary course of its business 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 Companies Act, 2013 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 and previous period is NIL and total foreign exchange out go during the year under review and the previous period is NIL.

(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 Companies Act, 2013 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 has following Subsidiaries as on 31st March, 2021:

Name of the Company	As on 31 st March, 2021	
	No. of Shares	% of holding
1. HB Securities Limited	72,07,570	100.00%
2. HB Corporate Services Limited	42,57,478	97.40%
3. Taurus Asset Management Company Limited*	1,69,31,176	99.99%
4. Taurus Investment Trust Company Limited	78,850	80.39%

(*) Unlisted Material Subsidiary Company



A separate statement containing the salient features of the Financial Statement of the Company's Subsidiaries is being provided in **Form AOC-1** along with Financial Statements in terms of Section 129(3) of the Companies Act, 2013. The Financial Statements of the Subsidiary Companies will be made available upon request by any Member of the Company interested in obtaining the same. The Financial Statements of the Subsidiary Companies will also be kept for inspection by any Member of the Company at its Registered Office.

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 is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/PDMS.pdf>

(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, Merwanjee Securities Limited and Har Sai Investments Limited are the Associate Companies. 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 Financial Statements in terms of Section 129(3) of the Companies Act, 2013.

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 Auditors confirming compliance(s) forms an integral part of this report.

WHISTLE BLOWER POLICY – VIGIL MECHANISM

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 is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/WBP.pdf>

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 was earlier holding 1,18,72,118 nos. of equity shares comprising 70.12% of the Paid-up Equity Share Capital of Taurus Asset Management Company Limited and RRB Securities Limited, a Group Company of HB Portfolio Limited was also holding 50,59,058 nos. of equity shares comprising 29.88% of the Paid-up Equity Share Capital of Taurus Asset Management Company Limited.

During the financial year under review, the company has purchased 50,59,058 nos. of equity shares of Taurus Asset Management Company Limited from RRB Securities Limited in terms of the approval given by the Shareholders of the Company in their Annual General Meeting held on 29th September, 2020.

Consequent upon this transaction, the Company's total Shareholding in Taurus Asset Management Company Limited has increased from 1,18,72,118 nos. of equity shares (70.12%) to 1,69,31,176 nos. of equity shares (99.99%) of the Paid-up Equity Share Capital of Taurus Asset Management Company Limited.

Details of material contracts or arrangement or transaction at arm's length basis is annexed herewith As **AOC-2**.

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 Companies Act, 2013, the Rules made there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Related Party Transactions has been suitably modified as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The Policy is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/RPT.pdf>

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 Obligations and Disclosure Requirements) Regulations, 2015. 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 Obligations and Disclosure Requirements) Regulations, 2015, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in their meeting held on 10th February, 2016 has adopted a Policy for Preservation of Documents & Archival thereof, classifying them in two categories as follows:

- (a) documents whose preservation shall be permanent in nature;
- (b) 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, <http://www.hbportfolio.com/PdfFiles/PDAP.pdf>

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 08th 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 Internal Complaint Committee comprises of following members:

- (i) Mrs. Banmala Jha, Presiding Officer (Sr. V.P Legal – HB Estate Developers Ltd.)
- (ii) Mrs. Madhu Suri, Member (Working in the Delhi Legal Services Authority as a Counsellor)
- (iii) Mr. Anil Goyal, Member (Managing Director)
- (iv) Mr. Dinesh Kapoor, Member (Company Secretary)

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 CONTROLS

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.

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 and rules made thereunder, and relevant circulars issued from time to time by the Ministry of Corporate Affairs (MCA). The composition of the CSR Committee has been mentioned in the Corporate Governance Report forming part of this report. The Board of Directors, on the recommendation of the CSR Committee, has approved the Corporate Social Responsibility Policy (CSR Policy) of the Company which is available on the website of the Company having following web link, <http://www.hbportfolio.com/CSR/PdfFiles/CSR.pdf>.

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.
- A total allocation of amount as prescribed by the Companies Act, 2013 and approved by the Board earmarked every year for implementation of CSR activities.

As a part of the CSR initiatives, your Company has undertaken CSR activity with an objective of “Eradicating Hunger, Malnutrition and Promotion of Education of Underprivileged Children” in accordance with Schedule VII of the Companies Act, 2013 during the Financial Year 2020-2021. The report on CSR activities is attached as “ANNEXURE – II” forming part of this report.

As per Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, If a company’s CSR obligation is less than or upto Rs. 50 lacs, 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 abovesaid amended CSR Rules and considering the specified threshold of CSR obligations, the Board of Directors in its meeting held on 28th June, 2021 has dissolved the CSR Committee and all the functions of the Committee shall be discharged by the Board of Directors.

AUDITORS

(i) Statutory Auditors

The Shareholders in their 22nd Annual General Meeting held on 26th 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 22nd Annual General Meeting to the conclusion of 27th 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 Companies Act, 2013 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”.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, Secretarial Audit Report of M/s Taurus Asset Management Company Limited (Material Unlisted Subsidiary) is enclosed as a part of this report as “Annexure-IA”

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.

The Shareholders in their Annual General Meeting held on 29th September, 2020 re-appointed Mrs. Anita Jain (DIN: 00031612) as Non-Executive Independent Director of the Company for second term of five (5) consecutive years with effect from 03rd September, 2020 to 02nd September, 2025 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.

Mr. Jag Mohan Lal Suri, Non-Executive Non-Independent Director of the Company left for his heavenly abode on 14th December, 2020. Accordingly, he ceased to be the Director of the Company w.e.f. 14th December, 2020.

Mr. Himanshu Kansal has resigned from the designation of Chief Financial Officer (CFO) of the Company with effect from 15th December, 2020.

Mr. Ashok Kumar has been appointed as Chief Financial Officer (CFO) being the Key Managerial Personnel of the Company w.e.f. 07th June, 2021 as per the provisions of Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014.

The information on the Particulars of Director eligible for Appointment / Re-appointment in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India has been provided in the Notice to the Notice convening the Annual General Meeting.

(b) Declaration from Independent Directors

Mr. Raj Kumar Bhargava, Mr. Ramesh Chandra Sharma, Mr. Harbans Lal and Mrs. Anita Jain are Non-Executive Independent Directors on the Board of the Company. The Company has received declarations from all the Independent Director(s) confirming that they meet with the criteria of Independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b), 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Nomination and Remuneration Policy

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved a Policy for selection, appointment & remuneration including criteria for determining qualifications, positive attributes of Directors, Key Managerial Personnel (KMP) and Senior Management employees of the Company.

Brief outline / salient features of the Nomination and Remuneration Policy are as follows:

- Nomination and Remuneration Committee has been empowered inter-alia to carry out the following functions:
 - Identification and selection of persons for appointment as Director, KMP or at Senior Management level considering their qualification, experience and integrity.
 - Determining the appropriate size, diversity and composition of the Board.
 - Developing a succession plan for the Board and Senior Management of the Company.
 - To recommend all remuneration, in whatever form, payable to senior management.
 - Considering and determining the remuneration based upon the performance to attract retain and motivate members of the Board.
 - Approving the remuneration of the Senior Management including KMPs of the Company.
 - Evaluation of performance of the Board, its committees, individual directors and Senior Management Personnel on yearly basis.
 - To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors
- Approval of the Shareholders by way of Special Resolution is required in following cases:
 - To appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years.
 - To appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years.
 - To re-appoint Independent Directors for second terms of five consecutive years.
 - Payment of fees or compensation to executive directors who are promoters or members of the promoter group exceeding particular limits specified in the policy.
 - The annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

➤ Executive Directors / Managing Director are paid remuneration as per applicable provisions of the Companies Act, 2013 and rules made there under.

➤ Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and the Committees constituted by the Board. The sitting fee for each meeting of Board of Directors and the Committee of Directors has been fixed by the Board of Directors within the overall ceiling laid down under the Companies Act, 2013.

The complete Nomination and Remuneration Policy of the Company is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/NRC.pdf>

(d) Board Diversity

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. The Board of Directors on the recommendations of the Nomination and Remuneration Committee has adopted a Policy on Diversity of Board of Directors in terms of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an Annual performance evaluation of its own performance and of all the Directors individually as well as the evaluation of the working of Audit, Nomination & Remuneration and other Compliance Committees. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.


(f) Remuneration of the Directors / Key Managerial Personnel (KMP) and Particulars of Employees

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year; and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sr. No.	Name	Category	Ratio/Times per Median of employee remuneration	% Increase in remuneration
1.	Mr. Anil Goyal	Managing Director (Executive)	6.37	No increase
2.	Mr. Lalit Bhasin	Director (Non-Executive)	N.A	N.A
3.	*Mr. Jag Mohan Lal Suri	Director (Non-Executive)	N.A	N.A
4.	Mr. Raj Kumar Bhargava	Director (Non-Executive)	N.A	N.A
5.	Mr. Ramesh Chandra Sharma	Director (Non-Executive)	N.A	N.A
6.	Mrs. Anita Jain	Director (Non-Executive)	N.A	N.A
7.	Mr. Harbans Lal	Director (Non-Executive)	N.A	N.A
8.	Mr. Dinesh Kapoor	Company Secretary		No increase
9.	Mr. Himanshu Kansal **	Chief Financial Officer		No increase

(*) Cessation w.e.f. 14th December, 2020.

(**) Resigned w.e.f. 15th December, 2020

The Non-Executive Directors are paid only sitting fees for attending meeting of the Board of Directors and the Committees constituted by the Board.

- (ii) There is no increase in the median remuneration in current financial year as compared to previous financial year.
 (iii) There are 5 (Five) permanent employees on the rolls of the Company as on 31st March, 2021.
 (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is NIL as compared to NIL percentile increase made in the managerial remuneration of the KMP.
 (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
 (vi) Statement of particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2021:

a) Details of top ten employee in terms of remuneration drawn as on 31st March, 2021:

Sl. No.	Name	Designation	Gross Remuneration received (In ₹)	Nature of Employment	Qualification	Experience (In Years)	Date of Commencement of Employment	Age (In Years)	Last Employment held before joining the Company	Number & Percentage of Equity Shares held	Whether any such employee is a relative of any director or manager of the Company
1	Mr. Anil Goyal	Managing Director	55,05,600	Permanent	CA	38	20-02-2002	62	HB Leasing and Finance Company Ltd.	Nil	No
2	Mr. Dinesh Kapoor	Company Secretary	22,19,550	Permanent	CS	16	26-02-2014	42	Jtekt Fuji Kiko Automotive Ltd.	Nil	No
3	Ms. Renu Gupta	Secretary	4,41,360	Permanent	BA	35	01-12-2016	60	HB Leasing and Finance Company Ltd.	334 (0.00%)	No
4	Mr. Rajkumar Sharma	Sr. Secretarial Assistant	4,32,641	Permanent	BA (Hons.)	34	01-04-2019	56	HB Stockholdings Ltd.	919 (0.01%)	No
5	Mr. Neeraj Gaur	Accountant	3,69,792	Permanent	B.Com	11	01-04-2019	34	Shree Mansha Tools	Nil	No

Note: There are total 5 (Five) employees, details of which are given hereinabove.

- b) Details of the Employees, who were in receipt of remuneration aggregating ₹ 1,02,00,000/- or more per annum : **None**
 c) Details of the Employees, who were employed for part of the financial year and was in receipt of remuneration not less than ₹ 8,50,000/- per month: **None**
 d) Details of the Employees, who were employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: **None**

SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

ANNUAL RETURN

The Annual Return (Form MGT-7) is available on the website of the Company having following web link,

<https://www.hbportfolio.com/Investor%20Information/Annual%20Returns/indexx.html>

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to sub-section (3) & (5) of Section 134 of the Companies Act, 2013, it is hereby stated that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
 b) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
 c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 d) the Directors had prepared the Annual Accounts on a going concern basis;
 e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
 f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGMENTS

Your Directors wish to thank and acknowledge the co-operation, assistance and support extended by the Banks, Company's Shareholders and Employees.

For and on behalf of the Board

Sd/
LALIT BHASIN
 (Chairman)
 DIN: 00002114

Place: New Delhi
 Date: 28th June, 2021



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021
Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

To,
The Members of
HB Portfolio Limited
Plot No. 31, Echelon Institutional Area
Sector – 32, Gurugram – 122001 (Haryana)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HB Portfolio Limited - CIN: L67120HR1994PLC034148 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of HB Portfolio Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings*.
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009* and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*.
 - (*) Foreign Exchange Management Act, 1999 and the rules and regulations at sub-para (iv) above, SEBI Regulations listed at sub-para (v) Serial Nos. (e), (f), (g), (h) and (i) above are not applicable to the Company for 2020-21 as there were no corporate decisions/actions attracting these regulations.
 - (vi) The Other Laws applicable specifically to the Company are:
 - (a) Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948;
 - (b) The Punjab Shops and Commercial Establishments Act, 1958 (Also extended to the State of Haryana);
 - (c) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
2. We have also examined the compliances with the applicable Regulations/Standards of the following:
 - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with BSE Limited; and
 - (ii) Secretarial Standards issued by the Institute of Company Secretaries of India.
3. During the period under review the Company has complied with the provisions of the Act and the Rules, Regulations, Standards, Guidelines etc. mentioned above.
4. We further report that:
 - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Woman Director and Independent Directors.

- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.

5. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that during the audit period, no major decisions have been taken which have a bearing on Company's affairs in pursuance of the above referred laws, rules/ regulations except the following:

The Shareholders of the Company in their Annual General Meeting held on 29th September, 2020 have accorded their approval with requisite majority for the following:

- (i). Purchase of 50,59,058 Equity Shares comprising 29.88% of the Paid-up Equity Share Capital of Taurus Asset Management Company Limited held by RRB Securities Limited in one or more tranches, at a price to be determined by an Independent Valuer on the basis of valuation of shares as per the Audited Financial Statements of Taurus Asset Management Company Limited as on 31.03.2020.
- (ii). Alteration of the objects clause by addition of new clauses in Clause III-A of the Memorandum of Association (MOA) of the Company in order to carry out the business of commodity trading and to operate in short term money market.

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

For A.N. Kukreja & Co.
Company Secretaries

Sd/-
A.N. Kukreja
(Proprietor)

FCS 1070; CP 2318

ICSI Unique Code: S1995DE014900
UDIN:F001070C000524153

Place: New Delhi
Date: 28th June, 2021

Annexure- 'A'

To,
The Members of
HB Portfolio Limited
Plot No. 31, Echelon Institutional Area
Sector – 32, Gurugram – 122001 (Haryana)

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted practices in India, we have neither come across any instance of fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed us of any such case.

For A.N. Kukreja & Co.
Company Secretaries

Sd/-
A.N. Kukreja
(Proprietor)

FCS 1070; CP 2318

ICSI Unique Code: S1995DE014900
UDIN:F001070C000524153

Place: New Delhi
Date: 28th June, 2021



**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2021**

[Pursuant to Section 204(1) of the Companies Act, 2013, and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
**The Members,
Taurus Asset Management Company Limited
AML Centre - 1, 8 Mahal Industrial Estate, Mahakali Caves Road,
Andheri (East) Mumbai, Mumbai City, Maharashtra-400093, India.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**Taurus Asset Management Company Limited**” (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management’s Responsibility for Secretarial Compliances

The Company’s Management is responsible for preparation and maintenance of Secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Auditor’s Responsibility

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the Company with respect to Secretarial Compliances.

Opinion

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31.03.2021, generally complied with the statutory provisions listed hereunder and also that the Company has in proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **March 31, 2021** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (not applicable since there is no action/ event in pursuance of said regulation)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (not applicable during the Audit Period)
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable during the Audit Period)
 - (d) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (to the extent applicable during the Audit Period)
 - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; (not applicable during the Audit Period)
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable during the Audit Period)
 - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (not applicable during the Audit Period)
 - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable during the Audit Period) and
 - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable during the Audit Period)

The Company has identified the following laws specifically applicable to the Company and/or followed by the Company:

- (i) The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
- (ii) The Payment of Bonus Act, 1965
- (iii) The Payment of Gratuity Act, 1972
- (iv) Maharashtra Labour Welfare Fund Act 1953
- (v) Income Tax Act, 1961
- (vi) Goods and Service Tax Act 2017

(vii) Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017

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

- (j) Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that

1. The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the relevant provisions of the Act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. The minutes of the Board meetings and Committee Meetings have not identified any dissent by members of the Board/ Committee of the Board, respectively hence we have no reason to believe that the decisions by the Board were not approved by all the directors present; and
4. The Company has proper Board processes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the financial year under review, there are no specific events having any major bearing on the Company’s affairs in pursuance of the law, regulations, guidelines, standards, etc.

Sd/
Rashmi Sahni
Practicing Company Secretary
Membership No: 25681
Certificate Practice No. 10493
UDIN: A025681C000489751

Place: Delhi
Date: 21st June, 2021

Annexure A

To,
**The Members
Taurus Asset Management Company Limited
AML Centre - 1, 8 Mahal Industrial Estate, Mahakali Caves Road,
Andheri (East) Mumbai, Mumbai City, Maharashtra-400093, India.**

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

Management’s Responsibility:

- a. The compliance of provisions of all laws, rules, regulations, standards applicable to Taurus Asset Management Company Limited (hereinafter called ‘the Company’) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
- b. Maintenance of Secretarial record and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor’s Responsibility:

- c. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- d. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- e. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- f. The Compliance of the provisions of corporate and other applicable laws, and regulations, standards is the applicability of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer:

- g. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/
Rashmi Sahni
Practicing Company Secretary
Membership No: 25681
Certificate Practice No. 10493
UDIN: A025681C000489751

Place: Delhi
Date: 21st June, 2021

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **Brief outline on CSR Policy of the Company:**

The Company's CSR Policy is in alignment with the guidelines provided by the Ministry of Corporate Affairs. It provides for carrying out CSR activities in the area of Eradicating Hunger, Malnutrition and Promotion of Education of Underprivileged Children. The Policy is available on the website of the Company at <http://www.hbportfolio.com/CSR/PdfFiles/CSR.pdf>.

2. ***Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ramesh Chandra Sharma	Chairperson	2	2
2	Mr. Anil Goyal	Managing Director	2	2
3	Mrs. Anita Jain*	Independent Director	2	1

*Mrs. Anita Jain was appointed as member of the Corporate Social Responsibility Committee in the Board Meeting held on 12th February, 2021.

*The Ministry of Corporate Affairs (MCA) has issued Notification dated 22nd January, 2021 to amend the Companies (Corporate Social Responsibility Policy) Rules, 2014. As per the amendment, where the total amount required to be spent by the Company in a year is less than Rs. 50 lakh, the function of CSR Committee may be discharged by the Board of Directors. After the closure of financial year, the Board of Directors in their meeting held on 28th June, 2021 dissolved the CSR Committee of the Company and the functions of CSR Committee shall be discharged by the Board.

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

Composition of CSR Committee	http://www.hbportfolio.com/committees_of_board.htm#4
CSR Policy	http://www.hbportfolio.com/CSR/PdfFiles/CSR.pdf .
CSR Projects	NA

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable**

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

Average net profit of the company as per section 135(5): Rs. 3,52,67,901/-

7.

Sl. No.	Particulars	Amount (Rs.)
7(a)	Two percent of average net profit of the company as per section 135(5):	7,05,358/-
7(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years:	Nil
7(c)	Amount required to be set off for the financial year, if any:	Nil
7(d)	Total CSR obligation for the financial year (7a+7b-7c):	7,05,358/-

8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Lakhs)	Amount Unspent (in Lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer
Rs. 8.75	NIL				

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Lakh)	Amount spent in the current financial Year (in Lakh).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Lakh).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
Not Applicable												



(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project/ Programme	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Lakh)	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Purchase of Equipment for Dept. of Pulmonary Medicine, TATA Memorial Hospital	(i) Promoting health care	No	Mumbai		5.0	No	Tata Memorial Centre	CSR00001287
2.	COVID Disaster Relief Program.	(i) promoting health care (xii) disaster management, including relief, rehabilitation	Yes	Delhi		2.25	No	Akshaya Patra	CSR00000286
3.	Feeding the Hungry & Malnutrition	(ii) Eradicating hunger, poverty & malnutrition	Yes	Delhi		1.50	No	Delhi Langar Seva Society	Applied for
Total						8.75			

- (d) Amount spent in Administrative Overheads: Not Applicable
- (e) Amount spent on Impact Assessment, if applicable: Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 8.75 lakhs
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Lakh.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 7.05
(ii)	Total amount spent for the Financial Year	Rs. 8.75
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs.1.7
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs.1.7

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No.	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project (in Rs.).	(7) Amount spent on the project in the reporting Financial Year (in Rs).	(8) Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	(9) Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Sd/-
ANIL GOYAL
(Managing Director)

Sd/-
RAMESH CHANDRA SHARMA
(Chairman CSR Committee)



MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS

During the year under review, the Company reported Total Income of ₹ 647.58 Lakhs as compared to ₹ 606.83 Lakhs in the previous year. The Company incurred total expenses amounted to ₹ 682.59 Lakhs as compared to ₹ 249.86 Lakhs during the previous year. Loss after tax stood at ₹ (28.50) Lakhs as against profit of ₹ 351.29 Lakhs in the previous year.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The coronavirus outbreak has sparked volatility in markets across the globe. Covid-19 changed almost every aspect of human lives in ways never imagined. The economic toll from the pandemic was unprecedented. Operational challenges mounted due to restricted movement and disrupted supply lines. As the Covid-19 cases continued to rise exponentially, the economy declined sharply. As the country navigated through the crisis, the Government and the Reserve Bank of India took effective measures to support a robust economic recovery. The Union Budget 2021 focused on regaining the growth momentum in the economy through several measures including keeping tax rates stable and enhancing investments in infrastructure. The Reserve Bank of India's (RBI) prompt response during the crisis helped avert a financial collapse. It implemented measures like slashing interest rates, announcing fiscal stimulus package and allowing loan moratorium, among others. Together, these measures helped stabilize the economy. The positive momentum continued with the roll out of vaccines and revival of several infrastructure projects by the Government. This helped uplift morale while also boosting economic activities. Though uncertainty looms around on account of the second wave, vaccine rollout and control of daily new cases will be key monitorables.

The pandemic has affected both demand for and supply of commodities. The pandemic has the potential to lead to permanent changes in the demand and supply of commodities, and especially to the supply chains that move those commodities from producers to consumers around the world. The impact of the COVID-19 pandemic on commodity markets more broadly may result in longer-term changes. Commodity-dependent emerging market and developing economies will be among the most vulnerable to the economic impacts of the pandemic.

3. OPPORTUNITY AND THREATS

Ongoing economic stress, bearish capital market along with unprecedented level of volatilities, falling interest rates, increased risk aversion and spreads, and rise in delinquencies have started building pressures on revenue-generating abilities and going forward, solvency of financial institutions.

The Governments across the world have announced a good number of stimulus and recovery measures and financial institutions are playing a vital role in implementing and distributing that to the targeted beneficiaries. Many financial Institutions have stepped up in enabling these measures, along with additional initiatives like waiving of service charges, extending loan maturities, moratorium of principal repayment, enabling portfolio solutions etc. Increased level of client and community engagement activities like spreading awareness about COVID-19, health and well-being tips, etc. have been observed across financial institutions with extensive use of social media and in-house service platform.

India has a long history of commodity trading as well as the exchange of related derivatives. Today it is one of the major producers of a variety of commodities, but the potential of commodity markets in India is still relatively unexplored and underdeveloped. As the production and distribution of several commodities, especially in the agricultural sector, is still controlled by the government, the futures market is subject to strict regulations and trading in futures has only been introduced in a selective manner. In order to allow commodity exchange in India to thrive the market forces must be given enough freedom to play their roles, rather than being limited due to the control over prices. Although commodity markets in India are still in their infancy, they are emerging and developing quickly. Commodity markets have a lot of scope for evolution and will likely play a crucial role in India's economy in the near future.

4. FUTURE PROSPECTS AND OUTLOOK

The Company will continue to explore various options to strengthen its capital base and balance sheet to augment the long-term resources for meeting funds requirements of its business activities, the future growth opportunities, general corporate purposes and other purposes including effectively facing challenges of the uncertainties and disruptions caused by COVID-19 pandemic.

The pandemic continues to pose major challenge to the entire world including India. However, it appears that the countries have now learnt the technique of adapting to the new normal- the new way of life. The duration and severity of spread of second wave of pandemic, roll out of vaccines, the scale and effectiveness of implementation of the ongoing vaccination program and the efficacy of monetary and fiscal policy actions of Indian Government are the important factors to impacting the pace of economic recovery.

India is among the few nations with the highest youth population, with a median age of 28 years. The domestic financial market is seen growing at a healthy pace owing to strong demand-side and supply-side driver. Such a large share of the working population, expected growth of Indian economy, increasing urbanisation, and rising consumerism because of higher per capita incomes are some key drivers implying market growth potential for established financial service providers in India.

Resurgence of COVID-19 cases, imposition of strict lockdowns in major states and slower than expected pace of vaccinations have darkened prospects of a nascent economic recovery and accentuated business uncertainty. Although the vaccination drive has raised hopes of a turnaround in the pandemic later this year, the second wave of COVID-19 in April 2021 and new variants has intensified in metros/cities, and has spread rapidly across states, regions and into rural areas. Economy indicators moderated in April and May 2021, as many states imposed restrictions to arrest the renewed surge in infections. This will result in delay in economic recovery and further normalisation would be subject to building of strong herd immunity in India.

The leading economic indicators show a positive momentum with consumer demand picking up and restored investor confidence. Survival and resumption of MSMEs is of utmost importance for growth revival and the Government has implemented ample incentive to uplift the sector. The anti-China sentiments, along with the 'Atmanirbhar Bharat' initiative and Performance Linked Incentive (PLI) scheme, offer a big opportunity for India in terms of becoming the manufacturing hub for market leaders in electronics, communications among other sectors.

5. RISKS AND CONCERNS

The Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. The Company is exposed to the market

risk (including liquidity risk) and also the factors that are associated with Capital market, which inter alia includes economic / business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility and credit risk.

Risk Management Policy

The Company has implemented a systematic process to assist in the identification, assessment, treatment and monitoring of risks which provides the necessary tools and resources to management and staff to support the effective management of risks.

The Company is primarily engaged in investment in Securities viz. Equity Shares, Preference Shares, Mutual Funds etc. which involves macroeconomic risks, investee company specific risks, market wide liquidity risks and execution risks relating to the Company / its intermediaries.

- (a) The macroeconomic risks, investee company specific risks are covered by investment decisions based on third party research and internal assessment.
- (b) Market wide risks are assessed and managed by investment timing decisions.
- (c) The execution risk is managed by dealing with reputed intermediaries and through own back office discipline re accounting and follow up of trades.
- (d) All investment decisions are made after distinguishing among alternative courses of action with identification of expected risks.

The Company also faces credit default risks, concentration risk and industry specific risk while making Inter corporate loans to other body corporate. The Company performs the credit check on the prospective borrower considering various factors relating to the loan such as loan purpose, credit rating, and loan-to-value ratio and estimates the effect on yield (credit spread). The Company mitigates the concentration risk, industry specific risks by diversifying the borrower pool relating to different industries. The Company periodically monitors and reviews the financial condition, credit rating, debt to equity ratio to minimize the credit default risks associated with the borrowers.

The Company has established Internal Financial Control Systems to provide reasonable assurance regarding safeguarding of assets, maintenance of proper accounting records and the reliability of financial reporting.

The Company controls the operational risks associated with its business activities by way of prescribing / amending processes, imposing controls and defining roles and responsibilities.

The Company assesses the effectiveness of its risk management plan through structured continuous improvement processes to ensure risks and controls are continually monitored and reviewed.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of Internal Controls to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition of assets and that the transactions are recorded and reported.

The Company ensures adherence to all Internal Control policies and procedures as well as compliance with all regulatory guidelines. The Internal Auditor monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, its compliance with the operating systems, accounting procedures and policies. The Audit Committee reviews the internal controls at periodic intervals in close coordination with the Internal Auditors.

7. FINANCIAL PERFORMANCE

- a) **Share Capital:** The Company's Issued and Subscribed Share Capital consists of Equity Share Capital only. The Paid-up Share Capital of the Company as at 31st March, 2021 stood at ₹ 10,76,42,300/- comprising of 1,07,64,230 nos. of Equity Shares of ₹ 10/- each.
- b) **Financial Assets and Non-Financial Assets:** The Financial Assets and Non-Financial Assets for the year under review stood at ₹ 13067.70 Lakhs and ₹ 85.02 Lakhs respectively as against ₹ 10984.07 Lakhs and ₹ 64.73 Lakhs for the previous year.
- c) **Financial Liabilities and Non-Financial Liabilities:** During the year under review, the Financial Liabilities and Non-Financial Liabilities stood at ₹ 56.36 Lakhs and ₹ 21.10 Lakhs respectively as against ₹ 85.66 Lakhs and ₹ 29.29 Lakhs during the previous year.
- d) **Key Financial Ratios (Standalone):**

Sr. No.	Particulars	FY 2020-21	FY 2019-20	% change over previous year	Reason for change of more than 25% in Key Financial Ratios:
1	Debtors Turnover Ratio	NA	NA	NA	
2	Inventory Turnover Ratio	NA	NA	NA	
3	Interest Coverage Ratio	(647.44)	541.01	(219.67)	Decrease in operating profit
4	Current Ratio	12.29	21.90	(43.86)	Decrease in current assets
5	Debt Equity Ratio	0.00	0.00	-	
6	Operating Profit Margin (%)	(5.40)	58.93	(109.16)	Decrease in operating profit and Net Profit.
7	Net Profit Margin (%)	(4.40)	57.89	(107.60)	Decrease in operating profit and Net Profit
8	Return on Net Worth (%)	(2.65)	32.64	(108.11)	Decrease in operating profit and Net Profit

8. HUMAN RESOURCES

The Company has adequate human resources which is commensurate with the current volume of activity and is reviewed by the management periodically and the Company would induct competent personnel on increase / expansion of the activity.

9. CAUTIONARY STATEMENT

Statements in this "Management's Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include interest rates and changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Good Corporate Governance is the adoption of best business practices which ensure that the Company operates within the regulatory framework.

The Company's philosophy on Corporate Governance envisages adopting the high standards of transparency, accountability and ethics in all transactions and interactions with all Stakeholders including but not limited to the Shareholders, the Government, Suppliers, Contractors and other business associates.

2. SIZE AND COMPOSITION OF THE BOARD:

The Board of Directors of your Company comprises of 6 (Six) Directors out of which 5 (five) are Non-Executive Directors and 4 (four) are Independent Directors including 1(one) Woman Director as on 31st March, 2021. The Non-Executive Directors are proficient in their own fields and bring with them decades of rich experience. Mr. Lalit Bhasin, Director (Promoter) is the Chairman and Non-Executive Director of the Company. Mr. Anil Goyal

The particulars regarding composition of the Board of Directors and its Meetings held during the year are given hereunder:-

Name of the Director	Category	Directorships in other Public Companies as on 31st March, 2021		#Committee Membership held in other Public Companies as on 31st March, 2021		No. of Board Meetings attended/ entitled to attend during the year	Whether Attended last AGM	No. of Equity Shares held
		Director	Chairman	Member	Chairman			
Mr. Lalit Bhasin	Chairperson (Promoter Non Executive)	6	3	3	1	4/4	Yes	63,24,671
Mr. Anil Goyal	Non-Independent Executive	9	NIL	4	1	4/4	Yes	NIL
Mr. Raj Kumar Bhargava	Independent Non Executive	2	NIL	1	2	4/4	Yes	4270
Mr. Ramesh Chandra Sharma	Independent Non Executive	1	NIL	NIL	1	3/4	Yes	NIL
Mrs. Anita Jain	Independent Non Executive	NIL	NIL	NIL	NIL	4/4	Yes	NIL
Mr. Harbans Lal	Independent Non Executive	2	NIL	2	1	4/4	Yes	NIL
Mr. Jag Mohan Lal Suri**	Non-Independent Non Executive	NA	NA	NA	NA	2/3	Yes	NIL

(**)Cessation w.e.f. 14th December, 2020.

(#) Comprises only Audit Committee and Stakeholders Relationship Committee of Indian Public Limited Companies.

Details of Directorships held in other listed entities by the Directors of the Company and the Category of their Directorship as on 31st March, 2021 is given as under:

Name of the Director	Directorships in other listed entities (Category of Directorship)
Mr. Lalit Bhasin	1. HB Stockholdings Ltd. (Non-Executive Non-Independent Director - Chairperson) 2. HB Estate Developers Ltd. (Non-Executive Non-Independent Director - Chairperson) 3. HB Leasing and Finance Company Ltd. (Non-Executive Non-Independent Director - Chairperson) 4. CHL Ltd. (Non-Executive Independent Director)
Mr. Anil Goyal	1. HB Stockholdings Ltd. (Non-Executive Non-Independent Director) 2. HB Estate Developers Ltd. (Non-Executive Non-Independent Director) 3. HB Leasing and Finance Company Ltd. (Executive Director - MD)
Mr. Raj Kumar Bhargava	1. Kajaria Ceramics Ltd. (Non-Executive Independent Director) 2. Asian Hotels (West) Ltd. (Non-Executive Independent Director)
Mr. Ramesh Chandra Sharma	1. Sir Shadi Lal Enterprises Ltd. (Non-Executive Independent Director - Chairperson)
Mrs. Anita Jain	None
Mr. Harbans Lal	1. HB Stockholdings Ltd. (Non-Executive Independent Director)

The number of Committees (Audit Committee and Stakeholder Relationship Committee) of Public Limited Companies in which a Director is a Member / Chairperson is within the limits provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all the Directors of the Company. The number of Directorships of each Independent Director is also within the limits as prescribed under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors are related to each other as defined in Section 2(77) of the Companies Act, 2013.

The Company had issued formal letter of appointment to the Independent Directors at the time of their appointment as per the provisions of Sec 149 read with Schedule IV of the Companies Act, 2013. The terms and conditions of appointment

is the Managing Director of your Company. He has to his credit nearly thirty eight years of corporate experience. He is responsible for overall management of the Company. The composition of the Board is in conformity with the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4 (Four) Board meetings were held during the year under review on 29th June, 2020; 09th September, 2020; 10th November, 2020 and 12th February, 2021.

In terms of Regulation 17(2) & 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Audit Committee shall meet at least four times a year, with a maximum time gap of 120 days between any two meetings.

The gap between two Board meetings i.e. 11th February, 2020 and 29th June, 2020 has exceeded 120 days. However, in view of prevailing lockdown due to COVID-19 Pandemic, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 provided that the Board of Directors and Audit Committee of the listed entity are exempted from observing the maximum stipulated time gap between two meetings during the period from 1st December, 2019 to 30th June, 2020.

are also available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/TCID.pdf>.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

In terms of the provisions of the existing Articles of Association of the Company, one-third of the Directors of the Company, who are liable to retire by rotation, shall retire at every Annual General Meeting. Accordingly, Mr. Lalit Bhasin, Director shall retire at the ensuing Annual General Meeting and who being eligible offers himself for re-appointment.

The information on the Particulars of Director eligible for Appointment / Re-appointment in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India has been provided in the Notes to the Notice convening the Annual General Meeting.

3. CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board comprises of qualified members who bring in the required skills, competence and expertise that enable them to make effective contributions to the Company's working. The Board members have expertise and extensive experience in financial services, taxation, investments, capital markets, banking, hospitality, corporate restructuring, corporate governance, strategic planning, corporate administration and general management. They uphold ethical standards of integrity and probity and exercise their responsibility in the best interest of the Company and all stakeholders.

The Board comprises of members of varied age groups who demonstrate competence and experience required for the Company. Their diversity of experiences has a positive impact on deliberations on various matters placed before the Board setting the right direction for future strategy and plans. Sufficient time is devoted by them for informed and balanced decision-making.

All Directors are familiar with the Company's business, policies, culture (including the Mission, Vision and Values) and industry in which the Company operates.

The below chart / matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual directors, which are key to corporate governance and board effectiveness:

Key Board Skills / Expertise / Competencies:

Financial Expertise	Education and experience in the areas of capital markets, mutual funds, banking and finance, treasury, investment banking, wealth management, institutional and retail stock broking.
Risk Management	Capability to identify, assess, and monitor the risks associated with capital markets, macroeconomic, business cycle, interest rate volatility, liquidity and credit risk associated with the business of the Company.



Corporate Governance	Understanding of the relevant laws, rules, regulation policies applicable to the organisation/industry/sector in which the Company operates. Knowledge and understanding of organizations processes, strategic planning and observing appropriate governance practices.
Strategic Decision making	To develop insights about maintaining board and management accountability, protecting shareholder interests. Demonstrated strengths in developing business strategies, business transformation contributing to long-term growth.

Name of the Directors who have these expertise and skills:

Name of the Director	Core Skills / Expertise / Competencies			
	Financial Expertise	Risk Management	Corporate Governance	Strategic Decision Making
Mr. Lalit Bhasin	✓	✓	✓	✓
Mr. Anil Goyal	✓	✓	✓	✓
Mr. Raj Kumar Bhargava	✓	✓	✓	✓
Mr. Ramesh Chandra Shama	✓	✓	✓	✓
Mrs. Anita Jain	✓	-	✓	✓
Mr. Harbans Lal	✓	✓	✓	✓

4. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Code of Conduct for Directors and Senior Management Personnel (‘the Code’), as adopted by the Board, is a comprehensive Code applicable to all the Directors and Senior Management Personnel. The Company’s Board of Directors and Senior Management Personnel are responsible for and are committed to setting the standards of conduct contained in the Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code is adhered to in letter and in spirit. The Code has been circulated to all the Directors and Senior Management Personnel and the compliance of the same is affirmed by them annually.

All the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year 2020-21. The declaration to this effect signed by the Managing Director of the Company is attached and forms an integral part of this Report. A copy of the Code has been uploaded on the Company’s website having following web link: <http://www.hbportfolio.com/conduct.htm>

5. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 12th February, 2021, *inter alia*, to discuss and evaluate:

- i) the performance of Non-Independent Directors and the Board of Directors as a whole;
- ii) the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.
- iii) the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, the Company gave the presentation to the Independent Directors as a part of the familiarisation programme to make them aware about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such familiarisation programme are available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/FPID2021.pdf>.

All the Independent Directors were present at the Meeting.

6. PERFORMANCE EVALUATION:

The performance evaluation exercise has been carried out by way of a structured questionnaire covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance. The performance of Individual Directors has been evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company, Shareholders etc. The Performance of Chairperson was being evaluated in terms of leadership qualities, effective management, maintaining cordial relationship with Board, Shareholders, employees, etc.

The Independent Directors in their meeting held on 12th February, 2021 have done necessary performance evaluation of Non-Independent Directors, the Board of Directors as a Whole & its Committees and the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors. All the Independent Directors expressed their satisfaction with the performance of Non-Independent Directors, the Board of Directors as a Whole & its Committees and the Chairman of the Company.

Mr. Lalit Bhasin, Chairman of the Company had discussion with all individual Directors in order to review the performance of the Independent Directors of the Company. The performance of the Independent Directors also found to be satisfactory during the period under review.

The Nomination and Remuneration Committee and the Board of Directors in their meeting held on 12th February, 2021 expressed their satisfaction with the performance evaluation of all individual Directors being the Independent Directors, Non-Independent Directors, Chairperson, Board as a whole and its committees in terms of the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013.

7. BOARD COMMITTEES:

The terms of reference of the Board Committee(s), their composition and attendance of the respective members at the various Committee Meeting(s) held during the year 2020-2021 are set out below:

(A) Audit Committee:

The Board of Directors in their meeting held on 28th July, 2001 had constituted the Audit Committee. The Committee was duly reconstituted on 29th January, 2004, 27th July, 2004, 01st August, 2018, 23rd August, 2018, 26th November, 2019 and thereafter on 12th February, 2021.

The terms of reference of the Audit Committee was revised by the Board of Directors in their meeting held on 27th May, 2014 in terms of the provisions of Sec 177(4) of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement. Further, the terms of reference of the Audit Committee have been partially amended by the Board of Directors in their meeting held on 10th February, 2016 and 12th February, 2019 in terms of Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee consists of 3 (three) Non-Executive Independent Directors as members. The Chairman of the Audit Committee is an Independent Director. The Audit Committee comprises of following members:

- (i) Mr. Raj Kumar Bhargava, Chairman (Independent Director)
- (ii) Mr. Harbans Lal, Member (Independent Director)
- (iii) Mrs. Anita Jain, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee.

The quorum for the Audit Committee meeting shall either be two members or one third of the members of the Audit Committee, whichever is greater, with at least two Independent Directors.

After the demise of Mr. Jag Mohan Lal Suri on 14th December, 2020, the Audit Committee re-constituted in the Board Meeting held on 12th February, 2021.

The Audit Committee has been empowered, *inter-alia*, to carry out the following functions:

1. Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;



10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
 - f) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
22. The Audit Committee shall also have powers, which should include the following:
 - a) To investigate any activity within its terms of reference.
 - b) To seek information from any employee.
 - c) To obtain outside legal or other professional advice.
 - d) To secure attendance of outsiders with relevant expertise, if it considers necessary.
 - e) To consider and act on any matters as or included under Clause 49 of the Listing Agreement and/or as may be so included from time to time, whether provided here in above or not.
 - f) To deal with any other matters related and or incidental to the above or as may be assigned, in addition to the aforesaid, by the Board from time to time.

During the year under review, the Audit Committee met 4 (four) times on 29th June, 2020; 09th September, 2020; 10th November, 2020 and 12th February, 2021. All the Committee members as well as the Internal & Statutory Auditors of the Company attended all the committee meetings held during the year except Mr. Jag Mohan Lal Suri who had expressed his inability to attend the meeting held on 10th November, 2020.

The Audit Committee plays a crucial role in running of the Corporate Governance Functions. During the year the roles and responsibility of the Audit Committee have been effectively carried out. The Audit Committee reviewed the financial operations and performance of the Company, interacted with the Statutory and Internal Auditors, considered the reports of the Auditors and provided its valuable suggestions and recommendations to the Board of Directors from time to time.

(B) Nomination and Remuneration Committee:

The Board of Directors in their meeting held on 19th December, 2001 had constituted the Remuneration Committee. The Committee was duly reconstituted on 30th October, 2004 and 23rd August, 2018.

The Board of Directors in their meeting held on 27th May, 2014 renamed the Committee as “Nomination and Remuneration Committee” and approved the revised terms of

reference pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement.

Further, the terms of reference of the Nomination and Remuneration Committee has been partially amended by the Board of Directors in their meeting held on 10th February, 2016 and 12th February, 2019 in terms of Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee consists of three Directors as members. All of whom are Non-Executive and Independent Directors including the Chairman of the Committee. There was no change in the constitution of the Committee during the year.

The Nomination and Remuneration Committee comprises of following members:

- (i) Mr. Raj Kumar Bhargava, Chairman (Independent Director)
- (ii) Mrs. Anita Jain, Member (Independent Director)
- (iii) Mr. Ramesh Chandra Sharma, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee.

The Nomination and Remuneration Committee has been empowered, *inter-alia*, to carry out the following functions:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for performance evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
7. To deal with any other matters related and / or incidental to the above or as may be assigned, in addition to the aforesaid by the Board from time to time.

During the year under review, two meetings of Nomination and Remuneration Committee were held on 29th June, 2020 and 12th February, 2021. All the committee members were present at the meeting.

Remuneration paid during the year ended 31st March, 2021 is as under:

(Amount in ₹)

Director	Relationship with other Director(s)	Sitting Fees Paid	Salary & Perks	Commission, if any
Mr. Lalit Bhasin	N.A.	80,000	Nil	Nil
Mr. Jag Mohan Lal Suri*	N.A.	95,000	Nil	Nil
Mr. Raj Kumar Bhargava	N.A.	1,90,000	Nil	Nil
Mr. Ramesh Chandra Sharma	N.A.	70,000	Nil	Nil
Mrs. Anita Jain	N.A.	1,70,000	Nil	Nil
Mr. Harbans Lal	N.A.	1,65,000	Nil	Nil
Mr. Anil Goyal	N.A.	Nil	55,05,600	Nil

(*)Cessation w.e.f. 14th December, 2020.

The Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and the Committees constituted by the Board. The sitting fee for each meeting of Board of Directors and the Committee of Directors has been fixed by the Board of Directors within the overall ceiling laid down under the Companies Act, 2013.

The aggregate value of salary and perquisites paid for the year ended 31st March, 2021 to Mr. Anil Goyal, Managing Director is as follows:

Gross Salary ₹ 55,05,600/-

Besides this, he is entitled to Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent not taxable and Gratuity and encashment of leave at the end of tenure.

The notice period for the Managing Director is three months and there is no severance fee.

Brief outline / salient features of the Nomination and Remuneration Policy including changes made therein during the year has been included in the Board's Report. The complete Nomination and Remuneration Policy of the Company is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/NRC.pdf>

(C) Stakeholders Relationship Committee:

The Board of Directors in their meeting held on 28th July, 2001 had constituted the Shareholders / Investors Grievance Committee in terms of the provisions of the erstwhile Listing Agreement. The Committee was duly reconstituted on 12th February, 2021.



The Board of Directors in their meeting held on 27th May, 2014 renamed the Shareholders / Investors Grievance Committee as “**Stakeholders Relationship Committee**” and approved their revised terms of reference in line with the provisions of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement.

Further, the terms of reference of the Stakeholders Relationship Committee has been partially amended by the Board of Directors in their meeting held on 12th February, 2019 in terms of Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Stakeholders Relationship Committee (SRC) consists of three Directors as members. The Chairman of the Committee is a Non-Executive Independent Director. The Stakeholders Relationship Committee comprises of following members:

- (i) Mr. Harbans Lal, Chairman (Independent Director)
- (ii) Mr. Anil Goyal, Member (Executive Director)
- (iii) Mr. Raj Kumar Bhargava, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee who has also been designated as the Compliance Officer of the Company.

After the demise of Mr. Jag Mohan Lal Suri on 14th December, 2020, the Stakeholders Relationship Committee was left with only two members. Therefore, the Board of Directors had appointed Mr. Harbans Lal as a member (Chairperson) of the Stakeholders Relationship Committee in the Board Meeting held on 12th February, 2021.

The Stakeholders Relationship committee has been empowered, *inter-alia*, to carry out the following functions:-

1. To consider and approve the transfer, transmission and issue of fresh/duplicate share certificates.
2. To review the status of dematerialization of company’s shares and matters incidental thereto.
3. To review and monitor the approval to the transfers and transmissions made by the Executive Director, under executive authority delegated to him from time to time.
4. To consider, review and look into various aspects of interest of Shareholders, debenture holders and other security holders.
5. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non -receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
6. Review of measures taken for effective exercise of voting rights by the Shareholders.
7. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
8. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the Shareholders of the Company.
9. To deal with any other matters related and/or incidental to the shareholders.

Mr. Anil Goyal, Managing Director has, however, been empowered to approve transfers up to Ten Thousand (10,000) Equity Shares under one folio at a time.

During the year under review, four meetings of Stakeholders Relationship Committee were held on 06th July, 2020; 05th October, 2020; 23rd October, 2020; and 07th January, 2021 and the same were attended by all the Committee members.

Number of Shareholders Complaints received and redressed during the year 2020-2021:

Nature of Complaint	Received	Disposed Off	Pending
Non receipt of Dividend	06	06	Nil
Non receipt of Annual Report	01	01	Nil
Transfer, Transmission, Issue of Share Certificate etc.	03	03	Nil
Complaints received through SEBI / Stock Exchange / Depositories	00	00	Nil
TOTAL	10	10	Nil

(D) Corporate Social Responsibility (CSR) Committee:

The Board of Directors in their meeting held on 27th May, 2014 constituted the “**Corporate Social Responsibility Committee**” pursuant to the provisions of Section 135, Schedule VII of the Companies Act, 2013 and rules made thereunder. The Committee was duly reconstituted on 12th February, 2021.

The Corporate Social Responsibility Committee consists of three Directors as members out of which two Directors are Independent Director. The Chairman of the Committee is a Non-Executive Independent Director. The Corporate Social Responsibility Committee comprises of following members:

- (i) Mr. Ramesh Chandra Sharma, Chairman (Independent Director)
- (ii) Mr. Anil Goyal, Member (Executive Director)
- (iii) Mrs. Anita Jain, Member (Independent Director)

After the demise of Mr. Jag Mohan Lal Suri on 14th December, 2020, the Corporate Social Responsibility Committee was left with only two members. Therefore, the Board of Directors had appointed Mrs. Anita Jain as a member of the Corporate Social Responsibility Committee in the Board Meeting held on 12th February, 2021.

The Corporate Social Responsibility Committee has been empowered, *inter-alia*, to carry out the following functions:-

1. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
 2. recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
 3. monitor the Corporate Social Responsibility Policy of the Company from time to time.
- During the year under review, Corporate Social Responsibility Committee met on 09th September, 2020 and 12th February, 2021 and the same were attended by all members of the Committee.

(E) Finance and Borrowings Committee:

The Board of Directors in their meeting held on 30th April, 2003 constituted the Finance and Borrowings Committee.

The Finance and Borrowings Committee comprises of following members:

- (i) Mr. Jag Mohan Lal Suri, Chairman (Non-Independent Director)
- (ii) Mr. Anil Goyal, Member (Executive Director)
- (iii) Mr. Raj Kumar Bhargava, Member (Independent Director)

The above Non-Statutory Committee was constituted by the Board of Directors as per the business requirement from time to time. However, the Committee was not functioning anymore and the Board of Directors had dissolved the committee in their meeting held on 12th February, 2021. Further, the functions of this Committee shall be carried out by the Board of Directors and / or the Audit Committee.

(F) Capital Restructuring Committee:

The Board of Directors in their meeting held on 01st February, 2018 constituted the Capital Restructuring Committee.

The Capital Restructuring Committee comprises of following members-

- (i) Mr. Ramesh Chandra Sharma, Member (Independent Director)
- (ii) Mr. Jag Mohan Lal Suri, Member (Non-Independent Director)
- (iii) Mr. Anil Goyal, Member (Executive Director)

The above Non-Statutory Committee was constituted by the Board of Directors as per the business requirement from time to time. However, the Committee was not functioning anymore and the Board of Directors had dissolved the committee in their meeting held on 12th February, 2021. Further, the functions of this Committee shall be carried out by the Board of Directors and / or the Audit Committee.

8. GENERAL BODY MEETINGS:

I. Details of Annual General Meetings (AGM):

Location and time where the last three AGM’s were held:

Year	Type	Location	Date	Time
2019-20	AGM	Video Conferencing (“VC”) / other Audio Visual Means (“OAVM”)	29.09.2020	11:00 A.M.
2018-19	AGM	GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram - 122 001 (Haryana)	17.09.2019	11.00 A.M.
2017-18	AGM		28.09.2018	11.00 A.M.

II. List of Special Resolutions passed in the previous three AGMs:

S. No.	Subject Matter	AGM Reference and Date of passing
1.	<ul style="list-style-type: none"> • Approval of remuneration of Mr. Anil Goyal (DIN: 00001938), Managing Director for the remaining currency of his tenure. • Re-appointment of Mrs. Anita Jain (DIN: 00031612), Independent Director of the Company. • Alteration of Objects Clause of the Memorandum of Association (MOA) of the Company. 	25 th AGM 29.09.2020
2.	<ul style="list-style-type: none"> • Appointment of Mr. Harbans Lal as an Independent Director of the Company. • Re-Appointment of Mr. Raj Kumar Bhargava, Independent Director of the Company. • Re-Appointment of Mr. Ramesh Chandra Sharma, Independent Director of the Company. • Continuation of Directorship of Mr. Jag Mohan Lal Suri, Non-Executive Director of the Company. 	24 th AGM 17.09.2019
3.	<ul style="list-style-type: none"> • No Special Resolution was passed 	23 rd AGM 28.09.2018

E-voting facility was provided to all members pursuant to the provisions of Section 108 of the Companies Act, 2013, rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- III. Whether any Special Resolution passed last year through Postal Ballot: **No**
- IV. Whether any Special Resolution is proposed to be conducted through Postal Ballot: **No**

9. MEANS OF COMMUNICATION:

- I. **Quarterly Results:** Dissemination through Listing Centre of BSE Limited, Company's Website and through publication in newspapers as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- II. **Newspaper wherein results normally published:** Business Standard (English) All Editions and Business Standard (Hindi) Delhi Edition.
- III. **Website where displayed:** www.hbportfolio.com
- IV. The website also displays Public Notices / Announcements containing important communications made to BSE Limited. As and when any presentation is made to institutional investors the same would be simultaneously uploaded on the Company's Website.

10. DISCLOSURES:

- I. There have been no materially significant related party transactions, pecuniary transactions or relationships other than those disclosed in the Financial Statements for the financial year ended 31st March, 2021 (**Refer Note No. 28 of the Financial Statements**) forming part of the Financial Statements. The Policy on Related Party Transactions is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/RPT.pdf>
- II. No penalty has been imposed nor any strictures have been imposed by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to Capital Markets during the last three years.
- III. The 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, <http://www.hbportfolio.com/PdfFiles/WBP.pdf>. No personnel have been denied access to the Audit Committee.
- IV. Taurus Asset Management Company Limited falls under the definition of 'Material Unlisted Subsidiary' of the Company on the basis of Consolidated Financial Statements of the Company and Subsidiaries for the Financial Year ended 31st March, 2021. None of the other Company's Subsidiaries is a "Material Unlisted Subsidiary" in terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the financial results and the investments (as and when made) are placed before the Audit Committee of the Company regularly for review. The Policy for determining Material Subsidiaries is available on the website of the Company having following web link, <http://www.hbportfolio.com/PdfFiles/PDMS.pdf>
- V. All the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance are being adhered to / complied with.
- VI. The Managing Director along with the Chief Financial Officer of the Company have given the Compliance Certificate on the review of Financial Statements, including Cash Flow Statement for the Financial Year ended 31st March, 2021 to the Board of Directors as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- VII. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Not Applicable.
- VIII. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is attached and forms an integral part of this report.
- IX. The Board of Directors has duly accepted the recommendation of its Committee(s), wherever required in accordance with the provisions of applicable laws.
- X. Total fees paid by the Company and its Subsidiaries, on a consolidated basis, to the Statutory Auditors is given as under:

(Amount in ₹)

Audit Fees	8,70,000/-
Tax Audit Fees	75,000/-
Limited Review Reports	30,000/-
Certification and others	80,275/-
Total	10,55,275/-

- XI. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given as under:

a. Number of complaints filed during the financial year	Nil
b. Number of complaints disposed of during the financial year	Nil
c. Number of complaints pending as on end of the financial year	Nil

- XII. The Company has adopted code of conduct applicable to all Directors and Senior Management Personnel of the Company and the same has been available on the Company's website viz. www.hbportfolio.com. For the year under review, all Directors and Senior Management Personnel have confirmed their adherence to the provisions of said code.
- XIII. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ADOPTION OF DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

- I. The Internal Auditor directly reports to the Audit Committee.

11. GENERAL SHAREHOLDER INFORMATION:

I. Ensuing Annual General Meeting Date, Time and Venue:

The ensuing Annual General Meeting of the Company will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on **Wednesday, 29th, September, 2021 at 11.00 A.M.** The deemed venue of the 26th AGM shall be the Registered Office of the Company.

II. Financial Year: 1st April, 2020 to 31st March, 2021.

III. Date of Book Closure: 23rd September, 2021 to 29th September, 2021.

IV. Listing on Stock Exchanges:

The Company's Equity Shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Annual Listing Fee for the financial year 2021-2022 has been paid to BSE Limited.

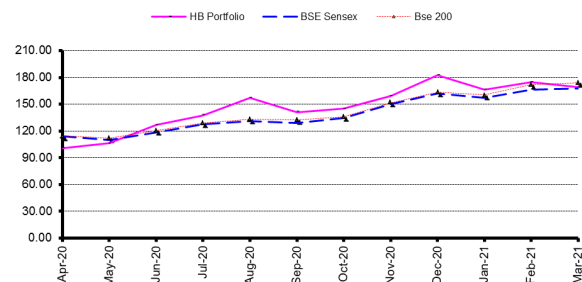
V. Stock Code / ISIN:

The Company's Stock Code at BSE Limited is 532333 (ISIN: INE638B01025)

VI. Market Price Data: The monthly High, Low price of the Company's Equity Share during each month in the last financial year at BSE Limited is as under:

Month	High Price	Low Price	Close Price	Volume
Apr-20	14.39	10.10	11.32	41624
May-20	14.60	10.00	11.96	203142
Jun-20	17.99	11.25	14.26	69402
Jul-20	18.55	13.57	15.50	168958
Aug-20	24.15	13.10	17.70	186359
Sep-20	20.30	13.85	15.85	32674
Oct-20	18.20	14.00	16.30	22621
Nov-20	19.90	13.60	17.95	57239
Dec-20	22.60	16.70	20.50	131178
Jan-21	21.80	16.60	18.75	124055
Feb-21	20.80	16.65	19.65	64351
Mar-21	27.80	18.05	19.05	147387

VII. Performance in Broad based Indices:



Stock Performance – Absolute Returns:

	1 Year
HB Portfolio	68.29
BSE Sensex	46.83
BSE 200	51.92

VIII. Registrar and Share Transfer Agents:

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

IX. Share Transfer System

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, except in case of request received for transmission or transposition of securities.

Share Transfers are registered and returned within a period of fifteen days from the date of receipt, if the documents are clear in all respects. The authority for transfer of shares has been delegated to the Managing Director for transfer of shares up to a fixed number beyond which the matters are placed before the Stakeholders Relationship Committee, which meets as and when required. As reported by Company's Registrar and Transfer Agent, all valid requests for transfer during the year under review were transferred within stipulated time limit.



X. The distribution of Shareholdings of the Company as on 31st March, 2021 is as under:

Shareholding of value of Rupees	Shareholders		Shareholding	
	Number	% to total	No. of Shares	% to total
Up to 5000	69041	99.33	1940628	18.03
5001-10000	228	0.33	162169	1.51
10001-20000	108	0.16	151285	1.41
20001-30000	40	0.06	98010	0.91
30001-40000	16	0.02	56279	0.52
40001-50000	20	0.03	92187	0.86
50001-100000	23	0.03	169076	1.57
100001 and above	34	0.05	8094596	75.20
TOTAL	69510	100.00	10764230	100.00

The category-wise distribution of Shareholders is as follows:

Category	No. of Shares held	% of Shareholding
A. Promoters Holding		
➤ Indian Promoter	6614245	61.45
➤ Foreign Promoters	Nil	0.00
B. Public Shareholding (Institutions)		
➤ Mutual Funds and UTI	1393	0.01
➤ Banks/Financial Institutions	29	0.00
➤ Foreign Portfolio Investors	Nil	0.00
C. Central Government/ State Government(s)/ President of India	529	0.00
D. Public Shareholding (Non Institutions)		
➤ Indian Public	3083869	28.65
➤ Bodies Corporate	379214	3.52
➤ NRIs	56712	0.53
➤ Clearing Members	3075	0.03
➤ Trusts	15	0.00
➤ NBFCs	45	0.00
E. Investor Education & Protection Fund Account	625104	5.81
Total	10764230	100.00

XI. Dematerialization of Share and Liquidity:

Company's Shares are tradable compulsorily in the electronic form. The Company is a member of both the depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the Company under the Depository system is INE638B01025. As on 31st March, 2021, 9781874 Equity Shares of the Company are held in Dematerialized form constituting 90.87% of the Company's Subscribed Share Capital.

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Audit of Reconciliation of Share Capital to reconcile the Total Admitted, Issued and Listed Capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and BSE Limited.

XII. The Company has no outstanding GDRs / ADRs / Warrants or any other instruments convertible into equity.

XIII. List of all credit ratings obtained by the Company along with any revisions thereto during the financial year: Not Applicable

XIV. Address for Correspondence:

The Company Secretary
 HB Portfolio Limited
 Plot No. 31, Echelon Institutional Area,
 Sector-32, Gurugram – 122 001, Haryana
 Ph: 0124-4675500; Fax: 0124-4370985
 E-mail: corporate@hbportfolio.com



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
HB Portfolio Limited
Gurugram

- We have examined the compliance of conditions of Corporate Governance by **HB PORTFOLIO LIMITED** ("the Company"), for the financial year ended on March 31, 2021, as stipulated in Regulations 17 to 27, clause (b) to (i) of sub-regulation (2) of Regulation 46 and Paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pursuant to the Listing Agreement entered into by the Company with the Stock Exchange.
- The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
- We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
- In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations during the period under review.
- We state that such Compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For G. C. AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

Place: New Delhi
Date: 28th June, 2021

Sd/-
G C AGARWAL
(Proprietor)
Membership No.: 083820
UDIN: 21083820AAABW7981

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS OF HB PORTFOLIO LIMITED

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
HB Portfolio Limited
Gurugram

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HB PORTFOLIO LIMITED** having CIN: **L67120HR1994PLC034148** and having Registered Office at Plot No. 31, Echelon Institutional Area, Sector 32, Gurugram -122001, Haryana, (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal - www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended **31st March, 2021** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Government of India or any such Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Lalit Bhasin	00002114	27/07/2004
2	Mr. Anil Goyal	00001938	20/02/2002
3	Mr. Raj Kumar Bhargava	00016949	25/07/2001
4	Mr. Ramesh Chandra Sharma	00023274	27/07/2004
5	Mrs. Anita Jain	00031612	31/03/2015
6	Mr. Harbans Lal	00076405	17/09/2019

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A.N. Kukreja & Co.
Company Secretaries

Place: New Delhi
Date : 28th June, 2021

Sd/-
A.N. Kukreja
(Proprietor)
FCS 1070; CP 2318
ICSI Unique Code: S1995DE014900
UDIN: F001070C000524175

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

To,
The Members of
HB Portfolio Limited
Gurugram

I, Anil Goyal, Managing Director of the Company declare that all the members of the Board of Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct.

Place: Gurugram
Date: 28th June, 2021

For HB Portfolio Limited
Sd/-
ANIL GOYAL
(Managing Director)
DIN: 00001938



INDEPENDENT AUDITORS' REPORT

To
The Members of HB PORTFOLIO LIMITED

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying Standalone Financial Statements of **HB Portfolio Limited** ("the Company"), which comprise the standalone balance sheet as at 31 March 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of cash flows and the standalone statement of changes in equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, its loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors report to be included in the Company's Annual report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 'A'** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to **Annexure 'B'**.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2021
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (h) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of section 197 of the Act.

FOR G C AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: New Delhi
DATED: 28th June, 2021

Sd/
(G C AGARWAL)
Proprietor
(Membership No. 083820)
UDIN: 21083820AAAABT6559

ANNEXURE – A TO THE AUDITORS' REPORT

The annexure referred to in Independent Auditor's Report to the members of **HB Portfolio Limited** on the standalone financial statements for the year ended on 31st March, 2021, We Report that:

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c. The Company does not have any immovable property.
2. a. As explained to us, inventories (Investments) have been physically verified by the management at reasonable intervals during the year. As explained to us the discrepancies noticed on physical verification of inventory as compared to the book records were not material.
3. As explained to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans and investment made and guarantee given and security provided to the extent applicable to the Company.
5. The Company has not accepted any deposits from the public.
6. The nature of the company's business/activities is such that maintenance of Cost Records under section 148(1) of the Act is not applicable to the company.
7. a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value added tax, Cess and other statutory dues to the extent and as applicable to the company have been generally regularly deposited by the company during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2021 for a period of more than six months from the date of becoming payable.
- b. According to the records of the Company, there are no disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities.
8. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loans/borrowings from bank. There are no loans or borrowings taken by the Company from any financial institution, government or debenture holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans (vehicle loan) were utilized for the purpose for which they were obtained.
10. In our opinion and according to the information and explanation given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. According to the information and explanations given to us and based on or examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company has made application to Reserve Bank of India for registration under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration is yet to be received. (Refer note no. 33)

FOR G C AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: New Delhi
DATED: 28th June, 2021

Sd/
(G C AGARWAL)
Proprietor
(Membership No. 083820)
UDIN: 21083820AAAABT6559

**Report on the Internal Financial Control under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **HB Portfolio Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR G C AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: New Delhi
DATED: 28th June, 2021

Sd/-
(G C AGARWAL)
Proprietor
(Membership No. 083820)
UDIN: 21083820AAAABT6559



BALANCE SHEET AS AT 31ST MARCH, 2021

Particulars	Notes	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
I. ASSETS			
Financial Assets			
a. Cash and cash equivalents	4	8,047,179	9,374,641
b. Bank Balance other than (a) above	5	4,425,302	6,658,580
c. Loans	6	20,000,000	135,500,000
d. Investments	7	1,237,783,567	902,655,175
e. Other Financial Assets	8	36,514,423	44,218,982
Non-Financial Assets			
a. Current Tax Assets (Net)	9	1,266,168	134,420
b. Deferred Tax Assets (Net)	10	539,305	523,797
c. Property, Plant and Equipment	11	2,350,148	3,084,423
d. Other Non-Financial Assets	12	4,347,069	2,730,861
TOTAL ASSETS		1,315,273,161	1,104,880,879
II. LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
a. Borrowings	13	-	322,753
b. Other Financial Liabilities	14	5,636,278	8,243,018
Non-Financial Liabilities			
a. Provisions	15	1,679,308	2,426,232
b. Other non-financial liabilities	16	431,266	502,684
Equity			
a. Equity Share Capital	17	110,378,599	110,378,599
b. Other Equity	18	1,197,147,710	983,007,593
TOTAL LIABILITIES AND EQUITY		1,315,273,161	1,104,880,879
Significant accounting policies and notes to the Standalone Financial Statements	1-48		

The accompanying notes form an integral part of the Standalone Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/-
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Notes	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
INCOME			
Revenue from Operations			
(i) Interest Income	19	6,965,332	8,667,048
(ii) Dividend Income	20	9,827,835	52,015,728
(iii) Sale of Commodities	21	47,964,787	-
I Total Revenue from Operations		64,757,954	60,682,776
II Other Income		-	-
III Total Income (I+II)		64,757,954	60,682,776
EXPENSES			
(i) Finance costs	22	5,399	66,104
(ii) Purchase of Stock-in-Trade	23	48,744,721	-
(iii) Employee benefits expenses	24	11,768,125	15,118,002
(iv) Depreciation and amortisation expense	11	777,072	773,220
(v) Others expenses	25	7,563,349	8,642,551
(vi) Contingent Provision against Standard Assets		(600,034)	386,000
IV Total Expenses (IV)		68,258,632	24,985,877
V Profit / (Loss) Before Tax (III-IV)		(3,500,678)	35,696,899
VI Tax Expense			
(i) Current Tax		-	635,000
(ii) Tax adjustments for earlier years		(635,000)	77,677
(iii) Deferred Tax (credit) / charge		(15,508)	(145,353)
Total Tax Expense (VI)		(650,508)	567,324
VII Profit/(Loss) for the year (V-VI)		(2,850,169)	35,129,575
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plans		769,979	(365,053)
- Changes in Fair Value of Investments carried at FVTOCI	26		
¹ -Realised gain		31,133,689	22,603,211
² -Unrealised gain		185,086,618	(269,686,348)
- Income tax relating to above mentioned item		-	-
Other Comprehensive Income for the year, net of tax		216,990,286	(247,448,190)
Total Comprehensive Income for the year (VII + VIII)		214,140,116	(212,318,615)
IX Earnings per Equity Share of Face Value of ₹ 10 each (previous year ₹ 10 each)	27		
Basic (₹)		(0.26)	3.26
Diluted (₹)		(0.26)	3.26

The accompanying notes form an integral part of the 1-48 standalone financial statements

The accompanying notes form an integral part of the Standalone Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

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(MANAGING DIRECTOR)
DIN: 00001938
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Date : 28th June, 2021

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LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

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ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
A. CASH FLOW FROM OPERATION ACTIVITIES		
Profit Before Tax	(3,500,678)	35,696,899
Adjustment for :		
Depreciation	777,072	773,220
Cash generated form operation before working capital changes	(2,723,606)	36,470,119
Working capital changes		
(Increase)/ decrease in loans	115,500,000	(93,900,000)
(Increase)/ decrease in other financial assets	7,704,559	(8,702,212)
(Increase)/ decrease in other non-financial assets	(846,787)	163,875
Increase /(decrease) in other financial liabilities	(373,463)	103,698
Increase /(decrease) in provisions	23,055	(2,205,607)
Increase /(decrease) in other non financial liabilities	(71,418)	101,405
Cash Flows before OCI and Tax	119,212,340	(67,968,722)
Income Tax paid	1,266,168	792,640
NET CASH FLOW FROM/ (USED) OPERATING ACTIVITIES	117,946,172	(68,761,362)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(42,797)	0
Purchase of Investments	(272,750,364)	(30,015,259)
Sale of Investments	153,842,279	106,116,188
NET CASH USED IN INVESTING ACTIVITIES	(118,950,882)	76,100,929
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings	(322,753)	(918,352)
NET CASH USED IN FINANCING ACTIVITIES	(322,753)	(918,352)
NET INCREASE/ DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(1,327,463)	6,421,215
OPENING CASH AND CASH EQUIVALENTS	9,374,641	2,953,426
CLOSING CASH AND CASH EQUIVALENTS	8,047,179	9,374,641

Note:

- Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statement)
- Cash and Cash Equivalents consist of cash in hand balances with banks.

Change in Liability arising from Financing Activities

Particulars	Borrowings (Refer Note No. 13)
Balance as on 1st April 2019	1,241,105
Proceeds/ Repayments of borrowing	(918,352)
Non cash change (Fair Value)	-
Balance as on 31st March 2020	322,753
Balance as on 1st April 2020	322,753
Proceeds/ Repayments of borrowing	(322,753)
Non cash change (Fair Value)	-
Balance as on 31st March 2021	-

The accompanying notes form an integral part of the Standalone Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

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Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021


STANDALONE STATEMENT OF CHANGES IN EQUITY
a. Equity Share Capital

	Number of Shares	(Amount in ₹)
As at 01st April, 2019	10,764,230	107,642,300
Changes in Equity share capital during the year	-	0
As at 31st March, 2020	10,764,230	107,642,300
Changes in Equity share capital during the year	-	-
As at 31st March, 2021	<u>10,764,230</u>	<u>107,642,300</u>

b. Other Equity
(Amount in ₹)

	Reserves and surplus				Other Comprehensive Income		Total
	General Reserve	Statutory Reserve	Securities Premium	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other comprehensive income - Remeasurement gain/ (losses) on defined benefit plan	
Balance as at April 01, 2020	314,252,875	199,095,042	367,610,047	243,617,643	69,440,162	1,310,439	1,195,326,208
Profit for the year	-	-	-	35,129,575	-	-	35,129,575
Other comprehensive income (net of tax)	-	-	-	-	(247,083,137)	-	(247,083,137)
Transferred to Statutory Reserve	-	7,025,915	-	(7,025,915)	-	-	-
Transfer of Realised gain on sale of instruments through FVTOCI	-	-	-	22,603,211	(22,603,211)	-	-
Remeasurement gain/ (losses) on defined benefit plan	-	-	-	-	-	(365,053)	(365,053)
Balance as at March 31, 2021	314,252,875	206,120,957	367,610,047	294,324,514	(200,246,186)	945,386	983,007,593
Balance as at April 01, 2020	314,252,875	206,120,957	367,610,047	294,324,514	(200,246,186)	945,386	983,007,593
Profit for the year	-	-	-	(2,850,169)	-	-	(2,850,169)
Other comprehensive income (net of tax)	-	-	-	-	216,220,307	-	216,220,307
Transfer of Realised gain on sale of instruments through FVTOCI	-	-	-	31,133,689	(31,133,689)	-	-
Remeasurement gain/ (losses) on defined benefit plan	-	-	-	-	-	769,979	769,979
Balance as at March 31, 2021	314,252,875	206,120,957	367,610,047	322,608,033	(15,159,568)	1,715,365	1,197,147,710

Significant accounting policies and notes to the Standalone Financial Statements

1-48

The accompanying notes form an integral part of the Standalone Financial Statements
As Per our Report of even date attached
FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

 Sd/-
 G C AGARWAL
 (PROPRIETOR)
 Membership No. : 083820
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 Date : 28th June, 2021

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 Sd/-
 DINESH KAPOOR
 (COMPANY SECRETARY)
 M. No.: FCS-6731
 Place: Gurugram
 Date : 28th June, 2021



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1. Company Information / Overview

The Company is a Public Limited Company incorporated and domiciled in India having its registered office at Gurugram, India. The Company is engaged in the activities/business of Investment and financial services. During the year the company has also started the business of trading in commodities. The Equity Shares of the Company are listed at BSE Limited.

2. Basis of preparation of financial statements.

(A) Compliance with Ind As

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

(B) Presentation of financial statements

The Balance Sheet, the statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

(C) Basis of preparation

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting as explained in the accounting policies below.

3. Significant Accounting Policies

3.1 Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and disclosures of contingent assets and liabilities at the end of the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

A) Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

B) Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

C) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature,

a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

D) Fair value measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

E) Other Estimates:

These include contingent liabilities, useful lives of tangible and intangible assets etc.

3.2 Financial Instruments

A) Initial Recognition and measurement

All financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

B) Classification and Subsequent measurement of financial assets-

The company classifies its financial assets into various measurements categories. The classification depends on the contractual terms of the financial assets' cash flows and the company's business model for managing financial assets.

a. Amortised Cost

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. FVOCI- debt instruments

A debt instruments in nature of financial asset is measured at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. FVOCI- equity instruments

Equity instruments in nature of financial assets are measured at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

d. FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Subsequent Measurement of financial assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange



gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

C. Financial Liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

D. Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

E. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

F. Impairment

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance

for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3.3 Cash and cash equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

3.4 Property, plant and equipments (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

Particulars	Useful life
Furniture & fixture	10 years
Office equipment	5 years
Computer	3 years
Vehicles	8 years

Assets costing less than Rs.5000/- are fully depreciated in the period of purchase.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year the asset is derecognised.

3.5 Intangible assets :

Intangible assets comprises of computer software which is amortized over the estimated useful life. The amortization period is lower of license period or 36 months which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.

3.6 Impairment of assets other than financial assets :

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.



If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

3.7 Investments in subsidiaries and associates :

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

3.8 Provisions :

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.9 Revenue recognition

A) Recognition of interest income on loans

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVOCI and debt instruments designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognised when they become measurable and when it is not unreasonable to expect their ultimate collection.

Income from bill discounting is recognised over the tenure of the instrument so as to provide a constant periodic rate of return.

B) Fees and commission income :

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

C) Dividend and interest income on investments :

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable

that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.10 Employee Benefits :

A) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

B) Contribution to provident fund

Company's contribution paid/payable during the year to provident fund is recognised in the Statement of profit and loss.

C) Gratuity

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of profit and loss. Liability for Gratuity is funded with Life Insurance Corporation of India.

Remeasurement gains/ losses-

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

D) Superannuation fund

The Company makes contribution to the Superannuation scheme, a defined contribution scheme, administered by Life Insurance Corporation of India, which are charged to the Statement of profit and loss. The Company has no obligation to the scheme beyond its contributions.

E) Leave encashment / compensated absences/ sick leave -

The Company provides for the encashment / availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

3.11 Finance costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost. Financial instruments include bank term loans, non-convertible debentures, fixed deposits mobilised, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

3.12 Taxation - Current and deferred tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

A) Current tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income

Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

B) Deferred tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3.13 Leases
As a lessee

The Company has applied Ind AS 116 with effect from 1 April 2019, which replaces the existing lease standard, Ind AS 17 Leases and other Interpretations. The Company has applied Ind AS 116 using the modified retrospective approach and has accordingly not restated the comparative information. The Company at the inception of a contract, assesses whether a contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period

of time in exchange for consideration. A lessee recognises a right-of use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company has elected not to recognise right-of-use of assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term.

3.14 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.15 Exceptional items

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

3.16 Earning per share

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

4. CASH AND CASH EQUIVALENT

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Cash on Hand	915,153	911,723
Balance with Banks		
- In current and deposit account	7,132,026	8,462,918
Total	8,047,179	9,374,641

5. BANK BALANCE OTHER THAN ABOVE

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Earmarked balances with banks-		
- Unclaimed dividend accounts	4,425,302	6,658,580
Total	4,425,302	6,658,580

6. LOANS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
A) Loans (at amortised cost) :		
Inter Corporate Loans - Standard	20,000,000	135,500,000
Total (Gross)	20,000,000	135,500,000
Less: Impairment loss allowance	-	-
Total (Net)	20,000,000	135,500,000
B) i) Secured by Tangible Assets		
ii) Unsecured	20,000,000	135,500,000
Total (Gross)	20,000,000	135,500,000
Less: Impairment loss allowance	-	-
Total (Net)	20,000,000	135,500,000

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
C) i) Loans in India		
a) Public Sector		
b) Others	20,000,000	135,500,000
Total (Gross)	20,000,000	135,500,000
Less: Impairment loss allowance	-	-
Total (Net) -C (i)	20,000,000	135,500,000
ii) Loans outside India		
Less: Impairment loss allowance	-	-
Total (Net) -C (ii)	-	-
Total (Net) -C (i + ii)	20,000,000	135,500,000

Credit Quality of Assets

The table below shows the credit quality and the maximum exposure to credit risk based on year end stage classification.

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2010 (In ₹)
Low credit risk- Stage I	20,000,000	135,500,000
Significant increase in credit risk- Stage II	-	-
Credit impaired- Stage III	-	-
	20,000,000	135,500,000

1. The amount presented are net of impairment loss allowance.
2. There are no changes in the Impairment loss allowances during the period.


7. INVESTMENTS

Particulars	Face Value	As at 31st March, 2021		As at 31st March, 2020	
	(₹)	Qty. (Nos.)	Amount in (₹)	Qty. (Nos.)	Amount in (₹)
A. INVESTMENT IN EQUITY INSTRUMENTS					
A.1 -Quoted Instrument fully paid up Equity Shares(At FVTOCI)					
1 Aditya Birla Fashion and Retail	10	45	7,601	-	-
2 DCM Shriram Industries Ltd	10	1,772,120	332,981,347	2,511,735	278,049,065
3 HB Estate Developers Ltd	10	2,104,317	21,548,206	2,104,317	11,931,477
4 Jaiprakash Associates Ltd.	2	6,266,024	43,235,566	6,266,024	6,704,646
5 Jaypee Infratech Ltd	10	425,353	680,565	425,353	272,226
6 Tata Global Beverages Ltd	1	950	606,955	950	280,060
Total (A.1)		10,568,809	399,060,240	11,308,379	297,237,473
A.2 -Unquoted Fully Paid up Equity Shares					
A.2.1 -In Subsidiary Companies (At Cost)					
1 HB Securities Ltd.(Wholly Owned Subsidiary)	10	8,207,570	99,075,700	8,207,570	99,075,700
2 HB Corporate Services Ltd.	10	4,257,478	52,490,175	4,257,478	52,490,175
3 Taurus Asset Management Co. Ltd.	10	16,931,176	369,895,099	11,872,118	216,808,004
4 Taurus Investment Trust Co. Ltd.	10	78,850	2,305,712	78,850	2,305,712
Total (A.2.1)		29,475,074	523,766,686	24,416,016	370,679,591
A.2.2 -In Associate Companies (At Cost)					
1 Harsai Investments Limited	10	400,000	4,000,000	400,000	4,000,000
Total (A.2.2)		400,000	4,000,000	400,000	4,000,000
A.2.3 -In Other Companies (At FVTOCI)					
1 QR Properties Pvt. Ltd.	10	4,500	4,207,945	4,500	4,251,420
2 RRB Securities Ltd.	10	200,000	6,186,405	200,000	5,924,400
5 Kesoram Textile Ltd.	10	49,699	357,071	49,699	357,071
Total (A.2.3)		254,199	10,751,421	254,199	10,532,891
Total A		40,698,082	937,578,347	36,378,594	682,449,955
B. INVESTMENT IN PREFERENCE SHARES - UNQUOTED (AT FVTOCI)					
1 HB Estate Developers Ltd.- 9% Redeemable Non-Convertible Non-Cumulative Preference Shares-Series III	100	2,000,000	200,000,000	2,000,000	200,000,000
2 HB Estate Developers Ltd.- 9% Redeemable Non-Convertible Non-Cumulative Preference Shares-Series II	1,00	800,000	800,000	-	-
3 HB Securities Ltd.- 0% Fully Convertible Preference Shares	1,000	20,000	20,000,000	20,000	20,000,000
Total B		2,820,000	300,000,000	2,020,000	220,000,000
C. INVESTMENT IN MUTUAL FUND (AT FVTPL)					
1 SBI Multipliers		500	5,220	500	5,220
2 Taurus Mutual Fund - CORPUS		-	200,000	-	200,000
Total C		500	205,220	500	205,220
Total Investments (A+B+C)		43,518,582	1,237,783,567	38,399,094	902,655,175
Total Investment at FVTOCI		13,643,008	709,811,661	13,582,578	527,770,364
Total Investment at FVTPL		500	205,220	500	205,220
Total Investment at Cost		29,875,074	527,766,686	24,816,016	374,679,591

Note:

1. All above investments are in India itself



8. OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Security Deposit*	34,508,440	34,508,440
Interest accrued but not due	1,083,121	4,338,818
Claim Recoverable-Doubtful	1,745,832	1,745,832
Less: Provision for doubtful recoverable	(1,745,832)	(1,745,832)
Other Recoverable**	922,862	5,371,724
Total	36,514,423	44,218,982

(*) Includes Rental Deposits given to related Party namely HB Estate Developers Ltd. ₹ 3,45,00,000/- (Previous Year ₹ 3,45,00,000/-)

(**) Includes Advances given to related Party namely HB Securities Ltd. ₹ Nil/- (Previous Year ₹ 50,00,000/-)

9. CURRENT TAX ASSETS (NET)

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Advance Tax and TDS	1,266,168	769,420
Less: Provision for Income Tax	-	-635,000
Total	1,266,168	134,420

The components of income tax expenses

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Current tax	-	635,000
Adjustments in respect of current income tax of prior years	(635,000)	77,677
Deferred tax relating to origin and reversal of temporary differences	(15,508)	(145,353)
Income tax expense reported in statement of profit and loss	(650,508)	567,324
Income tax recognised on other comprehensive income (OCI)		
Deferred tax related to items recognised in OCI during the period:		
- Remeasurement of defined benefit plans	-	-
Income tax charged to OCI	-	-

Reconciliation of the total tax charge

The tax charge shown in the Statement of Profit and Loss differ from the tax charge that would apply if all the profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31st March, 2021 and year ended 31st March, 2020 is, as follows:

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Accounting profit before tax	(3,500,678)	35,696,899
Applicable Statutory Enacted Income Tax Rate	25.17%	29.12%
Computed Tax Expenses	-	-
- Adjustments recognised in relation to tax of prior years	(635,000)	77,677
- Current year tax provision	-	635,000
- Deferred Tax	(15,508)	(145,353)
Income tax expense reported in the Statement of Profit and Loss	(650,508)	567,324

10. DEFERRED TAX ASSETS (NET)

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Leave Encashment/gratuity	402,514	454,011
Fixed Assets	136,791	69,786
Total	539,305	523,797

11. PROPERTY, PLANT & EQUIPMENT

(Amount in ₹)

Particulars	Furniture & Fixtures	Vehicles	Office Equipment	Data Processing Machine	Total
GROSS BLOCK					
As at 01st April, 2019	97,163	6,489,873	278,276	249,803	7,115,115
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
As at 31st March, 2020	97,163	6,489,873	278,276	249,803	7,115,115
Additions during the year	-	-	-	42,797	42,797
Deletions during the year	-	-	-	-	-
As at 31st March, 2021	97,163	6,489,873	278,276	292,600	7,157,912
ACCUMULATED DEPRECIATION					
As at 01st April, 2019	26,595	2,729,202	264,362	237,313	3,257,472
Depreciation Expense for the year	6,034	767,186	-	-	773,220
Adjustment during the year	-	-	-	-	-
As at 31st March, 2020	32,629	3,496,388	264,362	237,313	4,030,692
Additions during the year	6,034	767,186	-	3,852	777,072
Adjustment during the year	-	-	-	-	-
As at 31st March, 2021	38,663	4,263,574	264,362	241,165	4,807,764
NET BLOCK					
As at 31st March, 2021	58,500	2,226,299	13,914	51,435	2,350,148
As at 31st March, 2020	64,534	2,993,485	13,914	12,490	3,084,423

12. OTHER NON FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Prepaid Expenses	21,102	26,710
GST Recoverable	3,556,547	2,704,151
Recoverable from Tax Authorities	769,420	-
Total	4,347,069	2,730,861

13. BORROWINGS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
(A) In India		
At amortised cost:		
Term loan from Bank	-	322,753
Outside India	-	-
(B) Out of above		
Secured against Hypothecation of Vehicle financed	-	322,753
Unsecured	-	-
Total	-	322,753

(*) The Loan taken are at Interest rate of 8.35% P.A.

14. OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Unclaimed Dividend*	4,425,302	6,658,580
Expense payable	1,210,976	1,584,438
Total	5,636,278	8,243,018

(*) No amount was due for transfer to Investor Education and Protection Fund as on 31.03.2021

15. PROVISIONS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Provision for Employee Benefits		
Leave Encashment	1,599,308	1,598,309
Gratuity	-	147,889
Others		
Contingent Provision against Standard Assets	80,000	680,034
Total	1,679,308	2,426,232

16. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at	As at
	31st March, 2021 (In ₹)	31st March, 2020 (In ₹)
Statutory Dues Payable	431,266	502,684
Total	431,266	502,684

17. EQUITY SHARE CAPITAL

Particulars	As at	As at
	31st March, 2021 (In ₹)	31st March, 2020 (In ₹)
a. Authorised:		
2,00,00,000 Equity shares of ₹ 10/- each	200,000,000	200,000,000
2,00,00,000 Redeemable Preference Shares of ₹ 10/- each	200,000,000	200,000,000
Total	400,000,000	400,000,000
b. Issued		
1,15,93,531 Equity Shares of ₹ 10/- Each	115,935,310	115,935,310
Total	115,935,310	115,935,310
c. Subscribed and Paid up		
1,07,64,230 Equity Shares of ₹ 10/- Each fully paid up	107,642,300	107,642,300
Total	107,642,300	107,642,300
Add: Forfeited Shares- 8,29,301 (8,29,301) Equity Shares (Other than Directors)	2,736,299	2,736,299
Total	110,378,599	110,378,599

d. Reconciliation of number of equity shares outstanding at the beginning and end of the year

Particulars	Number of Shares	Amount in ₹
As At 01st April, 2019	10,764,230	107,642,300
Issued during the year	-	-
As At 31st March, 2020	10,764,230	107,642,300
Issued during the year	-	-
As At 31st March, 2021	10,764,230	107,642,300

e. Terms / Rights attached to the Equity Shares

- Issued Share capital of the Company has only one class of shares referred to as equity shares having Par value of ₹10/. Each holder of Equity Shares is entitled to One vote per share. In the event of the Liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by shareholders at the Annual General Meeting.

- During the FY 2017-18, the Company had allotted 59,48,055 (Fifty Nine Lakhs Forty Eight Thousand Fifty Five) Equity Shares of ₹ 10 (Rupees Ten) each fully paid-up to the Shareholders of HB Stockholdings Limited in the ratio of 25 (Twenty Five) equity shares of ₹ 10/- (Rupees Ten) each fully paid up of HB Portfolio Limited for every 100 (One Hundred) equity shares held by them in HB Stockholdings Limited. As a result of which, the equity share capital increased from ₹ 11,99,23,290 comprising of 1,19,92,329 equity shares of ₹ 10/- (Rupees Ten) each fully paid up to ₹ 17,94,03,840 comprising of 1,79,40,384 equity shares of ₹ 10/- (Rupees Ten) each fully paid up. After the allotment of equity shares by the Company to the Shareholders of HB Stockholdings Limited, the equity share capital of the Company had been reduced by reducing the face value of the equity shares from 1 (One) equity share of ₹ 10/- (Rupees Ten) fully paid up to 1 (One) equity shares of ₹ 6/- (Rupees Six) each fully paid up. The equity share capital of the Company so reduced had been further consolidated in such a manner that the Shareholders holding 5 (Five) equity share of ₹ 6/- (Rupees Six) each fully paid up were allotted 3 (Three) equity share of ₹ 10/- (Rupees Ten) each fully paid up in the equity share capital of the Company. As a result of which, the equity share capital reduced from ₹ 17,94,03,840 comprising of 1,79,40,384 equity shares of ₹ 10/- (Rupees Ten) each to ₹ 10,76,42,300 comprising of 1,07,64,230 equity shares of ₹ 10/- (Rupees Ten) each.

f. Shareholders holding more than 5% Equity Shares in the Company

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Lalit Bhasin	6,324,671	58.76%	6,324,671	58.76%

18. OTHER EQUITY

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a. General Reserve		
Opening Balance	314,252,875	314,252,875
Add: Transferred from Retained Earnings	-	-
Closing Balance	314,252,875	314,252,875
b. Securities Premium		
Opening Balance	367,610,047	367,610,047
Closing Balance	367,610,047	367,610,047
c. Statutory Reserve		
Opening Balance	206,120,957	199,095,042
Add: Transferred from surplus	-	7,025,915
Closing Balance	206,120,957	206,120,957
d. Retained Earning		
Opening Balance	294,324,514	243,617,643
Add: Profit/ (Loss) for the year	(2,850,169)	35,129,575
Add: Reclassification of Realised Gain on sale of investments from OCI	31,133,689	22,603,211
Less: Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	0	(7,025,915)
Closing Balance	322,608,034	294,324,514
e. Other Reserves		
Equity Instruments through other comprehensive income		
Balance as at the beginning of the year	(200,246,186)	69,440,162
Add: Net gain/(loss) on equity instruments designated at FVTOCI for the year (net of tax impacts)	216,220,307	(247,083,137)
Less: Reclassification of Realised Gain on sale of investments to retained earning	(31,133,689)	(22,603,211)
	(15,159,568)	(200,246,186)
Other items of Other comprehensive income - Remeasurement gain/ (losses) on defined benefit plan		
Balance as at the beginning of the year	945,386	1,310,439
Addition during the year	769,979	(365,053)
	1,715,365	945,386
TOTAL OTHER EQUITY	1,197,147,710	983,007,593

Description of the nature and purpose of Other Equity:
General Reserve

General Reserve represents the statutory reserve. This is in accordance with Indian Corporate Law where in a portion of profit is apportioned to General Reserve. Under Companies Act, 1956, it was mandatory to transfer amount before a company can declare dividend. However, under companies Act, 2013 transfer of any amount to general reserve is at the discretion of the company.

Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Statutory Reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.



Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

Equity Instruments through Other Comprehensive income.

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Other Comprehensive Income-Remeasurement Gain / (Losses) on Defined Benefit Plan

The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of other comprehensive income.

19. INTEREST INCOME

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Interest Income on Loans and intercorporate deposits (on financial asset as amortised cost)	6,965,332	7,694,166
Interest on Income Tax Refund	-	972,882
Total	6,965,332	8,667,048

20. DIVIDEND

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Dividend received on Shares	9,827,835	52,015,728
Total	9,827,835	52,015,728

21. SALE OF PRODUCTS

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Sales: -		
Copper Cathode	38,545,666	-
Cotton Bales	9,419,121	-
Total	47,964,787	-

22. FINANCE COST

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Interest expense on vehicle loan	5,399	66,104
Total	5,399	66,104

23. PURCHASE OF STOCK-IN-TRADE

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Purchase: -		
Copper Cathode	39,172,442	-
Cotton Bales	9,572,279	-
Total	48,744,721	-

24. EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Salary & Benefits	10,619,516	13,734,470
Contribution to Provident fund and other fund	1,069,950	1,313,051
Staff Welfare	78,659	70,481
Total	11,768,125	15,118,002

25. OTHER EXPENSES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Rent/Facility Charges	861,240	861,240
Vehicle Running and Maintenance	240,307	478,912
Insurance	108,889	123,288
Travelling & Conveyance	248,150	417,213
Communication	109,218	583,601
Printing & Stationery	87,467	615,765
Legal & Professional	3,099,179	3,047,269
Listing Fee	300,000	300,000
Advertisement	207,954	239,792
Director Sitting fees	770,000	720,000
Depository and Custodial and CDSL and NSDL Fees	175,695	117,280
Corporate Social Responsibility Expenditure (Note No. 45)	875,000	700,000
Miscellaneous	281,200	269,191
Auditors Remuneration		
-Audit Fees	115,000	115,000
-Tax Audit Fees	15,000	15,000
-Limited Review Reports	30,000	30,000
-Certification and others	39,050	9,000
Total	7,563,349	8,642,551

26. FAIR VALUE CHANGES OF INVESTMENTS AT FVTOCI

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Net Gain/ (loss) on fair valuation of Equity investments at FVTOCI		
Realised gain / (loss) on sale of investments	31,133,689	(365,053)
Unrealised gain / (loss) on fair valuation of investments	185,086,618	22,968,264
Total	216,220,307	22,603,211

27. EARNING PER SHARE (EPS)

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Profit/(Loss) for the year	(2,850,169)	35,129,575
Weighted average number of Equity Shares used in computing basic EPS	10,764,230	10,764,230
Weighted average number of Equity Shares used in computing diluted EPS	10,764,230	10,764,230
Basic Earnings per share (Rs.)	(0.26)	3.26
Diluted Earnings per share (Rs.)	(0.26)	3.26
Face value per share (Rs.)	10	10

28. RELATED PARTY TRANSACTIONS

28.1 List of related parties with whom transactions have taken place and relationship:

- a) **Subsidiaries**
 - 1. HB Securities Ltd. (Wholly Owned)
- b) **Key Managerial Personnel**
 - 1. Shri Anil Goyal, Managing Director
 - 2. Shri Dinesh Kapoor, Company Secretary
 - 3. Shri Himanshu Kansal, Chief Financial Officer
- c) **Person having control/significant influence /major shareholders**
 - 1. Shri Lalit Bhasin
- d) **Enterprises over which control/significant influence exist of the relatives of persons mentioned in (c) above**
 - 1. RRB Master Securities Delhi Ltd.
 - 2. RRB Securities Limited
- e) **Companies under direct or indirect common control/significant influence**
 - 1. HB Estate Developers Ltd.
- f) **Associates**
 - 1. Merwanjee Securities Ltd.

28.2 Transactions during the Financial Year ended 31st March, 2020 with related Parties as under

Sr. No.	Particulars	Nature of Transaction	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
1	HB Securities Ltd.	Depository Charges paid	31,365	21,205
		Subscription made for Equity / Preference Share	0	30,000,000
		Amount received against Redemption of Preference Share	0	30,000,000
		Outstanding Guarantees given as at the year end	13,300,000	19,300,000
2	Anil Goyal	Remuneration and other services	5,505,600	7,360,000
3	Dinesh Kapoor	Remuneration and other services	2,219,550	2,870,400
4	Himanshu Kansal	Remuneration and other services	1,287,002	1,846,307
5	Lalit Bhasin	Sitting Fee	80,000	80,000
6	RRB Master Securities Delhi Ltd.	Sale of Investment/ Securities through them	21,419,337	675,463
		Purchase of Investment/ Securities through them	11,686,663	0
7	RRB Securities Limited	Purchase of Shares	153,087,095	0
8	HB Estate Developers Ltd.	Rent paid	861,240	861,240
		Security deposit outstanding for premises on Rent	34,500,000	34,500,000
9	Merwanjee Securities Ltd.	Sale of Investment/ Securities through them	112,343,658	75,413,584
		Purchase of Investment/ Securities through them	7,972,894	0

29. RETIREMENT BENEFIT OBLIGATIONS

Disclosure in respect of Employee Benefits pursuant to Ind AS-19

A) Defined Contributions Plans

The Company has recognised following expenses in respect of the defined contribution plans:

Particulars	Current Year	Previous Year
	Amount (In ₹)	Amount (In ₹)
Company Contribution to Provident Fund	6,97,579/-	9,08,335/-
Company Contribution to superannuation fund	1,00,000/-	1,00,000/-

B) Defined Benefit Plans

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as of 31st March, 2020 and 31st March, 2021, being the respective measurement dates:

(i) Movement in defined benefit obligation

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Present value of obligation -at the beginning of the period	7,090,711	6,374,480	1,598,309	1,372,752
Interest cost	496,350	446,214	111,882	96,093
Current service cost	261,871	305,558	77,689	110,236
Benefits paid	0	(166,731)	(297,745)	(240,617)
Remeasurements - actuarial (gain)/ loss	(891,956)	131,190	109,173	259,845
Present value of obligation -at the end of the period	6,956,976	7,090,711	1,599,308	1,598,309

(ii) Movement in Plan Assets – Gratuity

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Fair value of plan assets at beginning of year	6,942,822	6,386,515	-	-
Expected return on plan assets	485,998	447,056	-	-
Employer contributions	-	250,000	-	-
Benefits paid	0	(166,731)	-	-
Actuarial gain / (loss)	(12,804)	25,982	-	-
Fair value of plan assets at end of year*	7,416,016	6,942,822	-	-

(*) 100% of fund is managed by Insurance Company

(iii) The amount to be recognised in the Balance Sheet

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Present value of obligation -at the end of the period	6,956,976	7,090,711	1,599,308	1,598,309
Fair value of plan assets at end of year	7,416,016	6,942,822	-	-
Net liability/(asset) recognized in Balance Sheet	(459,040)	147,889	1,599,308	1,598,309
Funded Status- Surplus/ (Deficit)	459,040	(147,889)	(1,599,308)	(1,598,309)

(iv) Expense recognised in the statement of Profit and Loss

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Interest cost	496,350	446,214	111,882	96,093
Current Service cost	261,871	305,558	77,689	110,236
Expected return on plan assets	(485,998)	(447,056)	-	-
Expenses to be recognised in P&L	272,223	304,716	189,571	206,329

(v) Recognised in other comprehensive income

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Cumulative unrecognized actuarial (gain)/loss opening. B/F	(1,285,740)	(1,390,948)	340,354	80,509
Remeasurement - Actuarial (gain)/loss -Obligation	(891,956)	131,190	109,173	259,845
Remeasurement - Actuarial (gain)/loss -Plan assets	12,804	(25,982)	-	-
Total Actuarial (gain)/loss	(879,152)	105,208	109,173	259,845
Cumulative unrecognized actuarial (gain)/loss opening. C/F	(2,164,892)	(1,285,740)	449,527	340,354

(vi) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below

Weighted average actuarial assumptions	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Discount Rate	7.00 % per annum	7.00 % per annum	7.00 % per annum	7.00 % per annum
Expected Rate of increase in salary	6.00 % per annum	6.00 % per annum	6.00 % per annum	6.00 % per annum
Mortality rate	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal Rate- 18 to 30 Years	5.00 % p.a.	5.00 % p.a.	5.00 % p.a.	5.00 % p.a.
- 30 to 44 Years	3.00 % p.a.	3.00 % p.a.	3.00 % p.a.	3.00 % p.a.
- 44 to 70 Years	2.00 % p.a.	2.00 % p.a.	2.00 % p.a.	2.00 % p.a.

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(vii) Sensitivity analysis

For the year ended 31st March, 2020

Particulars	Change in assumption	Effect on Gratuity	Effect on leave encashment
Discount rate	+1%	-490,720	-124,282
	-1%	544,159	141,540
Salary Growth rate	+1%	544,159	141,540
	-1%	-499,693	-126,535
Attrition Rate	+1%	23,855	8,198
	-1%	-26,291	-9,308

(viii) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(Amount in ₹)

Particulars	Gratuity	Leave encashment
01st April, 2021 to 31st March, 2022	242,617	56,432
01st April, 2022 to 31st March, 2023	135,138	1,542,876
01st April, 2023 to 31st March, 2024	135,138	-
01st April, 2024 to 31st March, 2025	135,139	-
01st April, 2025 to 31st March, 2026	135,084	-
01st April, 2026 Onwards	6,173,860	-

30. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)
CONTINGENT LIABILITIES:

Guarantees given on behalf of Subsidiary Company HB Securities Limited ₹ 1,33,00,000/- (Previous Year ₹ 1,93,00,000/-)

31. DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

To the extent information available with the company, it has no dues to the Micro, Small and medium enterprises as at 31st March, 2021 and 31st March, 2020.

32. DISCLOSURE OF LOANS/ADVANCES IN THE NATURE OF LOANS IN TERMS OF PROVISION OF REGULATION 34 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 -

(Amount in ₹)

Particulars	Outstanding Balance as on 31.03.2021	Max. Balance outstanding during the year	Outstanding Balance as on 31.03.2021	Max. Balance outstanding during the previous Year
i. Loans & Advances in the nature of loans to Subsidiary.	Nil	Nil	Nil	Nil
ii. Loans & Advances in the nature of loans to Associates.	Nil	Nil	Nil	Nil
iii. Loans & Advances in the nature of loans where there is no repayment schedule, no interest or interest below Section 186 of the Companies Act, 2013	Nil	Nil	Nil	Nil
iv. Loans & Advances in the nature of loans to firms/companies in which directors are interested.	Nil	Nil	Nil	Nil
v. Investments by Loanee in the Shares of parent company and subsidiary company when the company has made loan or advance in the nature of Loan.	No. of Shares	Amount.	No. of Shares	Amount.
	Nil	Nil	Nil	Nil

33. The company made an application for issue of Certificate of Registration with Reserve Bank of India (RBI) under Section 451A of the Reserve Bank of India Act, 1934. The application of the company was, however, returned by RBI vide its letter dated December 24, 2004 with an advice to resubmit the application on the completion of SEBI's enquiry against the group companies. In an Appeal filed by the company before the Appellate Authority (in the Ministry of Finance) against the aforesaid decision of RBI, the Appellate Authority vide its Order dated September 25, 2006, directed the company to resubmit the application along with the latest balance sheets and other relevant details within 30 days to RBI and RBI to thereafter decide the case by obtaining necessary response from SEBI within 3 months from the date of receipt of the Order. The company resubmitted its application to RBI's



Regional Office at New Delhi on 23rd October 2006 as per the aforesaid directions of the Appellate Authority. Additional details / documents / clarifications as required by RBI from time to time were submitted.

The company vide its letters dated 11th October, 2010 and 29th January, 2011 intimated the RBI about the disposal of pending proceeding by the SEBI and also furnished copy of SEBI orders. The RBI vide its letter dated 29th March, 2011 advised the company to make a fresh application for issue of Certificate of Registration. As directed by RBI, the company filed a fresh application on 20th June 2011. The necessary queries/information raised/sought by RBI from time to time were filed. Thereafter, the company was advised by the RBI vide its letter dated 30th January 2013 to file fresh application for registration as NBFC and accordingly the company submitted the fresh application along with required documents/information on 29th July, 2013. The RBI again returned the application for submission of additional documents/information vide its letter dated 16th August, 2013 and accordingly the company submitted the fresh application along with required documents/information on 19th March, 2014. The information/clarifications sought thereafter by RBI were also submitted by the company.

Vide letter dated 19th January, 2016, RBI advised the Company to make fresh Application. Accordingly, the Company filed the fresh Application on 08th March, 2016. Further information / clarification sought by RBI were also submitted. Vide letter dated 18th July, 2017, RBI returned the Company's Application with the advice that, the existing financial business of the Company may be merged / amalgamated with any of the Registered Group NBFC. Accordingly, the Company vide its letter dated 19th February, 2018 wrote to RBI for either transfer of Registration Certificate of one of the Group NBFC to the Company or for issue of fresh Certificate of Registration to the Company in lieu of surrender of NBFC Registration Certificate by one of the Group NBFC Company.

Initially, RBI agreed to the Company's proposal for Issue of fresh NBFC Registration to the Company on surrendering the NBFC Registration Certificate by one of the Group NBFC Company. However, in subsequent discussions, RBI advised the Company that the process of surrendering Registration Certificate of Group NBFC Company and Company's Application for granting Certificate of Registration as NBFC shall be dealt separately as per the RBI Rules and Regulations. In spite of the Company's best efforts, the Certificate of Registration as NBFC has not been granted so far to the Company. To ensure the Company's well being and its growth, the Board of Directors of the Company is of the view that it should diversify its business activities to non-financial sectors subject to requisite approvals as may be required. Accordingly, during the year the company has started business of trading in commodities.

34. In view of the above facts, the provisions of "Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 are yet to be applicable to the company. However, as a matter of prudent and proper practice, disclosure of details as required by Para 18 of aforesaid directions is being given. Similarly the transfer of profit to Reserve Fund as required by Reserve Bank of India (Amendment) Act, 1997 is also being made.

35. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The company has adequate cash and bank balances. The company monitors its capital by careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any significant amount of debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

36. Financial Risk Management

Financial risk factors

The Company's principal financial liabilities, comprise borrowings and other payables. The main purpose of these financial liabilities is to purchase certain fixed assets and other liabilities incurred during the ordinary course of Company's operations. The Company's principal financial assets include Investments, inter corporate deposits, loans, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its investments.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of Financial Instruments will fluctuate because of change in market interest rates. The company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at amortised cost.

Currency risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

Equity Price Risk

(a) Exposure

The company is exposed to equity price risk arising from Investments held by the company and classified in the balance sheet as fair value through OCI. To manage its price risk arising from investment in equity securities, the company diversifies its portfolio. The majority of the company's equity instruments are listed on the Bombay stock exchange (BSE) or the National stock exchange (NSE) in India.

(b) Sensitivity analysis- Equity price risk

The table below summarise the impact of increase/ decrease of the index on the company's equity and the profit for the period. The analysis is based on the assumption that the equity/ index had increased by 2% or decreased by 2% with all other variable held constant, and that all the company's equity instruments moved in line with the Index.

(Amount in ₹)

	Impact on Profit & Loss for the year ended 31st March 2021	
	31-Mar-21	31-Mar-20
NSE/ BSE Index - Increase by 2 %	7,981,205	5,944,749
NSE/ BSE Index - Decrease by 2 %	(7,981,205)	(5,944,749)

II. Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

III. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities.

(Amount in ₹)

As at 31st March, 2021	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	8,047,179		8,047,179
Bank Balance other than above	4,425,302		4,425,302
Loans	20,000,000		20,000,000
Investments	710,016,881	527,766,686	1,237,783,567
Other Financial Assets	36,514,423		36,514,423
Total	779,003,785	527,766,686	1,306,770,471
Financial Liabilities			
Other financial liabilities	5,636,278		5,636,278
Total	5,636,278	-	5,636,278

As at 31st March, 2020	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	9,374,641		9,374,641
Bank Balance other than above	6,658,580		6,658,580
Loans	135,500,000		135,500,000
Investments	902,655,175	374,679,591	1,277,334,766
Other Financial Assets	44,218,982		44,218,982
Total	1,098,407,378	374,679,591	1,473,086,969
Financial Liabilities			
Borrowings	322,753	-	322,753
Other financial liabilities	8,243,018		8,243,018
Total	8,565,771	-	8,565,771



37. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

(Amount in ₹)

Particulars	31st March, 2021			31st March, 2020		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
ASSETS						
Financial Assets						
Cash and cash equivalents	8,047,179	-	8,047,179	9,374,641	-	9,374,641
Bank Balance other than above	4,425,302	-	4,425,302	6,658,580	-	6,658,580
Loans	20,000,000	-	20,000,000	135,500,000	-	135,500,000
Investments	710,016,881	527,766,686	1,237,783,567	902,655,175	374,679,591	1,277,334,766
Other Financial Assets	36,514,423	-	36,514,423	44,218,982	-	44,218,982
Non-Financial Assets						
Current tax assets (Net)	1,266,168	-	1,266,168	134,420	-	134,420
Deferred tax assets (Net)	539,305	-	539,305	523,797	-	523,797
Property, Plant and Equipment	2,350,148	-	2,350,148	3,084,423	-	3,084,423
Other non -financial assets	4,347,069	-	4,347,069	2,730,861	-	2,730,861
TOTAL ASSETS	787,506,475	527,766,686	1,315,273,161	1,104,880,879	374,679,591	1,479,560,470
LIABILITIES						
Financial Liabilities						
Borrowings	-	-	-	322,753	-	322,753
Other financial liabilities	5,636,278	-	5,636,278	8,243,018	-	8,243,018
Non Financial Liabilities						
Provisions	136,432	1,542,876	1,679,308	2,426,232	1,542,847	3,969,079
Other non-financial liabilities	431,266	-	431,266	502,684	-	502,684
TOTAL LIABILITIES	6,203,976	1,542,876	7,746,852	11,494,687	1,542,847	13,037,534

38. FAIR VALUES

The management assessed that Fair Values of Financial Assets and Liabilities are approximately their carrying values.

39. FAIR VALUE HIERARCHY

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use Inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2021:

(Amount in ₹)

Particulars	Amortised cost	Fair value through OCI	Fair value through P&	Total carrying value	Total Fair value	Fair value			
						Level 1	Level 2	Level 3	Total
Financial Assets									
Cash and cash equivalents	8,047,179	-	-	8,047,179	8,047,179	-	-	-	-
Bank Balance other than above	4,425,302	-	-	4,425,302	4,425,302	-	-	-	-
Loans	20,000,000	-	-	20,000,000	20,000,000	-	-	-	-
Investments	527,766,686	709,811,661	205,220	1,237,783,567	1,237,783,567	710,016,881	-	-	710,016,881
Other Financial Assets	36,514,423	-	-	36,514,423	36,514,423	-	-	-	-
	596,753,590	709,811,661	205,220	1,306,770,471	1,306,770,471	710,016,881	-	-	710,016,881
Financial Liabilities									
Other financial liabilities	5,636,278	-	-	5,636,278	5,636,278	-	-	-	-
	5,636,278	-	-	5,636,278	5,636,278	-	-	-	-

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2020:

(Amount in ₹)

Particulars	Amortised cost	Fair value through OCI	Fair value through P&	Total carrying value	Total Fair value	Fair value			
						Level 1	Level 2	Level 3	Total
Financial Assets									
Cash and cash equivalents	9,374,641	-	-	9,374,641	9,374,641	-	-	-	-
Bank Balance other than above	6,658,580	-	-	6,658,580	6,658,580	-	-	-	-
Loans	135,500,000	-	-	135,500,000	135,500,000	-	-	-	-
Investments	374,679,591	527,770,364	205,220	902,655,175	902,655,175	527,975,584	-	-	-
Other Financial Assets	44,218,982	-	-	44,218,982	44,218,982	-	-	-	-
	570,431,794	527,770,364	205,220	1,098,407,378	1,098,407,378	527,975,584	-	-	-
Financial Liabilities									
Borrowings	322,753	-	-	322,753	322,753	-	-	-	-
Other financial liabilities	8,243,018	-	-	8,243,018	8,243,018	-	-	-	-
	8,565,771	-	-	8,565,771	8,565,771	-	-	-	-

40. SCHEDULE AS REQUIRED IN TERMS OF PARAGRAPH 18 OF "NON-BANKING FINANCIAL COMPANY - NON-SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING COMPANY (RESERVE BANK) DIRECTIONS, 2016.

(₹ in Lakhs)

Particulars	Amount outstanding	Amount overdue
LIABILITIES SIDE :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	Nil (Nil)	Nil (Nil)
: Unsecured	Nil (Nil)	Nil (Nil)
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	Nil (Nil)	Nil (Nil)
(c) Term Loans	Nil (Nil)	Nil (Nil)
(d) Inter- Corporate Loans and Borrowing	Nil (Nil)	Nil (Nil)
(e) Commercial Paper	Nil (Nil)	Nil (Nil)
(f) Public Deposits	Nil (Nil)	Nil (Nil)
(g) Other Loans (Vehicle Loan)	(Nil) 3.23	Nil (Nil)
(2) Break-up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid		
(a) In the form of Unsecured Debentures	Nil (Nil)	Nil (Nil)
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil (Nil)	Nil (Nil)
(c) Other Public Deposits	Nil (Nil)	Nil (Nil)

ASSETS SIDE :

(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	*Amount outstanding
(a) Secured	Nil (Nil)
(b) Unsecured	549.72 1753.80
(*) Net of Provisions Other than on Standard Assets; Also includes Security deposits, trade receivables and other advances not strictly credit exposure.	

(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	Nil (Nil)
(b) Operating lease	Nil (Nil)
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	Nil (Nil)
(b) Repossessed Assets	Nil (Nil)
(iii) Hypothecation loans counting towards EL/HP activities	
(a) Loans where assets have been repossessed	Nil (Nil)
(b) Loans other than (a) above	Nil (Nil)
(5) Break-up of Investments:	
Current Investments	
1. Quoted	
(i) Shares : (a) Equity	Nil (Nil)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)

2. Unquoted	
(i) Shares : (a) Equity	Nil (Nil)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)



Long Term Investments	
1. Quoted	
(i) Shares : (a) Equity	3990.60 (2972.37)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)
2. Unquoted	
(i) Shares : (a) Equity	5385.18 (3852.12)
(b) Preference	3000.00 (2200.00)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	2.05 (2.05)
(iv) Government Securities	Nil (Nil)
(v) Others (SAM)	Nil (Nil)

(6) Borrower group-wise classification of assets financed as in (3) and (4) above

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	Nil (Nil)	(Nil) 50.00	(Nil) 50.00
(b) Companies in the same group	Nil (Nil)	345.00 (345.00)	345.00 (345.00)
(c) Other Related Parties	Nil (Nil)	Nil (Nil)	Nil (Nil)
2. Other than Related Parties			
	Nil (Nil)	204.72 (1358.80)	204.72 (1358.80)
Total	Nil (Nil)	549.72 (1753.80)	549.72 (1753.80)

(7) Investor group-wise classification of all investments (Current and Long Term) in Shares and Securities (both Quoted and Unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions made)
1. Related Parties		
(a) Subsidiaries	5237.67 (3706.80)	5237.67 (3706.80)
(b) Companies in the same group*	3215.48 (2319.31)	3215.48 (2319.31)
(c) Other related parties	40.00 (40.00)	40.00 (40.00)
2. Other than Related Parties		
	3884.69 (2960.44)	3884.69 (2960.44)
Total	12377.84 (9026.55)	12377.84 (9026.55)

(8) Other information

Particulars	Amount
(i) Gross Non-Performing Assets	Nil Nil
(a) Related Parties	Nil Nil
(b) Other than Related Parties	Nil Nil
(ii) Net Non-Performing Assets	Nil (Nil)
(a) Related Parties	Nil (Nil)
(b) Other than Related Parties	Nil (Nil)
(iii) Assets acquired in satisfaction of debt	Nil (Nil)

41. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
42. The Company does not have any pending litigation which would impact its financial position.
43. **LEASE:**
Expenses recognised in the statement of profit & loss in respect of short term lease for ₹ 8,61,240/- (PY ₹ 8,61,240/-)
44. **SEGMENT REPORTING**
In the opinion of Management there are no separate reportable segments as per Indian Accounting Standard (Ind AS-108).
45. **INFORMATION IN RESPECT OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE REQUIRED TO BE SPENT BY THE COMPANY**

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Gross amount required to be spent by the Company	8,56,046/-	6,35,680/-
b) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	8,75,000/-	7,00,000/-
c) Amount payable at the Year End	-	-

46. Due to the outbreak of COVID-19 globally and in India, the Company's management has made an initial assessment of likely adverse impact on the economic environment in general, business, and financial risks upto the date of financial statements and conclude that there is no material impact on the long-term performance of the Company. However, the Company will continue to monitor any material changes to the future economic conditions.
47. **STANDARDS ISSUED BUT NOT YET EFFECTIVE**
There are neither new standards nor amendments to existing standards which are effective for the annual period beginning from 01 April 2021.
48. The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the Current Year's presentation.

The accompanying notes form an integral part of the Standalone Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/-
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of HB PORTFOLIO LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **HB PORTFOLIO LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding company and its subsidiaries together referred to as 'the group') and its associates, which comprise of the Consolidated Balance Sheet as at March 31, 2021 and the consolidated statement of profit and loss (including other comprehensive income), the consolidated Cash Flow Statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2021, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group and its associates in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rule thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion on the consolidated financial statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its Associates in accordance with the other accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and of its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

5. Other matters

- (a) We did not audit the financial statements / financial information of four subsidiaries, whose financial statements / financial information reflect total assets of Rs. 81,48,41,396/- as at 31st March, 2021, total revenues of Rs. 14,96,24,655/- and net cash flows amounting to Rs. 34,64,935/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information of four subsidiaries have been audited by the other auditor whose reports have been furnished to us by the management and our opinion, on the statement, in so far as it relates to the amounts and disclosures included in respect of the four subsidiaries, and our report in terms of sub-sections (3) Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
- (b) The consolidated financial statements also include the Group's share of net profit of Rs. 11,10,067/- for the year ended 31st March, 2021, as considered in the consolidated financial statements, in respect of two associates, whose financial statements / financial information have not been audited by us. In respect of two associates, financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements / financial information.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss including the statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and its associate company, none of the directors of the Group companies is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group and its associates;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group Company.
- (h) The managerial remuneration for the year ended 31st March, 2021 has been paid / provided for by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act

FOR G C AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: New Delhi

DATED: 28th June, 2021

Sd/
(G C AGARWAL)
Proprietor
(Membership No. 083820)
UDIN: 21083820AAAABU5656



Report on the Internal Financial Control under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls over financial reporting of **HB Portfolio Limited** ("the Holding Company") and its subsidiary company which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR G C AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: New Delhi

DATED: 28th June, 2021

Sd/-
(G C AGARWAL)
Proprietor
(Membership No. 083820)
UDIN: 21083820AAAABU5656



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

	Notes	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
I. ASSETS			
Financial Assets			
a. Cash and cash equivalents	4	29,141,802	33,934,197
b. Bank Balances other than (a) above	5	22,450,302	34,883,580
c. Receivables			
i) Trade Receivables	6	7,807,774	1,941,626
d. Loans	7	380,568,568	436,082,056
e. Investments	8	1,018,311,554	818,772,304
f. Other Financial Assets	9	96,989,164	71,173,884
Non-Financial Assets			
a. Current Tax Assets	10	16,484,756	28,549,846
b. Deferred Tax Assets (Net)	11	-	288,892
c. Property, Plant and Equipment	12	5,456,149	6,714,189
d. Right of Use Lease Assets	13	469,120	1,032,064
e. Other Intangible Assets	14	362,857	464,098
f. Other Non-Financial Assets	15	57,868,360	79,792,036
TOTAL ASSETS		1,635,910,406	1,513,628,772
II. LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
a. Payables			
i) Trade Payables	16		
- total outstanding dues of micro enterprises and small enterprises		164,476	493,566
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,380,971	3,159,717
ii) Other Payables			
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
b. Borrowings	17	-	322,753
c. Subordinated Liabilities	18	600,000	600,000
d. Other Financial Liabilities	19	6,693,811	9,717,528
Non-Financial Liabilities			
a. Deferred Tax Liabilities (Net)	11	1,276,859	-
b. Provisions	20	14,147,821	14,707,718
c. Other Non-Financial Liabilities	21	62,247,797	57,413,035
Equity			
a. Equity Share Capital	22	110,378,599	110,378,599
b. Other Equity	23	1,434,250,150	1,151,859,398
Equity attributable to owners of the parents		1,544,628,749	1,262,237,997
c. Non-controlling interests		3,769,923	164,976,458
Total Equity		1,548,398,672	1,427,214,455
TOTAL LIABILITIES AND EQUITY		1,635,910,406	1,513,628,772
Significant accounting policies and notes to the Consolidated Financial Statements	1-57		

The accompanying notes form an integral part of the Consolidated Financial Statements
As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/-
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

	Notes	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
INCOME			
Revenue from operations			
(i) Interest Income	24	41,275,913	50,841,748
(ii) Dividend Income	25	10,485,376	31,034,622
(iii) Management Fees & Commission Income	26	66,099,402	64,264,977
(iv) Net Gain on Fair Value Changes	27	48,897,219	-
(v) Sale of Commodities	28	47,964,787	-
I Total Revenue from operations		214,722,697	146,141,347
II Other Income	29	6,821	967,806
III Total income (I+II)		214,729,518	147,109,153
EXPENSES			
(i) Finance costs	30	72,810	239,913
(ii) Net Loss on Fair Value Changes	27	0	30,336,589
(iii) Purchase of Stock-in-Trade	31	48,744,721	-
(iv) Employee benefits expenses	32	66,511,651	89,144,902
(v) Depreciation and amortisation expense	12	2,829,301	2,746,291
(vi) Others expenses	33	49,976,806	77,117,630
(vii) Contingent Provision against Standard Assets		(600,034)	386,000
IV Total Expenses (IV)		167,535,255	199,971,325
V Profit/ (Loss) Before Tax (III-IV)		47,194,263	(52,862,172)
VI Tax Expense			
(i) Current Tax		2,528,607	683,810
(ii) Tax earlier years		(635,000)	81,064
(iii) Deferred Tax (credit) / charge		1,301,481	(32,951)
Total Tax Expense (VI)		3,195,088	731,923
VII Profit for the year (V-VI)		43,999,175	(53,594,095)
VIII Add: Share of Profit from Associate (Net)		1,110,067	426,073
IX Profit for the year (VII + VIII)		45,109,242	(53,168,022)
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		2,440,091	(39,224)
Less: income tax effect on above		(289,844)	(109,475)
(b) Fair Value changes of Investments at FVTOCI			
'-Realised gain		31,133,689	22,603,866
'-Unrealised gain		185,959,989	(277,606,207)
Less: income tax effect on above		25,575	990,308
(c) Share of Equity Accounted Investee		9,892,570	-
Other Comprehensive Income for the year, net of tax		229,162,070	(254,160,732)
XI Total Comprehensive Income for the year (IX+X)		274,271,312	(307,328,753)
Profit for the year attributable to:			
Owners of the Company		35,457,545	(34,048,142)
Non Controlling Interests		9,651,696	(19,119,880)
Comprehensive Income for the year attributable to:			
Owners of the Company		228,945,495	(252,396,920)
Non Controlling Interests		216,575	(1,763,813)
Total Comprehensive Income for the year attributable to:		264,403,040	(286,445,062)
Non Controlling Interests		9,868,272	(20,883,693)
XII Earnings per Equity Share of Face Value of ₹ 10 each (previous year ₹ 10 each)	34		
Basic (₹)		4.09	(4.98)
Diluted (₹)		4.09	(4.98)
Significant accounting policies and notes to the Consolidated Financial Statements	1-57		

The accompanying notes form an integral part of the Consolidated Financial Statements
As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/-
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021


CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
A. CASH FLOW FROM OPERATION ACTIVITIES		
Profit before tax	47,194,263	(52,862,168)
Adjustment for :		
Depreciation	2,829,302	2,746,291
(Gain) / Loss on sale/discard of property plant and equipment (net)	102,042	26,791
Net (gain)/loss on financial assets measured at fair value through Profit or Loss (FVTPL)	(37,804,589)	51,147,374
Gain on redemption of units of mutual funds & Profit on sale of investments	(11,092,630)	(20,810,785)
Actuarial gain on remeasurement of defined benefit plans	1,218,108	393,513
Finance Cost	72,810	-
Cash generated form operation before working capital changes	2,519,306	(19,358,984)
Working capital changes		
(Increase)/ decrease in trade receivable	(5,947,237)	4,919,067
(Increase)/ decrease in loans	55,513,488	(93,803,635)
(Increase)/ decrease in other financial assets	(25,768,869)	1,887,659
(Increase)/ decrease in other non-financial assets	26,365,162	(1,398,007)
(Increase)/ decrease in trade payable	(1,148,836)	(874,973)
Increase /(decrease) in other financial liabilities	(225,226)	136,514
Increase /(decrease) in provisions	662,086	(2,473,490)
Increase /(decrease) in other non financial liabilities	(124,239)	15,077,874
Cash Flows before OCI and Tax	51,845,635	(95,887,978)
Income Tax paid	(9,350,545)	10,874,145
NET CASH FLOW FROM/ (USED) OPERATING ACTIVITIES	61,196,180	(106,762,123)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Lease Asset	-	(1,548,096)
Proceeds from disposal / sale of Property, Plant & Equipment	23,708	106,016
Investment in Fixed Deposit	11,614,131	36,470,465
Sale of investments	305,784,066	287,254,703
Purchase of Fixed Assets	(1,032,827)	(1,388,482)
Purchase of Investments	(381,416,876)	(178,433,421)
NET CASH USED IN INVESTING ACTIVITIES	(65,027,798)	142,461,185
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings	(322,753)	(1,782,250)
Dividend paid	-	(15,370,885)
Finance Lease obligation	(565,214)	1,096,779
Finance Cost	(72,810)	-
Interest paid	-	-
NET CASH USED IN FINANCING ACTIVITIES	(960,777)	(16,056,356)
NET INCREASE/ DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(4,792,395)	19,642,706
OPENING CASH AND CASH EQUIVALENTS	33,934,197	14,291,492
CLOSING CASH AND CASH EQUIVALENTS	29,141,802	33,934,197

Note:

- Standalone Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statement)
- Cash and Cash Equivalents consist of cash in hand balances with banks.

Change in Liability arising from Financing Activities

Particulars	Borrowings (Refer Note No. 17)
Balance as on 01st April, 2019	2,105,003
Proceeds/ Repayments of borrowing	(1,782,250)
Non cash change (Fair Value)	-
Balance as on 31st March, 2020	322,753
Balance as on 01st April, 2020	322,753
Proceeds/ Repayments of borrowing	(322,753)
Non cash change (Fair Value)	-
Balance as on 31st March, 2021	-

The accompanying notes form an integral part of the Consolidated Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
 BOARD OF DIRECTORS OF
 HB PORTFOLIO LIMITED

Sd/-
 G C AGARWAL
 (PROPRIETOR)
 Membership No. : 083820
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 ANIL GOYAL
 (MANAGING DIRECTOR)
 DIN: 00001938
 Place: Gurugram
 Date : 28th June, 2021

Sd/-
 LALIT BHASIN
 (DIRECTOR)
 DIN: 00002114
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 ASHOK KUMAR
 (CHIEF FINANCIAL OFFICER)
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 DINESH KAPOOR
 (COMPANY SECRETARY)
 M. No.: FCS-6731
 Place: Gurugram
 Date : 28th June, 2021



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

a. Equity Share Capital

	Number of Shares	(Amount in ₹)
As at 01st April, 2019	10,764,230	107,642,300
Changes in Equity Share Capital during the year	-	0
As at 31st March, 2020	10,764,230	107,642,300
Changes in Equity Share Capital during the year	-	-
As at 31st March, 2021	<u>10,764,230</u>	<u>107,642,300</u>

b. Other Equity

(Amount in ₹)

	Reserves and surplus					Other Comprehensive Income		Total
	Capital Reserve	General Reserve	Statutory Reserve	Securities Premium	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other comprehensive income - Remeasurement gain/ (losses) on defined benefit plan	
Balance as at April 01, 2019	166,875,883	313,644,543	199,095,042	367,610,047	308,942,393	84,959,066	1,570,108	1,442,697,082
Profit for the year					(34,048,142)			(34,048,142)
Other comprehensive income (net of tax)						(252,248,220)	-	(252,248,220)
Transfer of Realised gain on sale of instruments through FVTOCI					22,603,670	(22,603,670)	-	0
Transferred to Statutory Reserve			7,025,915		(7,025,915)			0
Remeasurement gain/ (losses) on defined benefit plan							(148,698)	(148,698)
DDT Paid					(4,392,624)			(4,392,624)
Total comprehensive income for the year	166,875,883	313,644,543	206,120,957	367,610,047	286,079,382	(189,892,824)	1,421,410	1,151,859,398
Balance as at March 31, 2020	<u>166,875,883</u>	<u>313,644,543</u>	<u>206,120,957</u>	<u>367,610,047</u>	<u>286,079,382</u>	<u>(189,892,824)</u>	<u>1,421,410</u>	<u>1,151,859,398</u>

(Amount in ₹)

	Reserves and surplus					Other Comprehensive Income		Total
	Capital Reserve	General Reserve	Statutory Reserve	Securities Premium	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other comprehensive income - Remeasurement gain/ (losses) on defined benefit plan	
Balance as at April 01, 2020	166,875,883	313,644,543	206,120,957	367,610,047	286,079,382	-189,892,824	1,421,410	1,151,859,398
Profit for the year					35,457,545			35,457,545
Other comprehensive income (net of tax)						226,795,248	0	226,795,248
Transfer of Realised gain on sale of instruments through FVTOCI					31,133,689	-31,133,689		-
Remeasurement gain/ (losses) on defined benefit plan							2,150,247	2,150,247
Addition	17,987,712		-		-			17,987,712
Total comprehensive income for the year	184,863,595	313,644,543	206,120,957	367,610,047	352,670,616	5,768,735	3,571,657	1,434,250,150
Balance as at March 31, 2021	<u>184,863,595</u>	<u>313,644,543</u>	<u>206,120,957</u>	<u>367,610,047</u>	<u>352,670,616</u>	<u>5,768,735</u>	<u>3,571,657</u>	<u>1,434,250,150</u>

Significant accounting policies and notes to the Consolidated Financial Statements 1-57

The accompanying notes form an integral part of the Consolidated Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS OF
HB PORTFOLIO LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
Membership No. : 083820
Place: New Delhi
Date : 28th June, 2021

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(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021


NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
1. Company Information / Overview

The Company is public limited company incorporated and domiciled in India having its registered office at Gurgaon, India. The Company is engaged in the business of activities of Non-banking financial company- Non-Systemically important Non-Deposit taking Company. Equity share of the company is listed on Bombay stock exchange. During the year the company has also started the business in trading in commodities. These consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates.

2. Basis of preparation of financial statements.
(A) Compliance with Ind As

The consolidated financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

(B) Presentation of financial statements

The Balance Sheet, the statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

(C) Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting as explained in the accounting policies below.

3. Significant Accounting Policies
3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries and associate.

A) Subsidiaries

Subsidiaries are entities over which the Group has control. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases. Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted as equity transactions. The carrying amount of the Company's interests and the non-controlling interests ("NCI") are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Inter company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. These financial statements are prepared by applying uniform accounting policies in use at the Group.

B) Associates

Associates are those entities over which the Group has significant influence, but not control or joint control. Investments in associates are accounted for using the equity method and are initially recognised at cost from the date significant influence commences, and thereafter to recognise the Group's share of post acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of Other Comprehensive Income of the investee in other comprehensive Income. Dividend received or receivable from associated are recognised as a reduction in the carrying amount of the investment.

C) Subsidiaries and associate companies considered in the consolidated financial statements:

Name of the Company	Ownership Interest (In %)	
	31st March, 2021	31st March, 2020
Subsidiary Companies:		
HB Securities Ltd.	100.00%	100.00%
HB Corporate Ltd.	97.40%	97.40%
Taurus Asset Management Company Ltd.	99.99%	70.12%
Taurus Investment Trust Co. Ltd.	80.39%	80.39%
Associates:		
Merwanjee Securities Ltd.	48.00%	48.00%
Har Sai Investment Ltd.	39.96%	39.96%

3.2 Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and disclosures of contingent assets and liabilities at the end of the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

A) Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

B) Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

C) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

D) Fair value measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

E) Other Estimates:

These include contingent liabilities, useful lives of tangible and intangible assets etc.

3.3 Financial Instruments
A) Initial Recognition and measurement

All financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.



B) Classification and Subsequent measurement of financial assets-

The company classifies its financial assets into various measurements categories. The classification depends on the contractual terms of the financial assets' cash flows and the company's business model for managing financial assets.

a. Amortised Cost

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. FVOCI- debt instruments

A debt instruments in nature of financial asset is measured at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. FVOCI- equity instruments

Equity instruments in nature of financial assets are measured at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

d. FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Subsequent Measurement of financial assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

C) Financial Liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-fortrading or

it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

D) Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

E) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

F) Impairment

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3.4 Cash and cash equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

3.5 Property, plant and equipments (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

Particulars	Useful life
Furniture & fixture	10 years
Office equipment	5 years
Computer	3 years
Building	30 years
Vehicles	8 years



Assets costing less than Rs.5000/- are fully depreciated in the period of purchase.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year the asset is derecognised.

3.6 Intangible assets :

Intangible assets comprises of computer software which is amortized over the estimated useful life. The amortization period is lower of license period or 36 months which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.

3.7 Impairment of assets other than financial assets :

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cashgenerating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cashgenerating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

3.8 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.9 Employee Benefits :

A) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

B) Contribution to provident fund and ESIC

Company's contribution paid/payable during the year to provident fund and ESIC is recognised in the Statement of profit and loss.

C) Gratuity

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of profit and loss.

Liability for Gratuity is funded with Life Insurance Corporation of India.

Remeasurement gains/ losses-

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

D) Superannuation fund

The Company makes contribution to the Superannuation scheme, a defined contribution scheme, administered by Life Insurance Corporation of India, which are charged to the Statement of profit and loss. The Company has no obligation to the scheme beyond its contributions.

E) Leave encashment / compensated absences/ sick leave -

The Company provides for the encashment / availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

3.10 Revenue recognition

Revenue (other than those items to which Ind As 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue form contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs

The company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115.

Management fees charged for the management of portfolios and are recognised on accrual basis at the agreed upon rates with the reference to their average daily net assets.

Revenue is recognized on accrual basis to the extent that is possible that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists with regard to realization of revenue at the time of accrual, the underlying revenue is not recognized to that extent. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment excluding taxes and duties collected on behalf of the Government.

Interest income is recognised on a time proportionate basis taking into account the amount outstanding and the effective interest rate and the amount can be measured.

3.11 Finance costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost. Financial instruments include bank term loans, non-convertible debentures, fixed deposits mobilised, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

3.12 Taxation - Current and deferred tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

A) Current tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

B) Deferred tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not

recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3.13 Leases

Effective 1st April, 2019 the Group has applied Ind AS 116 "Leases" and capitalized assets taken on non-cancellable lease other than short term leases and low value leases as right-of-use asset and corresponding lease liability during the current financial year. In the statement of Profit and Loss for the current financial year, the nature of expenses in respect of Operating Lease has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability except for the short term and low value leases.

Remeasurement of the lease liability is carried if there is any change in the lease term or in the assessment of an option to purchase the underlying asset. Remeasurement of lease liability is done by discounting the revised lease payments using the revised discount rate. Amount of remeasurement of lease liability is recognized as an adjustment to right-of-use asset.

3.14 Foreign Exchange Transaction

Transactions in foreign currency are recorded at exchange rates prevailing on the date of transaction. Monetary items denominated in foreign currency are restated at the exchange rate prevailing on the balance sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transaction. Exchange differences arising on settlement of transactions and/ or restatement are dealt with in the Profit and Loss Account.

3.15 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.16 Exceptional items

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

3.17 Earning per share

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

4. CASH AND CASH EQUIVALENT

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Cash on Hand	1,239,448	1,274,262
Balance with Banks		
- In Current Accounts	18,391,790	24,659,935
- Term Deposits with Bank (less than 3 months maturity)	9,510,564	8,000,000
Total		
	29,141,802	33,934,197

5. BANK BALANCE OTHER THAN ABOVE

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Earmarked balances with banks-		
- Unclaimed dividend accounts	4,425,302	6,658,580
- Term Deposits with Bank (more than 3 months but less than 12 months maturity)	18,025,000	28,225,000
Total	22,450,302	34,883,580

6. TRADE RECEIVABLES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Considered good (unsecured)		
- for a period exceeding six months from the date they are due	-	1,743,163
- others	7,807,774	198,463
Total (Gross)	7,807,774	1,941,626
Less: Impairment loss allowance	-	-
Total	7,807,774	1,941,626

7. LOANS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
A) Loans (at amortised cost)		
Inter Corporate Loans/advance against securities - Standard	380,000,000	435,500,000
Others	568,568	582,056
Total (Gross)	380,568,568	436,082,056
Less: Impairment loss allowance	-	-
Total (Net)	380,568,568	436,082,056
B) i) Secured by Tangible Assets		
ii) Unsecured	380,568,568	436,082,056
Total (Gross)	380,568,568	436,082,056
Less: Impairment loss allowance	-	-
Total (Net)	380,568,568	436,082,056
C) i) Loans in India		
a) Public Sector		
b) Others	380,568,568	436,082,056
Total (Gross)	380,568,568	436,082,056
Less: Impairment loss allowance	-	-
Total (Net) -C (i)	380,568,568	436,082,056
ii) Loans outside India	-	-
Less: Impairment loss allowance	-	-
Total (Net) -C (ii)	-	-
Total (Net) -C (i + ii)	380,568,568	436,082,056

Credit Quality of Assets

The table below shows the credit quality and the maximum exposure to credit risk based on year end stage classification.

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Low credit risk- Stage I	380,568,568	436,082,056
Significant increase in credit risk- Stage II	-	-
Credit impaired- Stage III	-	-
	380,568,568	436,082,056

- The amount presented are net of impairment loss allowance.
- There are no changes in the Impairment loss allowances during the period.



8. INVESTMENTS

Particulars		Face Value	As at 31st March, 2021		As at 31st March, 2020	
		(₹)	Qty. (Nos.)	Amount in ₹	Qty. (Nos.)	Amount in ₹
A.	INVESTMENT IN EQUITY INSTRUMENTS					
A.1	In Associates					
	Unquoted Fully Paid up Equity Shares, Non Trade					
	Merwanjee Securities Limited					
	Cost of acquisition	10	1,200,000	12,000,000	1,200,000	12,000,000
	Add / (Less) : Group Share of Profits/(Losses) upto year end			18,097,731		7,304,963
				30,097,731		19,304,963
	Har Sai Investments Limited					
	Cost of acquisition	10	400,000	4,000,000	400,000	4,000,000
	Add / (Less) : Group Share of Profits/(Losses) upto year end			173,208		(36,661)
	Add: Amount of Goodwill / Capital Reserve			31,952,613		31,952,613
				36,125,821		35,915,952
			1,600,000	66,223,552	1,600,000	55,220,915
A.2	Quoted Fully Paid up Equity Shares					
A.2.1	-Quoted Instrument fully paid up Equity Shares (At FVTOCI)					
1	Aditya Birla Fashion and Retail	10	45	7,601	-	-
2	DCM Shriram Industries Ltd	10	1,772,120	332,981,347	2,511,735	278,049,065
3	HB Estate Developers Ltd*	10	2,104,317	21,548,206	2,104,317	11,931,477
4	Jaiprakash Associates Ltd.	2	6,266,024	43,235,566	6,266,024	6,704,646
5	Jaypee Infratech Ltd	10	425,353	680,565	425,353	272,226
6	Tata Global Beverages Ltd	1	950	606,955	950	280,060
7	Auroma Coke Limited	10	250,000	1,125,000	250,000	1,347,500
8	Blue Cloud Softech Solutions Limited	2	700,000	7,000,000	700,000	8,400,000
9	Deep Diamond India Limited	10	100,000	1,375,000	100,000	1,010,000
10	Flora textiles Limited	10	300,000	1,809,000	300,000	2,010,000
11	P G Industries Limited	10	100,000	475,000	100,000	265,000
12	Premier Polyfilm Limited	10	170,800	6,071,940	170,800	3,373,300
13	Shree Karthik Papers Limited	10	95,100	208,269	95,100	350,919
14	Suryo Foods and Industries Limited	10	77,700	351,204	77,700	571,095
15	Oswal Agro Mills Limited	10	12,800	130,560	12,800	52,864
16	Nahar Spinning Mills Limited	10	607	63,158	607	15,782
17	Pasupati Spinning & Wvg. Mills Limited	10	1,520	8,071	1,520	11,902
18	Nahar Capital And Financial Services Limited	10	258	26,961	258	11,249
19	State Bank of India	1	224	81,603	224	41,877
	Total (A.2.1)		12,377,773	417,786,006	13,117,388	314,698,961
A.2.2	-Quoted Instrument fully paid up Equity Shares (At FVTPL)					
1	Ahluwalia Contracts (India) Limited	2	171,434	51,301,625	171,434	30,858,120
2	Ambuja Cements Limited	2	-	-	5,500	856,350
3	Asian Granito India Limited	10	11,000	1,585,650	-	-
4	Bajaj Consumer Care Limited	1	10,000	2,599,000	11,000	1,461,350
5	Bank of Baroda	2	5,000	370,750	5,000	267,750
6	Bharat Electronics Limited	1	-	-	8,090	601,492
7	Bharat Heavy Electricals Limited	2	-	-	6,000	124,800
8	Cipla Limited	2	-	-	6,000	2,538,000
9	First Source Solutions Limited	10	-	-	7,000	192,500
10	Gail (India) Limited	10	21,000	2,846,550	18,000	1,376,100
11	Gujrat Narmada Valley Fertilizers & Chemicals Limited	10	4,000	1,202,600	-	-
12	Hero Motocorp Limited	2	-	-	1,100	1,753,620
13	Hindustan Petroleum Corporation Limited	10	-	-	3,000	570,450
14	ITC Limited	1	13,000	2,840,500	11,000	1,892,000
15	Meghmani Organics Limited	1	10,000	1,165,000	-	-
16	NCC Ltd	2	40,000	3,160,000	60,000	1,128,000
17	NTPC Ltd	10	22,350	2,379,158	19,350	1,629,270
18	Oil & Natural Gas Corporation Limited	5	7,000	715,050	7,000	478,100
19	State Bank of India Limited	1	-	-	4,000	787,800
20	The South Indian Bank Limited	1	50,000	414,500	50,000	288,000
21	Zee Entertainment Enterprises Limited	1	13,000	2,640,950	-	-
	Total (A.2.2)		377,784	73,221,333	393,474	46,803,702



Particulars	Face Value	As at 31st March, 2021		As at 31st March, 2020	
	(₹)	Qty. (Nos.)	Amount in ₹	Qty. (Nos.)	Amount in ₹
A.3 -Unquoted Fully Paid up Equity Shares					
A.3.1 -Unquoted Instrument fully paid up Equity Shares (At FVTOCI)					
1 ADS Diagnostic Limited	10	25,000	110,825	25,000	110,825
2 Agr -Marine Exports Limited	10	73,300	733	73,300	733
3 Asian Vegpro Industries Limited	10	100,000	1,000	100,000	1,000
4 Consolidated Containers Limited	10	12,500	125	12,500	125
5 Gujarat Chemical Plasto Limited	10	25,000	250	25,000	250
6 Gummadi Industries Limited	10	100,100	1,001	100,100	1,001
7 Hindustan Domestic Oil Limited	10	42,400	424	42,400	424
8 Hytaisun Magnetics Limited	10	35,500	355	35,500	355
9 Jaswal Granites Limited	10	150,000	1,500	150,000	1,500
10 Kumars Kotex Limited	10	300,100	3,001	300,100	3,001
11 LD Textiles Limited	10	225	2	225	2
12 M S Securities Limited	10	100,000	1,000	100,000	1,000
13 Manav Pharma Limited	10	24,900	249	24,900	249
14 Maya Agro Limited	10	99,000	990	99,000	990
15 Montana International Limited	10	148,800	1,488	148,800	1,488
16 Naraingarh Sugar Mills Limited	10	250,000	2,500	250,000	2,500
17 Noel Agritech Limited	10	165,200	1,652	165,200	1,652
18 Nortech India Limited	10	200,000	2,000	200,000	2,000
19 Nutech Organic Chemicals Limited	10	200,000	2,000	200,000	2,000
20 Omtex Limited	10	50,000	500	50,000	500
21 Pan Asia Global Limited	10	3,100	31	3,100	31
22 Premier Aqua Limited	10	175,000	1,750	175,000	1,750
23 Premier Vinyl Flooring Limited	10	50	-	50	-
24 Presidency Shoes Limited	10	87,100	871	87,100	871
25 Prime Solvent Extractions Limited	10	14,400	144	14,400	144
26 Punjab Wireless Limited	10	10,500	-	10,500	-
27 Raghuvendra Spinners Limited	10	30,000	300	30,000	300
28 Rajendra Mining Spares Limited	10	250,000	2,500	250,000	2,500
29 Ravi Spinning Limited	10	180,000	1,800	180,000	1,800
30 Sandur Laminates Limited	10	100,000	1,000	100,000	1,000
31 Sangam Healthcare Products Limited	10	97,700	977	97,700	977
32 Shoppers Investments Limited	10	50	1	50	1
33 SKR Chemicals Limited	10	199,800	1,998	199,800	1,998
34 Sonal Cosmetics Limited	10	7,500	75	7,500	75
35 Southern Fuel Limited	10	162,000	1,620	162,000	1,620
36 Sudev Industries Limited	10	124,900	1,249	124,900	1,249
37 Superior Sox Limited	10	100,000	1,000	100,000	1,000
38 Suppliment Foods Limited	10	20,000	200	20,000	200
39 Usha Ispat Limited	10	23,000	230	23,000	230
40 Viral Filaments Limited	10	107,100	1,071	107,100	1,071
41 Viral Syntex Limited	10	115,900	1,159	115,900	1,159
42 Wellwin Industries Limited	10	-	-	-	-
43 Western Foods Limited	10	84,800	848	84,800	848
44 Western Orissa Sugar Limited	10	2,950	30	2,950	30
45 Akshay Software Technologies Limited	10	90,117	2,473,712	90,117	2,667,463
46 Associated Infotech Limited	10	400,000	-	400,000	-
47 MF Utilities India	1	500,000	2,195,000	500,000	1,890,000
48 Sovika Airline Services Limited	10	350,000	-	350,000	1,162,000
49 Teamasia Semiconductors Limited	10	250,000	-	250,000	-
50 Delhi Stock Exchange Limited	10	47,044	1,284,301	47,044	1,256,075
51 Biochem Synergy Ltd.	10	2,100	175,850	2,100	175,850
52 HB Stockholdings Ltd.	10	20,496	340,234	20,496	142,652
53 HB Estates Developers Ltd.	10	48,473	496,364	48,473	274,842
54 Magnum Polymers Ltd.	10	4,600	-	4,600	-
55 Shetkari Solvant Ltd.	10	500	-	500	-
56 Elcot Power Control Limited	10	500	-	500	-
57 RRB Securities Limited	10	115,584	3,575,247	115,584	3,423,829
58 Merrygold Investments Ltd.	10	52,000	52,000	52,000	52,000
59 Pronto Steerings Ltd.	10	3,900	3,900	3,900	3,900
Total (A.3.1)		5,883,189	10,747,056	5,883,189	11,199,059



Particulars		Face Value	As at 31st March, 2021		As at 31st March, 2020	
		(₹)	Qty. (Nos.)	Amount in ₹	Qty. (Nos.)	Amount in ₹
A.3.2	-IN OTHER COMPANIES (At FVTOCI)					
1	QR Properties Pvt. Limited	10	4,500	4,207,945	4,500	4,251,420
2	RRB Securities Limited	10	200,000	6,186,405	200,000	5,924,400
3	Kesoram Textile Limited	10	49,699	357,071	49,699	357,071
	Total (A.3.2)		254,199	10,751,421	254,199	10,532,891
A.4	PARTLY PAID UP EQUITY SHARES (At FVTOCI)					
1	Tata Steel Limited	10	300	69,990	300	8,895
	Total (A.4)		300	69,990	300	8,895
	Total A		18,893,245	512,575,807	19,648,550	383,243,508
B.	INVESTMENT IN PREFERENCE SHARES (AT FVTOCI)					
1	HB Estate Developers Ltd.- 9% Redeemable Non-Convertible Non-Cumulative Preference Shares-Series III	100	2,000,000	200,000,000	2,000,000	200,000,000
2	HB Estate Developers Ltd.- 9% Redeemable Non-Convertible Non-Cumulative Preference Shares-Series II	100	800,000	80,000,000	-	-
3	Gemini Portfolios Pvt Ltd (9% Non Cumulative)	100	400,000	40,000,000	400,000	40,000,000
	Total B		3,200,000	320,000,000	2,400,000	240,000,000
C.	INVESTMENTS IN BONDS (MEASURED AT AMORTISED COST)					
1	10.75% Shriram Transport Finance Company Limited	100000	-	-	35	3,601,128
2	9.75% IFCI Limited	100000	3	3,215,442	3	3,215,472
	Total C		3	3,215,442	38	6,816,601
D.	INVESTMENT IN MUTUAL FUND (AT FVTPL)					
1	SBI Multipliers	10	500	5,220	500	5,220
2	Taurus Mutual Fund - CORPUS	10	-	200,000	-	200,000
3	Taurus Starshare (Multi Cap) Fund - Direct Plan - Growth	10	55,078	7,160,167	55,078	4,571,492
4	Taurus Discovery (Mid Cap) Fund - Direct Plan - Growth	10	76,033	4,808,331	76,033	2,757,719
5	Taurus Large Cap Equity Fund - Direct Plan - Growth	10	35,093	3,243,324	35,093	2,089,807
6	Taurus Infrastructure Fund - Direct Plan - Growth	10	38,335	1,283,844	38,335	753,669
7	Taurus Tax Shield - Direct Plan - Growth	10	93,075	9,444,341	93,075	5,941,921
8	Taurus Ethical Fund - Direct Plan - Growth	10	45,971	3,486,015	45,971	2,153,303
9	Taurus Nifty Index Fund - Direct Plan - Growth	10	3,224	94,792	3,224	54,815
10	Taurus Banking and Financial Services Fund - Direct Plan - Growth	10	42,445	1,423,175	42,445	875,637
11	Taurus Liquid Fund - Direct Plan - Super Institutional Growth	1,000	-	-	3,280	6,431,560
12	Taurus Liquid Fund - Direct Plan - Super Institutional Growth	1,000	-	-	18,304	35,888,391
13	ABSL Money Manager Fund - Direct Plan - Growth Option	10	296,505	85,147,544	170,581	46,214,156
14	ICICI Money Market Fund - Direct Plan - Growth Option	10	-	-	91,503	25,553,591
	Total D		686,260	116,296,753	673,423	133,491,280
	Total Investments (A+B+C+D)		24,379,508	1,018,311,554	24,322,011	818,772,304
	Total Investment at FVTOCI		21,715,461	759,354,474	21,655,076	576,439,806
	Total Investment at FVTPL		1,064,044	189,518,086	1,066,897	180,294,982
	Total Investment at Cost		1,600,003	69,438,994	1,600,038	62,037,516

Note:

1. All above investments are in India itself

9. OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Security Deposits*	91,513,289	58,426,981
Interest accrued but not due	4,508,813	10,961,048
Claim Recoverable-Doubtful	1,745,832	1,745,832
Other Recoverable	(1,745,832)	(1,745,832)
Term Deposits with Bank (more than 12 months maturity)	967,062	371,724
Total	96,989,164	71,173,884

(*) Includes Rental Deposits given to related Party namely HB Estate Developers Ltd. ₹ 3,45,00,000/- (Previous Year ₹ 3,45,00,000/-)

10. CURRENT TAX ASSETS (NET)

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Advance Tax/ TDS (Net of Provisions)	16,484,756	28,549,846
Total	16,484,756	28,549,846

11. DEFERRED TAX ASSETS / (LIABILITIES) (NET)

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Deferred Tax Assets comprises of:		
Provision for employee benefits	3,541,535	3,867,151
Temporary difference on depreciation and amortisation of tangible assets	769,031	729,652
Others	87,182	109,297
	4,397,748	4,706,100
Deferred Tax Liability comprises of:		
Temporary difference on depreciation and amortisation of tangible assets	-	-
Fair Value Gain through profit and loss on Instruments	(2,849,407)	(1,856,278)
Fair Value Gain through other comprehensive income on Instruments	(2,359,865)	(2,385,439)
Remeasurement of Net Defined Benefit liability	(465,335)	(175,491)
	(5,674,607)	(4,417,208)
Deferred Taxes Assets/ (Liabilities) (Net)*	(1,276,859)	288,892

(*) Refer Note No. 43

12. PROPERTY, PLANT & EQUIPMENT

(Amount in ₹)

Particulars	Leasehold Improvements	Furniture & Fixtures	Generator	Vehicles	Office Equipment	Computers	Data Processing Machine	Total
GROSS BLOCK								
As at 01st April, 2019	81,741	354,106	1,870,482	12,871,867	1,982,740	6,572,013	249,803	23,982,752
Additions during the year	-	-	-	-	119,709	943,025	-	1,062,734
Deletions during the year	-	-	-	1,861,439	49,037	32,876	-	1,943,352
As at 31st March, 2020	81,741	354,106	1,870,482	11,010,428	2,053,412	7,482,162	249,803	23,102,134
Additions during the year	-	42,000	-	-	169,971	765,559	42,797	1,020,327
Deletions during the year	81,741	133,747	-	-	39,669	-	-	255,157
As at 31st March, 2021	-	262,359	1,870,482	11,010,428	2,183,714	8,247,721	292,600	23,867,304
ACCUMULATED DEPRECIATION								
As at 01st April, 2019	-	115,581	1,548,301	7,268,948	1,439,811	5,492,332	237,313	16,102,286
Depreciation Expense for the year	-	86,540	66,932	1,327,875	133,692	481,163	-	2,096,203
Adjustment during the year	-	-	-	1,768,367	19,362	22,815	-	1,810,544
As at 31st March, 2020	-	202,121	1,615,233	6,828,456	1,554,141	5,950,680	237,313	16,387,945
Additions during the year	-	19,710	67,034	1,326,343	125,720	609,957	3,852	2,152,616
Adjustment during the year	-	109,203	-	-	20,203	-	-	129,406
As at 31st March, 2021	-	112,628	1,682,267	8,154,799	1,659,658	6,560,637	241,165	18,411,155
Net Block as at 31st March, 2021	-	149,731	188,215	2,855,629	524,056	1,687,084	51,435	5,456,149
Net Block as at 31st March, 2020	81,741	151,985	255,249	4,181,972	499,271	1,531,482	12,490	6,714,189



13. RIGHT OF USE LEASE ASSETS

Particulars	Lease Asset (In ₹)
Value of Lease Asset	
Balance as at 01st April, 2019	-
Additions	1,548,096
Disposals	-
Balance as at 31st March, 2020	1,548,096
Additions	-
Disposals	-
Balance as at 31st March, 2021	1,548,096
Accumulated amortisation	
Balance as at 01st April, 2019	-
Charge for the period	516,032
Disposals	-
Balance as at 31st March, 2020	516,032
Charge for the period	562,944
Disposals	-
Balance as at 31st March, 2021	1,078,976
Net carrying amount	
Balance as at 31st March, 2021	469,120
Balance as at 31st March, 2020	1,032,064

14. OTHER INTANGIBLE ASSETS

Particulars	Computer Software (In ₹)
Cost or deemed cost	
Balance as at 01st April, 2019	389,607
Additions	325,748
Disposals	-
Balance as at 31st March, 2020	715,355
Additions	12,500
Disposals	-
Balance as at 31st March, 2021	727,855
Accumulated amortisation	
Balance as at 01st April, 2019	117,201
Charge for the period	134,056
Disposals	-
Balance as at 31st March, 2020	251,257
Charge for the period	113,741
Disposals	-
Balance as at 31st March, 2021	364,998
Net carrying amount	
Balance as at 31st March, 2020	362,857
Balance as at 31st March, 2019	464,098

15. OTHER NON FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Prepaid Expenses	6,713,507	6,474,603
Amount recoverable from employees	533,100	538,100
GST Recoverable	3,638,707	5,047,766
Recoverable from Tax Authorities	1,211,784	-
Other Advances	45,429,138	47,081,567
Advances for Purchase of Properties	342,124	20,650,000
Total	57,868,360	79,792,036

16. TRADE PAYABLES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
- total outstanding dues of micro enterprises and small enterprises; and	164,476	493,566
- total outstanding dues of creditors other than micro enterprises and small enterprises	2,380,971	3,159,717
Total	2,545,447	3,653,283

17. BORROWINGS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
(A) In India		
At amortised cost:		
Term Loan From Bank	-	322,753
Outside India	-	-
(B) Out of above		
Secured against Hypothecation of Vehicle financed	-	322,753
Secured- others	-	-
Unsecured	-	-
Total	-	322,753

18. SUBORDINATED LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
(A) In India		
At amortised cost:		
60,000 (60,000) Non-cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up	600,000	600,000
(B) Outside India	-	-
Total	600,000	600,000

19. OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Unclaimed Dividend*	4,425,302	6,658,580
Expense payable	1,736,944	1,962,169
Finance Lease Obligations	531,565	1,096,779
Total	6,693,811	9,717,528

(*) No amount was due for transfer to Investor Education and Protection fund as on 31.03.2021

20. PROVISIONS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Provision for Employees Benefits		
Leave Encashment	6,580,187	6,802,759
Gratuity	7,487,634	7,224,925
Others		
Contingent Provision against Standard Assets	80,000	680,034
Total	14,147,821	14,707,718

21. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Statutory Dues Payable	2,786,127	4,297,394
Employee related payables	1,126,524	763,585
Advances From Customers, margin money etc.	54,267,896	32,869,855
Other payables	4,067,250	19,482,201
Total	62,247,797	57,413,035

22. SHARE CAPITAL

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a. Authorised:		
2,00,00,000 Equity Shares of ₹ 10/- each	200,000,000	200,000,000
2,00,00,000 Preference Shares of ₹ 10/- each	200,000,000	200,000,000
Total	400,000,000	400,000,000
b. Issued		
1,15,93,531 Equity Shares of ₹ 10/- Each	115,935,310	115,935,310
Total	115,935,310	115,935,310
c. Subscribed and Paid up		
1,07,64,230 Equity Shares of ₹ 10/- Each fully paid up	107,642,300	107,642,300
	107,642,300	107,642,300
Add: Forfeited Shares- 8,29,301 (8,29,301) Equity Shares (Other than Directors)	2,736,299	2,736,299
Total	110,378,599	110,378,599

d. Reconciliation of number of Equity Shares outstanding at the beginning and end of the year :

Particulars	Number of Shares
As At 01st April, 2019	10,764,230
Issued during the year	-
As At 31st March, 2020	10,764,230
Issued during the year	-
As At 31st March, 2021	10,764,230

e. Terms / Rights attached to the Equity Shares

- Issued Share capital of the Company has only one class of shares referred to as equity shares having Par value of ₹10/-. Each holder of Equity Shares is entitled to One vote per share. In the event of the Liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by shareholders at the Annual General Meeting.

- During the FY 2017-18, the Company had allotted 59,48,055 (Fifty Nine Lakhs Forty Eight Thousand Fifty Five) Equity Shares of ₹ 10 (Rupees Ten) each fully paid-up to the Shareholders of HB Stockholdings Limited in the ratio of 25 (Twenty Five) equity shares of ₹ 10/- (Rupees Ten) each fully paid up of HB Portfolio Limited for every 100 (One Hundred) equity shares held by them in HB Stockholdings Limited. As a result of which, the equity share capital increased from Rs. 11,99,23,290 comprising of 1,19,92,329 equity shares of ₹ 10/- (Rupees Ten) each fully paid up to ₹ 17,94,03,840 comprising of 1,79,40,384 equity shares of Rs. ₹ 10/- (Rupees Ten) each fully paid up. After the allotment of equity shares by the Company to the Shareholders of HB Stockholdings Limited, the equity share capital of the Company had been reduced by reducing the face value of the equity shares from 1 (One) equity share of ₹ 10/- (Rupees Ten) fully paid up to 1 (One) equity shares of ₹ 6/- (Rupees Six) each fully paid up. The equity share capital of the Company so reduced had been further consolidated in such a manner that the Shareholders holding 5 (Five) equity share of ₹ 6/- (Rupees Six) each fully paid up were allotted 3 (Three) equity share of ₹ 10/- (Rupees Ten) each fully paid up in the equity share capital of the Company. As a result of which, the equity share capital reduced from ₹ 17,94,03,840 comprising of 1,79,40,384 equity shares of ₹ 10/- (Rupees Ten) each to ₹ 10,76,42,300 comprising of 1,07,64,230 equity shares of ₹ 10/- (Rupees Ten) each.

f. Shareholders holding more than 5% Equity Shares in the Company

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Lalit Bhasin	6,324,671	58.76%	6,324,671	58.76%

23. OTHER EQUITY

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a. Capital Reserve		
Opening Balance	166,875,883	166,875,883
Add:	17,987,712	-
Closing Balance	184,863,595	166,875,883
b. General Reserve		
Opening Balance	313,644,543	313,644,543
Closing Balance	313,644,543	313,644,543
c. Securities Premium Reserve		
Opening Balance	367,610,047	367,610,047
Closing Balance	367,610,047	367,610,047
d. Statutory Reserve		
Opening Balance	206,120,957	199,095,042
Add: Transferred from surplus	-	7,025,915
Closing Balance	206,120,957	206,120,957
e. Retained Earning		
Opening Balance	286,079,382	308,942,393
Add: Profit for the current year	35,457,545	(34,048,142)
Realised gain on sale of investment transferred from OCI	31,133,689	22,603,670
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	0	(7,025,915)
DDT Paid	0	(4,392,624)
Closing Balance	352,670,616	286,079,382
e. Other Reserves		
Equity Instruments through other comprehensive income		
Balance as at the beginning of the year	(189,892,824)	84,959,066
Add: Net gain/(loss) on equity instruments designated at FVTOCI for the year (net of tax impacts)	226,795,248	(252,248,220)
Less: Reclassification of Realised Gain on sale of investments to retained earning	(31,133,689)	(22,603,670)
Closing Balance	5,768,735	(189,892,824)
Other items of Other comprehensive income - Remeasurement gain/ (losses) on defined benefit plan		
Balance as at the beginning of the year	1,421,410	1,570,108
Adjustments during the year	2,150,247	(148,698)
Closing Balance	3,571,657	1,421,410
TOTAL OTHER EQUITY	1,434,250,150	1,151,859,398

Description of the nature and purpose of Other Equity
Capital Reserve

Capital Reserve represent the difference between the cost to the parent of the investment in subsidiary/ associates and the parent company share of equity of subsidiary/ associates on the date on which the investment in such subsidiary is done

General Reserve

General Reserve represents the statutory reserve. This is in accordance with Indian Corporate Law where in a portion of profit is apportioned to General Reserve. Under Companies Act, 1956, it was mandatory to transfer amount before a company can declare dividend. However, under companies Act, 2013 transfer of any amount to general reserve is at the discretion of the company.

Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Statutory Reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

Equity Instruments through Other Comprehensive income.

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Other Comprehensive Income-Remeasurement gain/ (losses) on defined benefit plan

The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of other comprehensive income.

24. INTEREST INCOME

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Interest on Bonds	318,578	1,051,341
Interest Income on Loans and intercorporate deposits (on Financial Assets at amortised cost)	38,215,485	43,989,871
Interest on deposits with banks/Others	2,267,923	3,572,068
Interest on security deposits	20,930	19,470
Interest on Income Tax Refund	258,850	2,108,034
others	119,098	32,719
Interest on staff loan	75,049	68,245
Total	41,275,913	50,841,748

25. DIVIDEND

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Dividend received on Shares	10,485,376	31,034,622
Total	10,485,376	31,034,622

26. MANAGEMENT FEES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Management fees from mutual fund	62,393,785	62,963,171
Brokerage, Commission & Service Charges (Net)	2,993,475	585,884
Domestic Trusteeship Fees	840,329	844,788
Less: GST	-128,187	-128,866
Total	66,099,402	64,264,977

27. NET GAIN/(LOSS) ON FAIR VALUE CHANGES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Net gain/(loss) on financial instruments at fair value through profit or loss		
-Investments		
i) On Investments	48,897,219	-30,336,589
Total Net gain/(Loss) on fair value changes	48,897,219	-30,336,589
Fair Value Changes		
Realised	11,092,630	20,810,785
Unrealised	37,804,589	-51,147,374
Total Net gain/(Loss) on fair value changes	48,897,219	-30,336,589

28. SALE OF COMMODITIES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Sales: -		
Copper Cathode	38,545,666	-
Cotton Bales	9,419,121	-
Total	47,964,787	-

29. OTHER INCOME

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Provision no Longer required	6,821	967,806
Total	6,821	967,806

30. FINANCE COSTS

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Finance charges on finance Lease	67,411	98,683
Interest expense on OD facility	-	75,126
Interest expense on vehicle loan	5,399	66,104
Total	72,810	239,913

31. PURCHASE OF STOCK-IN-TRADE

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Sales: -		
Copper Cathode	39,172,442	-
Cotton Bales	9,572,279	-
Total	48,744,721	-

32. EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Salary & Benefits	59,313,878	78,589,547
Contribution to Provident fund and other fund	5,992,473	8,967,461
Amortisation of prepaid staff costs	75,049	68,245
Staff Welfare	1,130,251	1,519,649
Total	66,511,651	89,144,902


33. OTHER EXPENSES

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Rent/Facility Charges	8,115,052	11,889,737
Vehicle Running and Maintenance	240,307	478,912
Insurance	108,889	123,288
Travelling & Conveyance	1,935,922	3,169,846
Communication	1,231,538	1,963,962
Printing & Stationery	308,283	969,273
Legal & Professional	7,650,582	7,571,069
Listing Fee	300,000	300,000
Advertisement & Promotion	2,144,122	3,128,091
Director Sitting fees	2,870,000	3,470,000
Depository and Custodial and CDSL and NSDL Fees	144,330	96,075
Meeting Expenses	19,000	56,000
Subscription & Membership	1,974,753	2,020,371
Information Technology	3,947,193	5,164,549
Recruitment charges	30,000	103,972
Electricity charges	1,200,890	2,081,979
Repairs and maintenance		
- Buildings	-	-
- Vehicles	240,030	271,262
- Others	3,404,649	3,816,735
Office expenses	426,546	1,033,373
Outsourced professional service costs	3,863,127	3,268,867
Insurance	1,082,234	961,314
Loss on disposal of assets (net)	102,042	26,791
Rates and taxes	117,136	50,719
Mutual fund expenses (Refer Note No. 46)	5,641,028	23,215,921
Postage Telegram & Telephone	38,797	20,719
VSAT Charges	-	36,000
Corporate Social Responsibility Expenditure (Note No. 55)	875,000	700,000
Bank Charges	173,709	174,320
Filing fees	1,230	3,702
Demat charges	1,770	379
Miscellaneous	712,442	688,934
Auditors Remuneration		
-Audit Fees	870,000	170,000
-Tax Audit Fees	75,000	15,000
-Limited Review Reports	30,000	30,000
-Certification and others	80,275	27,000
Amortisation of rental on non cancellable lease	20,930	19,470
Total	49,976,806	77,117,630

34. EARNING PER SHARE (EPS)

Particulars	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
Profit for the year (₹ in Lakhs)	43,999,175	(53,594,095)
Weighted average number of Equity Shares used in computing basic EPS	10,764,230	10,764,230
Weighted average number of Equity Shares used in computing diluted EPS	10,764,230	10,764,230
Basic Earnings per Share (₹)	4.09	(4.98)
Diluted Earnings per Share (₹)	4.09	(4.98)
Face value per Share (₹)	10	10

35. RELATED PARTY TRANSACTIONS

35.1 List of Related Parties with whom transactions have taken place and relationship:

a) Key Managerial Personnel (KMP):

Current Year	Previous Year
HB PORTFOLIO LTD.	
1. Mr. Anil Goyal (Managing Director)	1. Mr. Anil Goyal (Managing Director)
2. Mr. Dinesh Kapoor (Company Secretary)	2. Mr. Dinesh Kapoor (Company Secretary)
3. Mr. Himanshu Kansal (Chief Financial Officer)	3. Mr. Himanshu Kansal (Chief Financial Officer)
TAURUS ASSET MANAGEMENT COMPANY LIMITED (SUBSIDIARY)	
1. Mr. R.K. Gupta (Managing Director)	1. Mr. R.K. Gupta (Managing Director)
2. Mr. Waqar Naqvi (Chief Executive Officer)	2. Mr. Waqar Naqvi (Chief Executive Officer)
3. Mr. Anish Shah (Chief Financial Officer)	3. Mr. Anish Shah (Chief Financial Officer upto 30th Nov, 2019)
4. Mrs. Anu Suri (Company Secretary)	4. Mrs. Jinal patel (Chief Financial Officer w.e.f 06th Mar, 2020)
	5. Mrs. Anu Suri (Company Secretary)

b) Associates:

- 1 Merwanjee Securities Ltd.

c) Person having control / significant influence/major shareholders:

1. Mr. Lalit Bhasin

d) Enterprises over which control/significant influence exist of the relatives of persons mentioned in (c) above:

1. RRB Master Securities Delhi Ltd.

e) Companies under direct or indirect common control/significant influence:

1. HB Stockholdings Ltd.
2. HB Estate Developers Ltd.
3. HB Leasing and Finance Company Ltd.
4. RRB Securities Ltd.

35.2 Transactions during the Financial Year ended 31st March, 2020 with Related Parties as under:

Sr. No.	Particulars	Nature of Transaction	For the Year ended 31st March, 2021 (In ₹)	For the Year ended 31st March, 2020 (In ₹)
i	Anil Goyal	Remuneration and other services	5505600	7360000
ii	Dinesh Kapoor	Remuneration and other services	2219550	2870400
iii	Himanshu Kansal	Remuneration and other services	1287002	1846307
iv	R.K. Gupta	Remuneration and other services	4022030	4596600
v	Waqar Naqvi	Remuneration and other services	13624768	15731880
vi	Anish Shah	Remuneration and other services	0	3345401
vii	Anu Suri	Remuneration and other services	887332	1037993
		Advances given/ recovered (net)	0	100000
viii	Jinal Patel	Remuneration and other services	935762	125675
ix	Lalit Bhasin	Sitting Fees	200000	80000
x	RRB Master Securities Delhi Ltd.	Depository Charges received	59557	42088
		Sale of Investment/Securities through them	21419337	675463
		Purchase of Investment/Securities through them	11686663	0
		Margin/ Advance Received/ (Paid) (Net)	31649000	19700000
xi	HB Stockholdings Ltd.	Depository Charges received	37467	5356
xii	HB Estate Developers Ltd.	Rent paid	1442340	861240
		Reimbursement of Electricity Charges	146920	0
		Depository Charges received	2099	1770
xiii	HB Leasing & Finance Co. Ltd.	Depository Charges received	1880	1770
xiv	RRB Securities Ltd.	Depository Charges received	18209	1770
		Dividend Paid	0	9106304
xv	Merwanjee Securities Ltd.	Sale of Investment/Securities through them	112343658	75413584
		Purchase of Investment/Securities through them	7972894	0
		Services Charges for support services received	2000000	0
Related Party Balances:				
Sr. No.	Particulars	Nature of Transaction	31st March, 2021	31st March, 2020
i	HB Estate Developers Ltd.	Security deposit outstanding for premises on Rent	34500000	34500000
		Electricity Charges Payable	42218	0
ii	RRB Master Securities Delhi Ltd.	Advance Recoverable at year end	54794756	33742210

36 RETIREMENT BENEFIT OBLIGATIONS

Disclosure in respect of Employee Benefits pursuant to Ind AS-19

A) Defined Contributions Plans

The Company has recognised following expenses in respect of the defined contribution plans

Particulars	Current Year	Previous Year	Head under which shown in Profit & Loss Account
	Amount (In ₹)	Amount (In ₹)	
Contribution to Provident Fund	43,83,836/-	55,98,074/-	Contribution to Provident fund and other fund.
Contribution to superannuation fund	1,00,000/-	1,00,000/-	Contribution to Provident fund and other fund.
Contribution to National Pension Scheme	NIL	15,46,000/-	Contribution to Provident fund and other fund.
Contribution to ESIC	34,428/-	38109/-	Contribution to Provident fund and other fund.



B) Defined Benefit Plans:

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as of March 31, 2020 and March 31, 2021, being the respective measurement dates:

(i) Movement in defined benefit obligation

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Present value of obligation - at the beginning of the period	15,631,401	14,749,744	6,802,759	6,780,322
Interest cost	1,078,541	1,084,629	452,447	509,865
Current service cost	969,034	1,061,029	518,137	617,929
Benefits paid	(293,835)	-895,039	(468,380)	(1,539,525)
Remeasurements - actuarial (gain)/ loss	(1,757,691)	-368,962	-642,335	434,168
Present value of obligation -at the end of the period	15,627,450	15,631,401	6,662,628	6,802,759

(ii) The amount to be recognised in the Balance Sheet

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Present value of obligation -at the end of the period	15,627,450	15,631,401	6,662,628	6,802,759
Fair value of plan assets at end of year	8,969,245	8,358,878	-	-
Net liability/(asset) recognized in Balance Sheet	6,658,205	7,272,523	6,662,628	6,802,759
Funded Status- Surplus/ (Deficit)	(6,658,205)	(7,272,523)	(6,662,628)	(6,802,759)

(iii) Expense recognised in the statement of Profit and Loss:

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Interest cost	1,078,541	1,084,629	452,447	509,865
Current Service cost	969,034	1,061,029	518,137	617,929
Expected return on plan assets	(576,478)	(447,056)	-	-
Expenses to be recognised in P&L	1,471,097	1,698,602	970,584	1,127,794

(iv) Recognised in other comprehensive income

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)	Year ended 31st March, 2021 (In ₹)	Year ended 31st March, 2020 (In ₹)
Cumulative unrecognized actuarial (gain)/loss opening. B/F	(2,751,451)	(2,356,507)	1,248,656	814,488
Remeasurement - Actuarial (gain)/loss -Obligation	(1,757,691)	(368,962)	(642,335)	434,168
Remeasurement - Actuarial (gain)/loss -Plan assets	(31,187)	(25,982)	-	-
Total Actuarial (gain)/loss	(1,788,878)	(394,944)	(642,335)	434,168
Cumulative unrecognized actuarial (gain)/loss opening. C/F	(4,540,329)	(2,751,451)	606,321	1,248,656

(v) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	Gratuity (Funded)		Gratuity		Gratuity (Funded)	
	HB Portfolio Limited (Holding Company)		Taurus Asset Management Company Limited (Subsidiary Company)		HB Securities Limited (Subsidiary Company)	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Discount Rate	7.00 % per annum	7.00 % per annum	6.80 % per annum	6.80 % per annum	7.00 % per annum	7.00 % per annum
Expected Rate of increase in salary	6.00 % per annum	6.00 % per annum	5.25 % per annum	5.25 % per annum	6.00 % per annum	6.00 % per annum
Mortality rate	IALM 2012-14	IALM 2012-14	100% of 'IALM (2012-14)	100% of 'IALM (2012-14)	IALM 2012-14	IALM 2012-14
Withdrawal Rate- 18 to 30 Years	5.00 % p.a.	5.00 % p.a.	3.00 % p.a.	3.00 % p.a.	5.00 % p.a.	5.00 % p.a.
- 30 to 44 Years	3.00 % p.a.	3.00 % p.a.	2.00 % p.a.	2.00 % p.a.	3.00 % p.a.	3.00 % p.a.
- 44 to 70 Years	2.00 % p.a.	2.00 % p.a.	1.00 % p.a.	1.00 % p.a.	2.00 % p.a.	2.00 % p.a.

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

Weighted average actuarial assumptions	Leave Encashment (Unfunded)					
	HB Portfolio Limited (Holding Company)		Taurus Asset Management Company Limited (Subsidiary Company)		HB Securities Limited (Subsidiary Company)	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Discount Rate	7.00 % per annum	7.00 % per annum	6.80 % per annum	6.80 % per annum	7.00 % per annum	7.00 % per annum
Expected Rate of increase in salary	6.00 % per annum	6.00 % per annum	5.25 % per annum	5.25 % per annum	6.00 % per annum	6.00 % per annum
Mortality rate	IALM 2012-14	IALM 2012-14	100% of 'IALM (2012-14)	100% of 'IALM (2012-14)	IALM 2012-14	IALM 2012-14
Withdrawal Rate- 18 to 30 Years	5.00 % p.a.	5.00 % p.a.	3.00 % p.a.	3.00 % p.a.	5.00 % p.a.	5.00 % p.a.
- 30 to 44 Years	3.00 % p.a.	3.00 % p.a.	2.00 % p.a.	2.00 % p.a.	3.00 % p.a.	3.00 % p.a.
- 44 to 70 Years	2.00 % p.a.	2.00 % p.a.	1.00 % p.a.	1.00 % p.a.	2.00 % p.a.	2.00 % p.a.

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(vi) Sensitivity Analysis:

For the year ended 31st March, 2020

(Amount in ₹)

Particulars	Change in assumption	HB Portfolio Limited (Holding Company)		HB Securities Limited (Subsidiary Company)	
		Effect on Gratuity	Effect on leave encashment	Effect on Gratuity	Effect on leave encashment
Discount rate	+1%	-490,720	-124,282	-45,904	-13,023
	-1%	544,159	141,540	54,375	15,286
Salary Growth rate	+1%	544,159	141,540	-54,375	-15,286
	-1%	-499,693	-126,535	46,703	13,252
Attrition Rate	+1%	23,855	8,198	4,162	1,105
	-1%	-26,291	-9,308	-4,717	-1,246

Particulars	Change in assumption	Taurus Asset Management Company Limited (Subsidiary Company)	
		Effect on Gratuity	Effect on leave encashment
Discount rate	+0.50%	-308,971	-157,393
	-0.50%	287,797	146,168
Salary Growth rate	+0.50%	295,568	-161,643
	-0.50%	-317,313	150,115

(vii) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(Amount in ₹)

Particulars	HB Portfolio Limited (Holding Company)		Taurus Asset Management Company Limited (Subsidiary Company)		HB Securities Limited (Subsidiary Company)	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Short Term	-	56,432	1,276,882	209,595	12,145	3,461
Long Term	-	1,542,876	6,210,752	4,657,586	373,648	110,237

37. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The company has adequate cash and bank balances. The company monitors its capital by careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any significant amount of debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

38. FINANCIAL RISK MANAGEMENT
Financial risk factors

The Company's principal financial liabilities, comprise borrowings and other payables. The main purpose of these financial liabilities is to purchase certain fixed assets and other liabilities incurred during the ordinary course of Company's operations. The Company's principal financial assets include Investments, inter corporate deposits, loans, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its investments.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of Financial Instruments will fluctuate because of change in market interest rates. The company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at amortised cost.

Currency Risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

Other Price Risk

Other Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market trade price/ quoted price/ declared NAV. The company is exposed to price risk arising mainly from Investment in Equity shares and Mutual Funds. The investment of the company in equity shares is measured at fair value through Profit or loss/ fair value through OCI which falls in medium risk category and also mutual funds are measured at fair value through profit or losses/ fair value through OCI and fall in medium risk category.

II. Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

III. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The following is the contractual maturities of the financial liabilities:

(Amount in ₹)

As at 31st March, 2021	Within 12 Months	After 12 Months	Total
Financial Liabilities			
Trade/ Other payable	2,545,447	-	
Borrowings	-	-	-
Subordinate liabilities	-	600,000	
Other financial liabilities	6,693,811	-	6,693,811
Total	9,239,258	600,000	6,693,811

(Amount in ₹)

As at 31st March, 2020	Within 12 Months	After 12 Months	Total
Financial Liabilities			
Trade/ Other payable	3,653,283	-	
Borrowings	322,753	-	1,241,105
Subordinate liabilities	-	600,000	
Other financial liabilities	9,185,528	532,000	9,717,528
Total	13,161,565	1,132,000	10,958,633

39. MATURITY ANALYSIS OF ASSETS AND LIABILITIES:

The table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

(Amount in ₹)

Particulars	31st March, 2021			31st March, 2020		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
ASSETS						
Financial Assets						
Cash and cash equivalents	29,141,802	-	29,141,802	33,934,197	-	33,934,197
Bank Balance other than above	22,450,302	-	22,450,302	34,883,580	-	34,883,580
Trade Receivables	7,807,774	-	7,807,774	1,941,626	-	1,941,626
Loans	380,000,000	568,568	380,568,568	435,500,000	582,056	436,082,056
Investments	192,733,528	825,578,026	1,018,311,554	180,294,982	638,477,322	818,772,304
Other Financial Assets	96,989,164	-	96,989,164	69,759,753	1,414,131	71,173,884
Non-Financial Assets						
Current tax assets (Net)	16,484,756	-	16,484,756	28,549,846	-	28,549,846
Deferred tax assets (Net)	-	-	-	-	288,892	288,892
Property, Plant and Equipment	-	5,456,149	5,456,149	-	6,714,189	6,714,189
Right of Use Lease Assets	-	469,120	469,120	-	1,032,064	1,032,064
Other intangible assets	-	362,857	362,857	-	464,098	464,098
Other non-financial assets	57,109,126	759,234	57,868,360	79,032,802	759,234	79,792,036
TOTAL ASSETS	802,716,452	833,193,953	1,635,910,405	863,896,785	649,731,985	1,513,628,771
LIABILITIES						
Financial Liabilities						
Trade Payables	2,545,447	-	2,545,447	3,653,283	-	3,653,283
Borrowings	-	-	-	322,753	-	322,753
Subordinated liabilities	600,000	-	600,000	600,000	-	600,000
Other financial liabilities	6,693,811	-	6,693,811	9,185,528	532,000	9,717,528
Non Financial Liabilities						
Current tax liabilities (Net)	-	-	-	-	-	-
Deferred tax liabilities (Net)	1,276,859	-	1,276,859	-	-	-
Provisions	1,252,722	12,895,099	14,147,821	2,493,224	12,214,494	14,707,718
Other non-financial liabilities	62,247,797	-	62,247,797	57,413,035	-	57,413,035
TOTAL LIABILITIES	74,616,636	12,895,099	87,511,735	73,667,824	12,746,494	86,414,318
Net	728,099,816	820,298,854	1,548,398,670	790,228,962	630,271,303	1,420,500,265

40. FAIR VALUES

The management assessed that Fair Values of Financial Assets and Liabilities are approximately their carrying values.

41. FAIR VALUE HIERARCHY

The company determines fair values of its financial instruments according to the following hierarchy:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2021:

(Amount in ₹)

Particulars	Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value	Total Fair value	Fair value			
						Level 1	Level 2	Level 3	Total
Financial Assets									
Cash and cash equivalents	29,141,802			29,141,802	29,141,802	-	-	-	-
Bank Balance other than above	22,450,302			22,450,302	22,450,302	-	-	-	-
Trade Receivables	7,807,774			7,807,774	7,807,774				
Loans	380,568,568			380,568,568	380,568,568	-	-	-	-
Investments	1,018,311,554	759,354,474	189,518,086	1,967,184,113	1,967,184,113	491,007,339	-	1,476,176,774	1,967,184,113
Other Financial Assets	96,989,164			96,989,164	96,989,164	-	-	-	-
	1,555,269,164	759,354,474	189,518,086	2,504,141,723	2,504,141,723	491,007,339	-	1,476,176,774	1,967,184,113
Financial Liabilities									
Trade Payables	2,545,447			2,545,447	2,545,447	-	-	-	-
Borrowings	-			-	-	-	-	-	-
Subordinated liabilities	600,000			600,000	600,000				
Other financial liabilities	6,693,811			6,693,811	6,693,811	-	-	-	-
	7,293,811	-	-	7,293,811	7,293,811	-	-	-	-



The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2020:

(Amount in ₹)

Particulars	Ammortised cost	Fair value through OCI	Fair value through P&L	Total carrying value	Total Fair value	Fair value			
						Level 1	Level 2	Level 3	Total
Financial Assets									
Cash and cash equivalents	33,934,197	-		33,934,197	33,934,197	-	-	-	-
Bank Balance other than above	34,883,580	-		34,883,580	34,883,580	-	-	-	-
Trade Receivables	1,941,626			1,941,626	1,941,626				
Loans	436,082,056	-		436,082,056	436,082,056	-	-	-	-
Investments	818,772,304	576,439,806	180,294,982	1,575,507,092	1,575,507,092	361,502,662	-	1,214,004,430	1,575,507,092
Other Financial Assets	71,173,884			71,173,884	71,173,884	-	-	-	-
	1,396,787,647	576,439,806	180,294,982	2,153,522,435	2,153,522,435	361,502,662	-	1,214,004,430	1,575,507,092
Financial Liabilities									
Trade Payables	3,653,283	-		3,653,283	3,653,283	-	-	-	-
Borrowings	322,753	-		322,753	322,753				
Subordinated liabilities	600,000			600,000					
Other financial liabilities	9,717,528	-		9,717,528	9,717,528				
	10,640,282	-		10,640,282	10,040,282	-	-	-	-

42. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

A Show Cause Notice (SCN), was issued by the SEBI vide letter no. EAD5/MC/VS/2020/10554/1-6 dated May 06, 2020 to Taurus Investment Trust Co. Ltd (TITCO), Mr. Waqar Naqvi (CEO), Ms. Anu Suri (Company Secretary & Compliance Officer), Mr. Amarjeet Singh, Mr. Dheeraj Singh and Mr. Archit Shah (Ex-Employees) of TAMCO under Rule 4 of SEBI (Procedure for holding inquiry and imposing penalties) Rules, ("Adjudication rules") in the BILT Matter. In response to the SCN, a consent application was filed on June 10, 2020 by all the 6 noticees for a proposed joint settlement amount of INR 29,45,250 (Rupees Twenty-Nine Lakh Forty-Five Thousand Two Hundred and Fifty) to settle the allegation made against all the noticees, through the asset management company based on the legal opinion.

An Internal Committee meeting was convened by SEBI on February 17, 2021. The Authorised Legal Representative of TITCO and other noticees, attended the meeting and accepted the proposed revised settlement amount to INR 40,67,250 (Rupees Forty Lakh Sixty-Seven Thousand Two Hundred and Fifty only) towards Joint and Several Liability of all the noticees named in the SCN. A further confirmation letter dated February 19, 2021, by the authorized representative of TITCO, was submitted to SEBI to confirm the acceptance to pay the revised settlement amount of INR 40,67,250.

In the Board Meeting of TITCO dated February 27, 2021, it was informed that as per our settlement terms, this amount of Rs 40,67,250/- (Rupees Forty Lacs Sixty Seven Thousand Two Hundred and Fifty Only) will be paid by TAMCO.

SEBI vide their mail dated June 15, 2021, has intimated that the High Powered Advisory committee (HPAC) of SEBI has recommended that the matter may be settled upon the payment of Rs.40,67,250 (Rs. Forty Lakhs Sixty Seven Thousand Two Hundred Fifty Only) as per settlement terms within 15 days in terms of Regulation 15(2) of the (Settlement Regulations) to process the application for disposal. The settlement amount will be paid within the stipulated time given by the SEBI.

43. No deferred tax asset has been recognized for timing difference on account of accumulated losses and brought forward depreciation in view of the uncertainty as to its realization in the foreseeable future. (also refer note no.11)

44. The debt schemes of Taurus Mutual Fund had invested in Commercial Papers of Ballarpur Industries Limited ("BILT") a group company of Avantha Holding Limited ("AHL") against which full provision was made consequent to default in payment of maturity proceeds during F.Y. 2016-17 which resulted in erosion in net asset value of the mutual fund investment held by the Company. In terms of agreement, AHL agreed to pay the balance amount along with interest in a phased manner. The Boards of Trustee and AMC decided that the recovery proceeds including interest payable by AHL will be paid to all the investors holding investment in the Debt Schemes of Taurus Mutual Fund, when NAV was reduced due to mark-down of BILT Commercial Paper. The amount, if any, received from Taurus Mutual Fund on recovery made from AHL is treated as miscellaneous income by the company in the year of receipt of such amount. No amount has been received during the Current year and previous year.

45. TRANSACTIONS IN FOREIGN CURRENCY

Particulars	For the year 31st March, 2021		For the year 31st March, 2020	
	Amount in ₹	UAE Dirham	Amount in ₹	UAE Dirham
Earnings	Nil	Nil	Nil	Nil
Outgo:				
Brokerage Expense	Nil	Nil	Nil	Nil

46. MUTUAL FUND EXPENSES (REFER NOTE NO. 32)

a) Mutual fund expenses include ₹ 4,04,791/- (previous year ₹ 11,89,410/-) being expenses of the mutual fund schemes managed by the Company in excess of the limits specified in SEBI regulations which are borne by the Company.

b) Vide SEBI Circular dated 22 October 2018 and subsequent clarification vide SEBI letter dated 21 February 2019 & 25 March 2019, all scheme related expenses including commission paid to distributors, by whatever name it may be called and in whatever manner it may be paid, shall necessarily be paid from the scheme only within the regulatory limits and not from the books of the Asset Management Company, its Associate, sponsor, Trustee or any other entity through any route. Accordingly, all expenses related to schemes of Taurus Mutual funds have been borne by the Company till 21 October 2018 upto financial year 2018-19.

c) Mutual fund expenses includes Rs. NIL (PY ₹ 9,63,864) paid as compensation to investors and Rs. NIL (PY ₹ 1,94,82,201) to be paid to SEBI as settlement amount in response to the Show Cause Notice dt 30-09-2019 which was issued by Securities & Exchange Board of India (SEBI) to the Company (TAMCO) under Section 11(1) .11B(1)and 11B(2) of the Securities and Exchange Board of India Act ,1992 (SEBI Act) in the matter of 4 Schemes of Taurus Mutual Fund holding debt instruments i.e. Commercial Papers of Ballarpur Industries Ltd (BILT) stating that why the penalty can not be imposed upon the company under section 15D(b) and 15HB of the SEBI Act read with Section 11 B(2) of the SEBI Act for the alleged violations.

Against the above notice, the Company has filed consent application under SEBI (Settlement Proceedings) Regulations, 2018 on 28/11/2019. In response to the consent application and SEBI's Internal Committee (IC) held on 04/03/2020, Company has revised its settlement terms for the further consideration and as per the Board approval dt 14/03/2020 accepting the settlement terms with settlement amount of ₹ 1,94,82,201 (payable to SEBI) as proposed by the Internal Committee of SEBI.

SEBI in response to the Company's settlement application, vide its mail dt 11/06/2020 has informed the Company that the High Power Advisory Committee (HPAC) has recommended that the probable / specified proceedings against TAMCO may be settled upon a payment of ₹ 1,94,82,201 (Rs. One Crore Ninety Four lakhs Eighty Two Thousand Two Hundred and One only) towards the settlement within 15 days time i.e. 26/06/2020. The approval of the Committee is subject to TAMCO's re-confirmation that all the investors in the effected scheme (including compensation to investors who has subscribed to the scheme on the day of default) have been compensated as non-monetary terms. The Company has paid the settlement amount to SEBI on 25-06-2020.

d) A show cause notice, issued by the SEBI vide letter no. EAD5/MC/VS/2020/10554/1-6 dated May 06, 2020 to 6 entities, i.e., Taurus Investment Trust Co. Ltd (TITCO), Mr. Waqar Naqvi (CEO), Ms. Anu Suri (Company Secretary & Compliance Officer), Mr. Amarjeet Singh, Mr. Dheeraj Singh and Mr. Archit Shah (Ex-Employees) of TAMCO under Rule 4 of SEBI (Procedure for holding inquiry and imposing penalties) Rules, ("Adjudication rules") in the BILT Matter in their meeting held on June 22,2020. In response to the SCN a consent application was filed on June 10, 2020 by all the 6 noticees for a proposed joint settlement amount of INR 29,45,250 (Rupees Twenty-Nine Lakh Forty-Five Thousand Two Hundred and Fifty) to settle the allegation made against all the noticees through the asset management company.

An Internal Committee meeting was convened by SEBI on February 17, 2021, the Authorised Legal Representative of TITCO and other noticees, attended the meeting and proposed the revised settlement amount to INR 40,67,250 (Rupees Forty Lakh Sixty-Seven Thousand Two Hundred and Fifty only) towards Joint and Several Liability of all the noticees named in the SCN. A further confirmation letter vide dt 19-02-2021, by the authorized representative of TITCO, was submitted to SEBI to confirm the acceptance to pay the revised settlement amount of INR 40,67,250.



SEBI vide mail dated 15-06-2021 has intimated that the High Powered Advisory committee (HPAC) of SEBI has recommended that the matter may be settled upon the payment of ₹ 40,67,250 (Rs. Forty Lakhs Sixty Seven Thousand Two Hundred Fifty Only) as per settlement terms within 15 days in terms of Regulation 15(2) of the (Settlement Regulation) to process the application for disposal. According to the company has recognised the amount as expense as on 31-03-2021 and paid the same on June 21, 2021.

47. LEASE
Lease as Leasee

The company has taken certain office premises under lease agreement. The company has generally entered into lease of upto 3 years. The company has given refundable interest free security deposits under certain lease agreements.

Lease payments are recognised in the Statement of Profit and Loss under "Other Expenses" in Note No.33. Rent Expense of ₹ 81,15,052/- (P.Y ₹ 1,18,89,737/-) in respect of Short Term/ low value leases. In respect of leases other than short term/low value leases, Right-of-Use Asset of ₹ 4,69,120/- (P.Y. ₹ 10,32,064/-) and a corresponding lease liability of ₹ 5,31,565/- (P.Y. ₹ 10,96,779) is recognised as at 31st March, 2021. Consequently, the lease rent expense in respect of operating lease, is now partially reflected under depreciation on Right-of-use Asset and partially under Finance cost as interest on operating lease liability.

Particulars		As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a)	Depreciation charge for Right-of-use asset by class of underlying asset	562,944	516,032
b)	Interest expense on lease liabilities	-	-
c)	Expense relating to short term lease/ low value leases	8,115,052	11,889,737
d)	Total Cash outflow for leases	8,551,052	12,325,737
e)	Additions to Right-of-use Assets	-	1,548,096
f)	Carrying amount of Right-of-use Assets	469,120	1,032,064

Maturity Analysis of Lease Liabilities-Other than Short term/ low value assets

Duration		As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a)	Within 12 Months	531565	565214
b)	More than 12 months upto 36 months	0	531565
c)	More than 36 months		

48. Segment Reporting

In the opinion of Management there are no separate reportable segments as per Indian Accounting Standard (Ind AS-108).

49. The Holding Company made an application for issue of Certificate of Registration with Reserve Bank of India (RBI) under Section 45IA of the Reserve Bank of India Act, 1934. The application of the company was, however, returned by RBI vide its letter dated December 24, 2004 with an advice to resubmit the application on the completion of SEBI's enquiry against the group companies. In an Appeal filed by the company before the Appellate Authority (in the Ministry of Finance) against the aforesaid decision of RBI, the Appellate Authority vide its Order dated September 25, 2006, directed the company to resubmit the application along with the latest balance sheets and other relevant details within 30 days to RBI and RBI to thereafter decide the case by obtaining necessary response from SEBI within 3 months from the date of receipt of the Order. The company resubmitted its application to RBI's Regional Office at New Delhi on 23rd October 2006 as per the aforesaid directions of the Appellate Authority. Additional details / documents / clarifications as required by RBI from time to time were submitted.

The company vide its letters dated 11th October, 2010 and 29th January, 2011 intimated the RBI about the disposal of pending proceeding by the SEBI and also furnished copy of SEBI orders. The RBI vide its letter dated 29th March, 2011 advised the company to make a fresh application for issue of Certificate of Registration. As directed by RBI, the company filed a fresh application on 20th June 2011. The necessary queries/ information raised/sought by RBI from time to time were filed. Thereafter, the company was advised by the RBI vide its letter dated 30th January 2013 to file fresh application for registration as NBFC and accordingly the company submitted the fresh application along with required documents/information on 29th July, 2013. The RBI again returned the application for submission of additional documents/information vide its letter dated 16th August, 2013 and accordingly the company submitted the fresh application along with required documents/information on 19th March, 2014. The information/clarifications sought thereafter by RBI were also submitted by the company.

Vide letter dated 19th January, 2016, the RBI advised the Company to make fresh application. Accordingly, the Company filed the fresh application on 08th March, 2016. Further information / clarification sought by RBI were also submitted. Vide letter dated 18th July, 2017, RBI returned the Company's application with the advice that, the existing financial business of the Company may be merged / amalgamated with any of the

Registered Group NBFC. Accordingly, the Company vide its letter dated 19th February, 2018 has written to RBI for either transfer of license of one of the Group NBFC Company to the Company or for issue of fresh Certificate of Registration to the Company in lieu of surrender of NBFC Certificate by one of the Group NBFC Company. RBI has agreed to the Company's proposal for Issue of fresh license to HB Portfolio Limited on surrendering the NBFC license by the group company.

Initially, RBI agreed to the Company's proposal for Issue of fresh NBFC Registration to the Company on surrendering the NBFC Registration Certificate by one of the Group NBFC Company. However, in subsequent discussions, RBI advised the Company that the process of surrendering Registration Certificate of Group NBFC Company and Company's Application for granting Certificate of Registration as NBFC shall be dealt separately as per the RBI Rules and Regulations. In spite of the Company's best efforts, the Certificate of Registration as NBFC has not been granted so far to the Company. To ensure the Company's well being and its growth, the Board of Directors of the Company is of the view that it should diversify its business activities to non-financial sectors subject to requisite approvals as may be required. Accordingly, during the year the company has started business of trading in commodities.

50. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
51. Dividend paid to Non-Resident Shareholders:- NIL (Previous Year- NIL)
52. ADDITIONAL INFORMATION AS PER SCHEDULE III OF THE COMPANIES ACT, 2013.

Name of the entity in the Group	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit / Loss	
	As % of Consolidated Net Assets	Amount (In ₹)	As % of Consolidated Profit / Loss	Amount (In ₹)
	2	3	4	5
Parent				
HB Portfolio Ltd.	48.17	743,989,704	(6.32)	(2,850,169)
	(41.33)	(521,730,141)	(25.88)	(13,759,765)
Subsidiary (Indian)				
HB Securities Ltd.	5.65	87,334,920	(1.09)	(491,263)
	(6.90)	(87,108,178)	(6.38)	(3,392,129)
HB Corporate Services Ltd.	3.01	46,550,080	(0.18)	(81,407)
	(3.65)	(46,060,966)	(0.04)	(23,452)
Taurus Investment Trust Company Ltd.	0.78	11,971,672	0.69	310,458
	(0.92)	(11,661,214)	(0.26)	(138,925)
Taurus Asset Management Company Ltd.	38.10	588,558,821	104.44	47,111,557
	(42.82)	(540,456,579)	(120.52)	(64,077,201)
Associates (Investments as per Equity method)				
Merwanjee Securities Ltd.	1.95	30,097,731	2.00	900,198
	(1.53)	(19,304,963)	(1.04)	(554,346)
Har Sai Investment Ltd.	2.34	36,125,821	0.47	209,869
	(2.85)	(35,915,952)	(0.24)	(128,273)
Total	100.00	1,544,628,749	100.00	45,109,242
	(100.00)	(1,262,237,993)	(100.00)	(53,168,019)

* Figure in bracket relates to previous year.

53. The Group does not have any pending litigation which would impact its financial position.
54. As identified, there were no outstanding dues during the accounting year towards the enterprises as defined in the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Further, the details of amounts outstanding to Micro, Small & Medium Enterprises based on information available with the Company is as under:

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Principal amount due and remaining unpaid	164476	493566
Interest due on above and unpaid interest	Nil	Nil
Interest paid	Nil	Nil
Payment made beyond the appointed day during the year	Nil	Nil
Interest due and payable for the period of delay	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Amount of further interest remaining due and payable in succeeding year	Nil	Nil
Interest due and payable for the period of delay	Nil	Nil



55. INFORMATION IN RESPECT OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE REQUIRED TO BE SPENT BY THE COMPANY:

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a) Gross amount required to be spent by the company	856046	635680
b) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	875000	700000
c) Amount payable at the Year End	-	-

56. Due to the outbreak of COVID-19 globally and in India, the Company’s management has made an initial assessment of likely adverse impact on the economic environment in general, business, and financial risks upto the date of financial statements and conclude that there is no material impact on the long-term performance of the Company.

However, the Company will continue to monitor any material changes to the future economic conditions.

57. The Previous year figures have been regrouped / reclassified, wherever necessary to confirm to the Current Year’s presentation. Previous year figures are not strictly comparable with current year’s figure due to effect of scheme of arrangement.

The accompanying notes form an integral part of the Consolidated Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF HB PORTFOLIO LIMITED

Sd/-
 G C AGARWAL
 (PROPRIETOR)
 Membership No. : 083820
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 ANIL GOYAL
 (MANAGING DIRECTOR)
 DIN: 00001938
 Place: Gurugram
 Date : 28th June, 2021

Sd/-
 LALIT BHASIN
 (DIRECTOR)
 DIN: 00002114
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 ASHOK KUMAR
 (CHIEF FINANCIAL OFFICER)
 Place: New Delhi
 Date : 28th June, 2021

Sd/-
 DINESH KAPOOR
 (COMPANY SECRETARY)
 M. No.: FCS-6731
 Place: Gurugram
 Date : 28th June, 2021



FORM AOC-1

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

Statement containing salient features of the Financial Statements of Subsidiaries / Associate Companies / Joint Ventures

Part "A": Subsidiaries

(Amount in ₹)

Sl. No.	Particulars	(1)	(2)	(3)	(4)
1.	Name of the Subsidiary	HB Securities Ltd.	HB Corporate Services Ltd.	Taurus Asset Management Company Ltd.	Taurus Investment Trust Company Ltd.
2.	Reporting period for the Subsidiary concerned, if different from the Holding Company's reporting period	N.A	N.A	N.A	N.A
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A	N.A	N.A	N.A
4.	Share Capital	8,20,75,700	4,37,12,850	16,93,12,360	9,80,800
5.	Reserves & Surplus	52,59,220	28,37,230	41,92,46,461	1,09,90,872
6.	Total Assets	14,21,66,507	4,65,50,080	61,33,65,490	1,20,54,636
7.	Total Liabilities	14,21,66,507	4,65,50,080	61,33,65,490	1,20,54,636
8.	Investments	5,36,64,645	46,43,594	21,57,62,881	NIL
9.	Turnover	44,31,608	NIL	9,51,95,819	14,63,050
10.	Profit before taxation	(4,63,898)	(81,407)	5,08,20,709	4,19,537
11.	Provision for taxation / Deferred tax	27,365	NIL	37,09,152	1,09,079
12.	Profit after taxation	(4,91,263)	(81,407)	4,71,11,557	3,10,458
13.	Proposed Dividend	NIL	NIL	NIL	NIL
14.	% of Shareholding (Equity)	100%	97.40%	99.99%	80.39%

Notes:

- Names of Subsidiaries which are yet to commence operations – N.A
- Names of Subsidiaries which have been liquidated or sold during the year – N.A

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in ₹)

Sl. No.	Name of Associates	Merwanjee Securities Ltd. *	Har Sai Investment Ltd.
1.	Latest Audited Balance Sheet Date #	31st March, 2021	31st March, 2020
2.	Shares of Associate held by the Company on the year end		
	No.	12,00,000	4,00,000
	Amount of Investment in Associates	1,20,00,000	40,00,000
	Extend of Holding%	48.00	39.96
3.	Description of how there is significant influence	Shareholding / Voting Power	
4.	Reason why the Associate / Joint Venture is not consolidated	Not Applicable	
5.	Net worth attributable to Shareholding as per latest Audited Balance Sheet #	3,00,98,573	3,58,88,382
6.	Profit / Loss for the year	18,75,412	(3,06,105)
	i. Considered in Consolidation #	9,00,198	(1,22,320)
	ii. Not Considered in Consolidation	9,75,214	(1,83,785)

(*) Associate through Company's Subsidiary namely, HB Securities Ltd.

(#) Refer Note No. 3 of the Consolidated Financial Statements.

Notes:

- Names of Associates or Joint Ventures which are yet to commence operations. – N.A
- Names of Associates or Joint Ventures which have been liquidated or sold during the year. – N.A

FOR AND ON BEHALF OF THE BOARD

Sd/
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)

Place: New Delhi
Date : 28th June, 2021

Sd/
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021



FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	RRB Securities Limited (Group Company)
b)	Nature of contracts/arrangements/transaction	Purchase of Equity Shares
c)	Duration of the contracts/arrangements/transaction	One Time Transaction
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The company has purchased 50,59,058 nos. of equity shares of Taurus Asset Management Company Limited from RRB Securities Limited in terms of the approval given by the Shareholders of the Company in their Annual General Meeting held on 29th September, 2020 at a price of Rs. 15. 30 Crore as determined by an Independent Valuer on the basis of valuation of shares.
e)	Date of approval by the Board	29-06-2020
f)	Amount paid as advances, if any	Nil

FOR AND ON BEHALF OF THE BOARD

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
Place: Gurugram
Date : 28th June, 2021

Sd/-
LALIT BHASIN
(DIRECTOR)
DIN: 00002114
Place: New Delhi
Date : 28th June, 2021

Sd/-
ASHOK KUMAR
(CHIEF FINANCIAL OFFICER)

Place: New Delhi
Date : 28th June, 2021

Sd/-
DINESH KAPOOR
(COMPANY SECRETARY)
M. No.: FCS-6731
Place: Gurugram
Date : 28th June, 2021

HB PORTFOLIO LIMITED

Plot No. 31, Echelon Institutional Area,
Sector-32, Gurugram - 122 001, Haryana
Ph : 0124-4675500, Fax : 0124-4370985
Email : corporate@hbportfolio.com
CIN: L67120HR1994PLC034148