

We Create Future

**POPULAR ESTATE  
MANAGEMENT LIMITED**

**27<sup>TH</sup>**

**ANNUAL REPORT  
2020-2021**

**SAFE HARBOUR STATEMENT**

In this Annual Report we have disclosed forward-looking information [within the meaning of various laws] to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements—written and oral—that we periodically make, contain forward-looking statements that set out anticipated results based on the Management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise Corporate Information.

**BOARD OF DIRECTORS:**

Ramanbhai Bholdas Patel  
[Chairman & Managing director]  
\* upto 29/07/2021

Suresh Natverlal Patel  
[Independent Director]

Dashrathbhai Bholdas Patel  
[Whole-Time Director & CFO]  
\* upto 29/07/2021

Purshottambhai Maganlal Pandya  
[Independent Director]  
\* upto 29/07/2021

Saritaben Natwarbhai Patel  
[Woman Director]

Rameshbhai Revabhai Patel  
[Independent Director]

Vikram C Patel  
[Director w.e.f. 25/01/21]

Mehul B Patel  
[Independent Director w.e.f. 29/06/21]

Het D Patel  
[Additional Director w.e.f. 29/07/2021]

**KEY MANAGERIAL PERSONNELS:**

Vikram C Patel  
[Chief Financial officer w.e.f. 01/08/2021]

Dashrathbhai Bholdas Patel  
[Chief Financial Officer upto 29/07/2021]

NEELAM GURBAXANI  
[Company Secretary & Compliance Officer]  
\* w.e.f. 01/08/2020

Vikram C Patel  
[Manager w.e.f. 01/09/2021]

**COMMITTEES****Audit Committee**

Purshottambhai Maganlal Pandya  
[Chairman]  
\*Upto 29/07/2021

**Nomination & Remuneration Committee:**

Rameshbhai Revabhai Patel  
[Chairman]

Sureshbhai Natverlal Patel  
[Member]

Sureshbhai Natverlal Patel  
[Member]

Ramanbhai Bholdas Patel  
[Member]  
\*ceased w.e.f. 29/06/21

Purshottambhai Maganlal Pandya  
[Member]  
\*Upto 29/07/2021

Mehul B Patel  
[Member w.e.f. 29/06/21]

Mehul B Patel  
[Member w.e.f. 29/07/21]

Vikram C Patel  
[Members w.e.f. 29/07/21]

**Stakeholders' Relationship Committee:**

Rameshbhai Revabhai Patel  
[Chairman]

Mehul B Patel  
[Member w.e.f 29/06/21]

Sureshbhai Natverlal Patel  
[Member]

Dashrathbhai Bholdas Patel  
[Member]  
\* ceased w.e.f. 29/06/21

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**COMPANY INFORMATION**

**CIN:** L65910GJ1994PLC023287

**Registered Office:**

81, 8<sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054, Gujarat

**Contact Details:**

Tel.: 091-9033015149  
Fax: 079-26854831

Website: [www.popularestatemanagment.in](http://www.popularestatemanagment.in)  
Email: [popularestatemanagement@yahoo.co.in](mailto:popularestatemanagement@yahoo.co.in)

**Registrars and Transfer Agents:****Link Intime India Private Limited**

5<sup>th</sup> Floor, 506 to 508,  
Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre,  
Nr. St. Xavier's College Centre,  
Off C.G. Road, Navrangpura,  
Ahmedabad-380009, Gujarat.  
Phone: 079-26465179  
Fax: 079-26465179  
E-mail: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

**Bankers:**

Kotak Mahindra Bank  
Kalupur Commer. Co-op. Bank Ltd.

**Statutory Auditor:**

H.S. Jani & Co.  
701/702/708, Sakar-V,  
B/h. Natraj Cinema,  
Ashram Road,  
Ahmedabad- 380 009

**Secretarial Auditor:**

Ronak Doshi and Associates  
802, Mahakant Complex,  
Opp. V.S. Hospital,  
Ellis bridge,  
Ahmedabad-380006, Gujarat

**IMPORTANT COMMUNICATION TO SHAREHOLDERS****“Green Initiative in the Corporate Governance”**

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Private Limited. The said form is also available on the Company’s website: [www.popularestatemanagement.in](http://www.popularestatemanagement.in)

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

**Email Address Registration Form**

(For members who holds shares in Physical Form)

**POPULAR ESTATE MANAGEMENT LIMITED**

Registered Office: 81, 8<sup>th</sup> Floor, "A" Wing, New York Tower, Opp: Muktidham Derasar, Thaltej,  
S. G. Highway, Ahmedabad-380054, Gujarat  
CIN: L65910GJ1994PLC023287

Ledger Folio No. \_\_\_\_\_ No. of Share(s) held: \_\_\_\_\_

NAME OF THE SHAREHOLDER / JOINT HOLDER:  
\_\_\_\_\_

Email Address :) \_\_\_\_\_

Contact No. (R) \_\_\_\_\_ (M) \_\_\_\_\_

I hereby give my / our consent to receive the Notices, calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

**Note:**

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd., 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), besides Business Gala Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat Tele: 07926465179 Tele fax : 079-26465179
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website: [www.popularestatementmanagement.in](http://www.popularestatementmanagement.in)

**NOTICE**

Notice is hereby given that the 27<sup>th</sup> (Twenty-Seventh) Annual General Meeting of the Shareholders of Popular Estate Management Limited. ('PEML' or the 'Company') will be held on Monday, 29<sup>th</sup> November, 2021 at 11.30 a.m. at registered office of the Company at 81, 8<sup>th</sup> Floor, New York Tower "A"-wing, Opp. Muktidham Derasar, S.G. Highway, Ahmedabad to transact the following:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited financial statements of the company for the financial year ended on 31<sup>st</sup> March, 2021 and the Reports of Board of Directors and the Auditors' thereon and in this regard to pass with or without modification the following resolution as Ordinary Resolution:**

"RESOLVED THAT audited financial statements of the company for the financial year ended March 31, 2021 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby received, considered and adopted."

- 2) To appoint a director in place of Mr. Vikram C Patel (holding DIN 00166707), Director who retires by rotation and being eligible, offers himself for reappointment and to pass with or without modification the following resolution as Ordinary Resolution:**

"RESOLVED THAT Mr. Vikram C Patel, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS:**

- 3) To appoint Mr. Het D. Patel (DIN: 06986909) as a Director liable to retire by rotation and to pass, with or without modification, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. Het D. Patel (DIN: 06986909), who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> July, 2021 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such up to the date of this Annual General Meeting has submitted a declaration that he is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company liable to retire by rotation."



- 4) To appoint Mr. Vikram C. Patel as the Manager of the company and to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to other consent(s), approval(s) and permission(s) as may be necessary in this regard, the company hereby accords its approval for appointment of Mr. Vikram C. Patel, (DIN: 00166707; PAN: AGUPP0288P) as the manager for a period of five years w.e.f. 1<sup>st</sup> September, 2021 i.e. from 1<sup>st</sup> September, 2021 to 31<sup>st</sup> August, 2021 on such remuneration and on such terms and conditions as set out in explanatory statement attached hereto with liberty and authority to the board of directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Mr. Vikram C. Patel.”

**“RESOLVED FURTHER THAT** the aggregate of salary, perquisites and allowances of Mr. Vikram C. Patel in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013(including applicable rules, if any) as amended from time to time.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Vikram C. Patel, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution alongwith filing of requisite E-form with Registrar of Companies, Gujarat.”

**Regd. Office:**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**“New York Tower”**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Het D Patel**  
**Director**  
**DIN: 06986909**

**Sd/-**  
**Vikram C PATEL**  
**Manager Director & CFO**  
**DIN: 00166707**

**Date: 27<sup>th</sup> October, 2021**  
**Place: Ahmedabad**

## NOTES:

1. **PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 11.30 a.m. on Thursday, 25<sup>th</sup> November, 2021. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. In terms of Section 152 of the Companies Act, 2013, Mr. Vikram Chhaganlal Patel (DIN: 00166707), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the company recommends his re-appointment.
3. Relevant disclosure pursuant to Regulation 36(3) Of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, relating to directors seeking appointment/re-appointment at the Annual General Meeting of the Company:

**Profile of Retiring Directors:****Item No. 2**

Name of The Director	Vikram Chhaganlal Patel
Director Identification No. (DIN)	00166707
Date of Appointment	25/01/2021
Education Qualification	Graduate
Brief Resume Including Expertise	Having experience of more than 15 years in real estate, marketing and accounting.
Directorship held in other listed entities	NIL
Chairman / Member of the Committees of the Board of the other companies on which he is a director	NIL

Chairman/Member of Directors of Other Public Company In Which He Is Director:	NIL
Disclosure of the relationships	Shri. Vikram C Patel is son of Mr. Chhaganbhai B Patel who is brother of Mr. Ramanbhai B Patel and Mr. Dashrathbhai B Patel, promoter Directors of the company and he is also promoter of the company.
No. of Shares Held In Company	684000

**Profile of directors who are re-appointed:****Item No. 3**

Name	Het Dashrathbhai Patel
Director Identification No. (DIN)	06986909
Date of Appointment	30/09/1994
Qualification	Commerce Graduate
Experience	Having good experience in fields of marketing and accounting.
Directorship held in other listed entities	NIL
Chairman / Member of the Committees of the Board of the other companies on which he is a director	NIL
Disclosure of the relationships	Shri. Het Dashrathbhai Patel is son of Mr. Dashrathbhai B Patel, who was ex- Whole time director and CFO of the Company. At present, Dashrathbhai B Patel is only promoter of the Company.
No. of shares held in the company	NIL

**Item No. 4**

Name	Vikram Chhaganbhai Patel
Director Identification No. (DIN)	00166707
Date of Appointment	01/09/2021
Qualification	Commerce Graduate
Experience	Having experience of more than 15 years in real estate, marketing and accounting.
Directorship in other Public Companies	NIL
Chairman / Member of the Committees of the Board of the other companies on which he is a director	NIL
Disclosure of the relationships	Shri Vikram C Patel is son of Mr. Chhaganbhai B

	Patel who is brother of Mr. Ramanbhai B Patel and Mr. Dashrathbhai B Patel, promoter Directors of the company and he is also promoter of the company.
No. of shares held in the company	684000

4. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item no. 3 & 4 is annexed hereto.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 6 p.m. up to the date of meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. The Register of Members and the Share Transfer Books of the company will remain closed for a period of Eight (8) days from Monday, 22<sup>nd</sup> day of November, 2021 to Monday, 29<sup>th</sup> day of November, 2021 (both days inclusive).
8. Every shareholder entitled to vote at a meeting of the company or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours prior the time fixed for the commencement of meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the company, provided that the notice regarding the same should be submitted in writing three days before the meeting date, mentioning the intention to inspect the proxies of the company.
9. Members are requested to contact Registrar and Transfer Agent (RTA) namely, **Link Intime (India) Pvt. Ltd., 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), besides Business Gala Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Ellisbridge, Ahmedabad-380006, Gujarat** for recording any change of address, bank mandate, ECS or nominations, for updating of email address and for Redressal of complaints members can contact the Compliance Officer at the Registered Office of the company.
10. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the company early so as to enable the management to keep the information ready.
12. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their

e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the company electronically. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

14. Shareholders are informed that voting shall be done by the means of polling paper and e-voting. The company will make the arrangements of polling papers in this regard at the Meeting's Venue whereas details of E-voting are hereby given in this report.
15. Shareholders may note that the notice of the meeting has been placed on the company's website: **www.popularestatementmanagement.in** in Annual Report Section.
16. In case of joint holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his/her absence, by the next named shareholder.
17. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participants (DP).
19. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with **National Securities Depository Limited (NSDL)** and the **Central Depository Services Limited (CDSL)**. Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
20. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of Demat holdings; the shareholders should approach to their respective depository participants for making nominations.
21. The route map showing the direction to reach the venue of Annual General Meeting is annexed.
22. Members are requested to note that pursuant to the provisions of Section 125(c) of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for the period of seven years from the date it becomes due for payment should be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company has already transferred the unclaimed/unpaid dividend declared for the year 2007-08 and 2008-09 to the said fund. Members who have so far not claimed the dividends declared for those years(s) are requested to make claim with the Investor Education and Protection Fund (IEPF) of Ministry of Corporate Affairs.

23. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate **M/s. Link Intime India Private Limited**, the Ledger Folios of such accounts to enable the company to consolidate all such share holdings into one account.
24. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representatives to attend and vote at the Annual General Meeting.
25. Voting through electronic means:  
Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the company is pleased to provide the facility to members to exercise their right to vote by electronic means. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on 26<sup>th</sup> November, 2021 at 9.00 a.m. and ends on 28<sup>th</sup> November, 2021 at 5.00 p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> November, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your Demat account or in the company

	records for the said Demat account or folio in DD/MM/YYYY format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Popular Estate Management Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- i. Mr. Ronak D Doshi (C.P. No. 12725), Proprietor of Ronak Doshi & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - ii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - iii. The results declared along with the report of the Scrutinizer shall be placed on the website of the company, [www.popularestatementmanagement.com](http://www.popularestatementmanagement.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**Regd. Office:**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**“New York Tower”**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Het D Patel**  
**Director**  
**DIN: 06986909**

**Sd/-**  
**Vikram C PATEL**  
**Manager Director & CFO**  
**DIN: 00166707**

**Date: 27<sup>th</sup> October, 2021**

**Place: Ahmedabad**



**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102[1] OF THE COMPANIES ACT, 2013**

The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice.

**ITEM NO. 3:- APPOINTMENT OF MR. HET DASHRATHBHAI PATEL (DIN: 06986909) PATEL AS A DIRECTOR:**

Mr. Het D Patel (DIN: 06986909) was appointed as an additional Director of the company vide board meeting held on 29<sup>th</sup> July, 2021 subject to approval of the members at the ensuing Annual General Meeting.

Your directors recommend for appointing him as a Director.

As per Section 161 of the Act, an Additional Director shall hold office upto ensuing Annual General meeting and subject to approval of the shareholders by passing a special resolution by the company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Het D Patel, is proposed to be appointed as a Director.

The company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Copy of the draft letter for appointment of Mr. Het D Patel as a Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours (11:00 am to 6:00 pm) on any working day, except Sunday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of benefit to the Company and it is desirable to continue to avail services of Mr. Het D Patel as a Director.

Accordingly, the Board recommends passing of the ordinary resolution in relation to appointment of Mr. Het D Patel a Director for the approval by the shareholders of the Company.

Mr. Vikram C Patel and Mrs. Saritaben N Patel are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

**ITEM NO. 4:- APPOINTMENT OF MR. VIKRAM CHHAGANLAL PATEL (DIN: 00166707) AS THE MANAGER OF THE COMPANY:**

Mr. Vikram Chhaganlal Patel (DIN: 00166707) was appointed as the Manager of the company vide board meeting held on 4<sup>th</sup> September, 2021 subject to approval of the members at the ensuing general meeting.

Your directors recommend for appointing him as the Manager of the company.

As per Section 164, 196, 197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the board has appointed Mr. Vikram C. Patel as the Manager of the company subject to approval of the shareholders by passing a special resolution at the ensuing Annual General Meeting of the company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 164, 196, 197, 203 read with Schedule V and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikram C. Patel, is appointed as the Manager of the company w.e.f. 1<sup>st</sup> September, 2021 for a term of five years commencing from 1<sup>st</sup> September, 2021 and ending on 31<sup>st</sup> August, 2026 on such remuneration and terms and conditions as embodied in the terms of appointment subject to approval of members.

The company has received declaration from him stating that he meets the criteria of appointment as prescribed under sub-section (3) of Section 196 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as the Manager of the company, if so appointed by the members.

The principal terms and conditions of appointment of Mr. Vikram Chhaganlal Patel as the Manager are as follows:

**1. Period of Appointment:**

Five years commencing from 1<sup>st</sup> September, 2021, the date of appointment.

**2 A. Remuneration:**

In consideration of the performance of his duties, the company shall pay to Mr. Vikram C. Patel the fixed gross remuneration (other than the PF, Superannuation and Gratuity) of 6,00,000/- (Rupees only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration shall be categorized as follows:-

**(a) Basic Salary:**

6,00,000/- (Rupees Six Lakh only) per annum, Rs. 50000/- (Rupees Fifty Thousand only) per month.

The increment as and when approved by the Board and NRC committee shall be merit based and will take into account the performance as Manager of the company.

**(b) Perquisites & Allowances:**

No other perks and allowances are payable to the Manager.

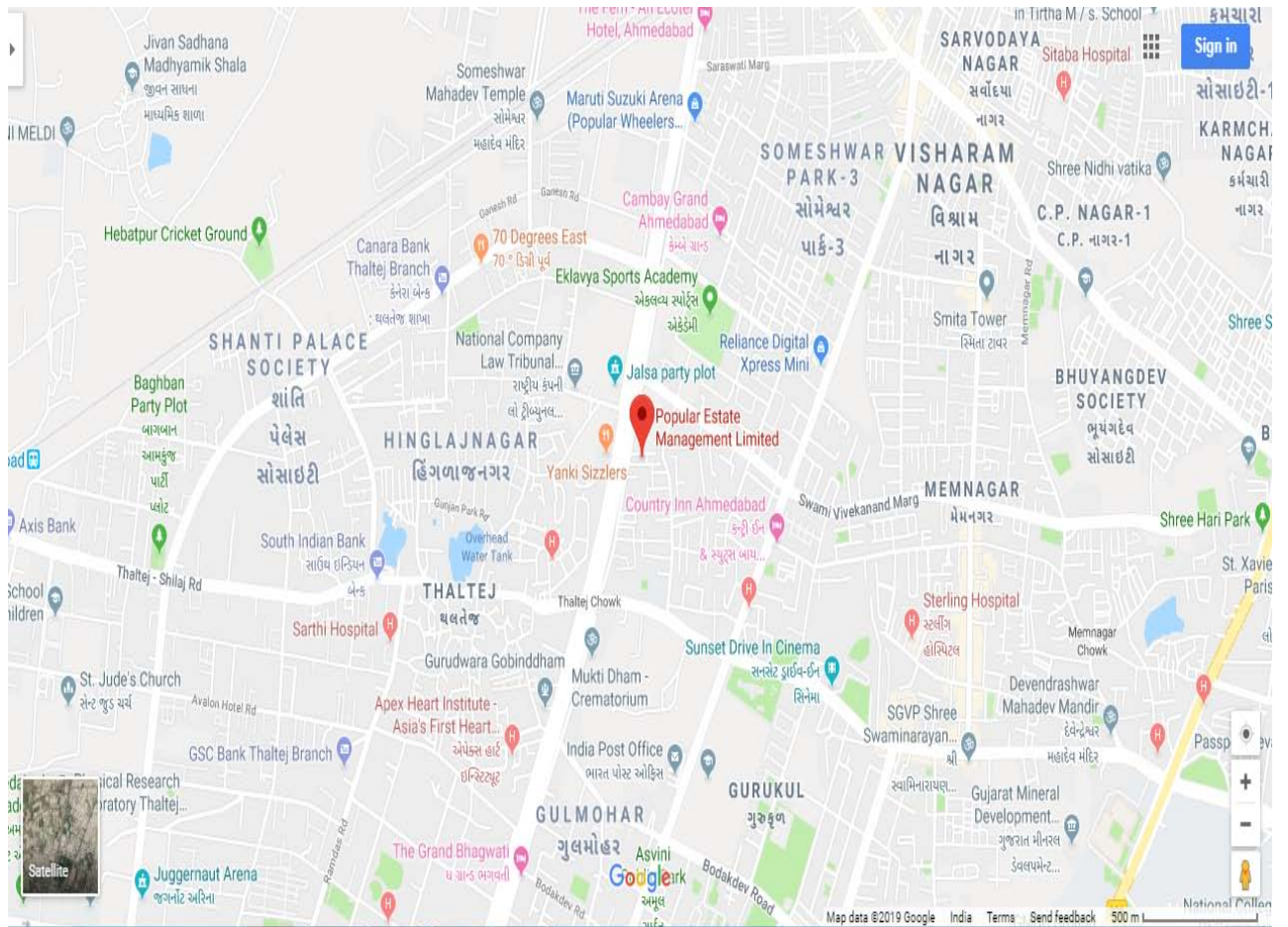
The board considers that his continued association would be of benefit to the company and it is desirable to continue to avail services of Mr. Vikram C. Patel as the Manager.

Accordingly, the Board recommends passing of the special resolution in relation to appointment of Mr. Vikram C. Patel as the Manager for the approval by the shareholders of the company.

Mr. Vikram C Patel, Mr. Het D Patel and Mrs. Saritaben N Patel are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

# ROUTE MAP

**Route Map** of the venue of 27<sup>th</sup> Annual General Meeting to be held on Monday, 29<sup>th</sup> November, 2021 at 11.30 a.m. at 81, 8<sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054, Gujarat.



FORM NO. MGT-11

PROXY FORM

TWENTY SEVENTH ANNUAL GENERAL MEETING

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 of Companies (Management and Administration) Rules, 2014]

<b>Name of Shareholder(s):</b> <hr/>
<b>Registered Address:</b> <hr/> <hr/>
<b>E-mail ID (IF ANY):</b> <hr/>
<b>Folio No. /DP ID Client No.</b> <hr/>

I/We, being the shareholder(s) of POPULAR ESTATE MANAGEMENT LIMITED holding \_\_\_\_\_ (No. of shares), hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_, or failing him: \_\_\_\_\_

Signature

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_, or failing him \_\_\_\_\_

Signature

As my/our proxy to attend and vote (on a Poll) for me/us and my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on Monday, 29<sup>th</sup> November, 2021 at 11.30 A.M. at 81, 8<sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad-380054, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	OPTIONAL	
		For	Against
	<b>Ordinary Resolutions</b>		
1.	To Consider and adopt the Audited Financial Statements of the company for the Financial Year ended on 31 <sup>st</sup> March, 2021 and the Reports of Board of Directors and the Auditors' thereon		
2.	To re-appoint a Director Mr. Vikram C Patel (DIN: 00166707), who retires by rotation and being eligible, offers himself for reappointment		
3.	To appoint Mr. Het Dashrathbhai Patel (DIN: 06986909) as a Director of the Company		
4.	To appoint Mr. Vikram Chhaganlal Patel (DIN: 00166707 & PAN: AGUPP0288P) as the Manager of the company for 5 years.		

Affix Revenue  
Stamp of One  
Rupee

Signed this \_\_\_\_ day of \_\_\_\_ 2021

Signature of Shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of First Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

**Notes:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a (X) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The proxy need not to be the member of the Company.
4. All alterations made in the form of proxy should be initialed.

## POPULAR ESTATE MANAGEMENT LIMITED

Reg. Off.: 81, 8<sup>TH</sup> Floor, New York Tower-A,  
Opp. Muktidham Derasar, Thaltej, S.G. highway, Ahmedabad-380054

CIN: L65910GJ1994PLC023287

Tel: +91 9033015149 Fax: 079-26854831

Website: [www.popularestatemanagement.com](http://www.popularestatemanagement.com) E-mail: [popularestatemanagement@yahoo.co.in](mailto:popularestatemanagement@yahoo.co.in)

## ATTENDANCE SLIP

TWENTY-SEVENTH ANNUAL GENERAL MEETING TO BE HELD ON 29<sup>TH</sup> NOVEMBER, 2021 AT 11.30

Sr. No.: \_\_\_\_\_

Reg. Folio/ DP ID & Client ID	
Name & Address of the Member	
Name(s) of Joint holder(s)	
No. of Share(s) held	
Name of Proxy holder	

I/ We hereby record my/ our presence at the **TWENTY SEVENTH ANNUAL GENERAL MEETING** ("AGM") of the Members of the Company being held on Monday, November 29, 2021, at 11.30 a.m. at 81, 8<sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad 380054 Gujarat.

Signature of the Shareholder/ Proxy Present

*Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.*

## ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence No./Default PAN*
_____	{Folio}	{Password}

\* Only Members who have not updated their PAN with the Bank / Depository Participant shall use default PAN in the PAN Field.

**Note:** Please read the instructions under the Notes of Notice of AGM dated November 29, 2021. The e-voting commences on 26<sup>th</sup> November, 2021 at 9.00 a.m. and ends on 28<sup>th</sup> November, 2021 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

To,  
 The Members,  
**Popular Estate Management Limited,**  
 Ahmedabad

Your directors are presenting herewith their 27<sup>th</sup> (Twenty Seventh) Annual Report together with the Audited Statements of Accounts for the period ended 31<sup>st</sup> March, 2021.

**FINANCIAL RESULTS:**

<b>Particulars</b>	<b>Current Year Ended on 31/03/2021</b>	<b>Previous Year Ended on 31/03/2020</b>
Income from operations	0.00	0.00
Other Income	10,67,515.00	2,11,151.00
Depreciation & amortization	34,84,784.00	25,76,550.00
Expenses other than Depreciation	79,23,361.00	1,38,29,785.00
Preliminary Exp. Written off	0.00	0.00
Net Profit/(Loss) Before Tax	(1,03,40,630.00)	(1,61,95,244.00)
Compensation received for relinquishment of right to sue	0.00	0.00
Current Tax	(14,219.00)	0.00
Deferred Tax	(26,40,467.00)	(42,09,998)
Mat Credit Entitlement	0.00	0.00
Adjustment of tax relating to earlier periods (Wealth Tax)	0.00	0.00
Profit/(Loss) After Tax	(76,85,944.00)	(1,19,85,246.00)
Proposed Dividend	0.00	0.00
Provision for dividend distribution Tax	0.00	0.00
Profit/(Loss) after Tax & Dividend	(76,85,944.00)	(1,19,85,246).00
Bal. Brought Forward	32,11,23,178.00	33,31,08,424.00
Less : Income Tax paid for previous year	0.00	0.00
Less : Short Provision of Taxes of earlier years	0.00	0.00
Balance Carried to Balance Sheet	31,34,37,234.00	32,11,23,178.00



**DISCLOSURE ON MATERIAL IMPACT OF COVID-19 PANDEMIC ON THE BUSINESS AND OPERATIONS OF THE COMPANY:**

The multiple waves of Coronavirus outbreak have infected millions of people worldwide. Simultaneously, it has disrupted industries, trade, and business cycles, thus halting global economic activity significantly.

The World Health Organization declared the Coronavirus disease (COVID-19) as global pandemic on the 11<sup>th</sup> February, 2020. To prevent the rapid rise of infections, governments of almost all countries severely restricted travel, mandated extreme 'social distancing' measures and reduced demand supply chains to only those that are 'essential'. This health crisis during the second wave of Covid-19 is having a further severe impact on business and operations of the company.

The impact of Coronavirus on the Indian real estate sector was stifling to the point that it brought property transactions to a near-halt when the nation went into a complete lockdown between March to June, 2020. The market has taken several strides towards recovery after first lockdown and just when it seemed the revival was not far, the country has been struck by yet another wave of Covid- 19, this time, far more fatal. The real estate sector is likely to face a tough time for the next few quarters and the sector's recovery has been pushed further away by at least a couple of years.

Unfortunately, due to multiple waves of COVID -19, the financial years 2020 and 2021 seem to be different. Country-wide lockdown has halted all activities. As evident, project sites are shut, site visits have stopped, and construction activity has come to a grinding halt, eventually reducing demand of housing sales, delayed project completion timelines and softened rentals for commercial real estate.

The real estate sector is facing an acute working capital crisis which is essential to keep the business moving. The sector has pinned its hopes on Government intervention to salvage the loss created by the COVID 19 crisis with its substantial fiscal stimulus to get the growth trajectory back on track.

**DIVIDEND:**

The Board of Directors has not recommended any dividend for the year 2020-21.

**PRESENT OPERATIONS AND FUTURE PROSPECTS:**

During the year under review, the Company has not generated any revenue from operation against nil of the previous year. The net loss after tax for the year under review has been Rs. 76,85,944/- as against loss of Rs. 1,19,85,246/- during the previous financial year. Your Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in future period.

A detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms part of this report.

**RESERVES AND SURPLUS:**

The Company had reserves and surplus of Rs.31,34,37,235/- in the present financial year as against the reserve and surplus of Rs. 32,11,23,178/- during the previous financial year.

**BOARD OF DIRECTORS:****I. APPOINTMENT & RESIGNATION OF DIRECTORS:**

During the financial year 2020-21 as well as afterwards till the date of this report, there was change in the board of directors of the company. The structure of Board of Directors is as follows at present:

Sr. No.	CATEGORY	NAME OF DIRECTORS
<b><u>Promoter and Executive Director</u></b>		
1.	Chairman & Managing Director	Shri Ramanbhai Bholidas Patel *(upto 29/07/2021)*
2.	CFO & Whole Time Director	Shri Dashrathbhai Bholidas Patel *(upto 29/07/2021)*
3.	CFO, Director & Manager	Vikram Chhaganlal Patel *(Director w.e.f. 25/01/2021)* *(CFO w.e.f. 01/08/2021)* *(Manager w.e.f. 01/09/2021)*
4	Director	Shri Het D Patel * (Director w.e.f. 29/07/2021)
<b><u>Woman Director</u></b>		
5.	Woman Director	Smt. Saritaben Natwarbhai Patel
<b><u>Independent Directors</u></b>		
6.	Independent Director	Shri Sureshbhai Natwarlal Patel
7.	Independent Director	Shri Purshottambhai Maganlal Pandya *(upto 29/07/2021)*
8.	Independent Director	Shri Rameshbhai Revabhai Patel
9.	Independent Director	Mehul Patel *(w.e.f. 29/06/2021)*

**II. RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:**

In terms of provisions of Section 152 of the Companies Act, 2013, the company has re-appointed Mr. Vikram Chhaganlal Patel (DIN: 00166707), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as the Director of the company and brief profile of her is given in this report as notes to the notice.

**COMPANY SECRETARY AND COMPLIANCE OFFICER:**

During the year under review, Mrs. Khyati Dipakkumar Vyas tendered her resignation from the post of the Company Secretary & Compliance officer of the company with effect from 31<sup>st</sup> March, 2020 and as a result, company has appointed Mrs. Neelam Mohanlal Gurbaxani as Company Secretary and Compliance Officer of the Company with effect from 1<sup>st</sup> August, 2020 vide board meeting held on 30<sup>th</sup> July, 2020. She was appointed as Compliance Officer of the company in place of Mr. Dashrathbhai B. Patel who was temporary Compliance officer after resignation of Mrs. Khyati Vyas. Further, appointment was delayed due to a complete nationwide lockdown due to COVID-19 pandemic and adherence to government guidelines and precautionary measures for the same. However, the Company has made appointment of Company secretary and Compliance officer within the time period specified in the Companies Act, 2013.

**CHIEF FINANCIAL OFFICER (CFO):**

Mr. Dashrathbhai Bholidas Patel had been Chief Financial Officer (CFO) of the Company. But he resigned on 29/07/2021 and hence, Mr. Vikram Chhaganlal Patel (DIN: 00166707 & PAN: AGUPP0288P) has been appointed as the CFO of the company w.e.f. 01/08/2021.

**SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:**

The company has no Subsidiary Company, Joint Venture Company or Associate Company.

**DEPOSIT:**

During the year under review your company has not accepted deposit from public as envisaged by Chapter V of the Companies Act, 2013.

**PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

During the year the company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company and stakeholders at large. Suitable disclosures as required are provided in AS-18 which is forming part of the notes to the financial statement.

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:**

The requisite details as required by Section 134(3) (e), Section 178(3) & (4) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed as **Annexure A** to this Report.

**CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the business of the company during the year.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/OUTGO:**

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant data pertaining to conservation of energy, technology absorption are not applicable and hence, not given. Moreover, the Company has no Foreign Exchange earnings and outgo.

**PARTICULARS OF EMPLOYEES:**

There are no employees drawing the remuneration in excess of limits prescribed under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further the following details form part of **Annexure B and Annexure C** to the Board's Report:

- i) Pursuant to Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 statement containing the names and other particulars of top ten employees in terms of remuneration drawn by them- **Annexure B**
- ii) Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- **Annexure C**

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

During the financial year, there was search and seizure of the income Tax department as well as Imprisonment of Managing Director and Whole time Director of the Company affecting the financial position of the company. Moreover, Holding of Annual General Meeting and appointment of statutory auditor also got delayed which ultimately results in to additional fees to be paid to the BSE and MCA which critically affects the financial position of the Company.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

During the financial year 2020-21, the following significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:-

Sr. No.	Action taken by	Details of violation	Details of action taken. E.g. fines, warning letter, Debarment, etc.	Observations/ Remarks of Practicing Company Secretary, if any
1.	Freezing of promoters Demat account due to non-payment of fine alongwith GST of Rs. 3,89,400 till 31 <sup>st</sup> March, 2021 (action under SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Regulation 17(1) of SEBI (LODR) Regulation, 2015	Levy of fine alongwith GST of Rs. 389400 till quarter ended on 31 <sup>st</sup> March, 2021.	As explained by the management, Mr. Vikram Chhaganlal Patel was appointed on Board on 25/01/2021 to comply with various provisions under various Acts due to under trial imprisonment of Mr. Ramanbhai B Patel (MD) and

				<p>Mr. Dashrathbhai B Patel, (WTD) and accordingly the total no. of executive directors on the board were 4 (four) and the total no. of Non-executive Directors remained 3 (three). Till 31/03/2021. However, the board appointed Mr. Mehul B Patel on 29/06/2021 as Non Executive Additional Independent Director to comply with Regulation 17(1) of SEBI (LODR) Regulations, 2015. The company has now duly complied with the optimum combination of Board of Directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 has also intimated BSE regarding the same. The Company is also planning to file waiver of fees application to BSE.</p>
2.	Pursuant to the provisions of Circular No.	Regulation 33 of	Trading in	The

	<p>SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Suspension of trading in securities of companies for non-compliances with provisions of certain Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>SEBI (LODR) Regulation, 2015 unaudited quarterly results for 30/09/2020, 31/12/2020 and 31/03/2021 and Regulation 34 for submission of Annual report for the year ended on 31/03/2020</p>	<p>securities of the company was suspended w.e.f. June 11, 2021 (being 30 days from issue of notice); as well as Freezing of the entire shareholding of the promoter in the non compliant listed entity as well as all other securities held in the demat account(s) of the promoter w.e.f. May 11, 2021 till further notice</p>	<p>management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department. Moreover, due to completion of tenure of statutory auditor and non appointment of Auditor at the AGM resulted into non compliance of Reg. 33 &amp; Reg. 34 of SEBI LODR Regulations, 2015.</p> <p>Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the</p>
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				retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021. At present the company has appointed the statutory auditor as well as Compliance has been done for Reg. 33 for the quarter ended on 30/09/2020, 30/12/2021, 31/03/2021 and 30/06/2021 as well as Reg. 34 for the year ended on 31/03/2021.
3	Pursuant to provisions of Section 96, 129 (3), 137 and 92 of the Companies Act, 2013	Reg. 96 For holding Annual General meeting for the year ended on 31/03/2020 and Reg. 129(3) and 137 for filing financial statements and Reg. 92 for filing Annual Return	ROC, Ahmedabad has issued show cause notice for non holding of Annual General meeting and non filing of financial statements including annual return for the year ended on 31/03/2020	The said notice has been properly replied and the Company has now complied with Section 96, 129(3), 137 and 92 of the companies Act, 2013. Moreover, the company is also processing for compounding of the aforesaid offences with ROC, Gujarat.

**CHANGES IN SHARES CAPITAL:**

The company has not made any changes in the share capital of the company during the year under review.

**INSURANCE:**

All the assets of the company are adequately insured and the company has developed proper system for taking insurance on all its insurable assets in order to mitigate the risk.

**AUDITORS:****I. STATUTORY AUDITORS & AUDITORS' REPORT:**

In accordance with 139 of the Companies Act, 2013 M/s H.S. Jani & Associates, Chartered Accountants, (FRN: 127515W) were appointed by the shareholders of the company at the 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> August, 2021 as Statutory Auditors for a period of 5 years to hold office until the conclusion of the 31<sup>st</sup> Annual General Meeting of the company in calendar year 2025 in place of M/s. Patel & Jesalpura, Chartered accountant, whose term of 10 years expired in the year 2020.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, approval of the members for the ratification of Auditor's appointment is not being sought at the ensuing Annual General Meeting.

**AUDITORS' REPORT:**

The Auditors' Report contains (1) one adverse remark(s) on the financial statements for the year ended March 31, 2021:

"We draw attention to Note 39 to the financial statements, wherein it is stated that the company along with certain other group companies, firms and promoters, were subjected to Search and Survey operations by the Income Tax Department u/s. 132/133 of the Income Tax Act, 1961 ("The Act"). Pending completion of related proceedings, the effect thereof, if any, on the financial statements cannot be ascertained at this stage. Our report is not modified in respect of this matter."

**REPLY TO AUDITORS' REMARK:**

The auditors' remark is self explanatory and does not required further clarification/explanation.

**II. INTERNAL CONTROL AUDITOR AND SYSTEM:**

Pursuant to the provisions of section 138 of the Companies Act and rules made there under, the company has proper system of Internal Control and it has also appointed internal auditor to look after the matters of internal control.

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations. Internal control systems



are designed to ensure that all assets and resources are acquired economically, used efficiently and adequately protected.

### **III. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Company has appointed M/s. Ronak Doshi & Associates, Practicing Company Secretary, Ahmedabad to undertake Secretarial Audit for the financial year ended on 31<sup>st</sup> March, 2021. Secretarial Audit Report is attached to this report as Form **MR-3 as Annexure E**. The Board has duly reviewed the Secretarial Auditor's Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation/clarification by the Board of Directors as provided under section 134 of the Act.

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 134(3) (a) of the Companies Act, 2013 read with rules 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of annual return is annexed herewith as **MGT-9** and forming part of the report as **Annexure "D"**. The Company is having website i.e.: [www.popularestatemanagement.in](http://www.popularestatemanagement.in) and annual return of Company has been published on such website.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

During the year under review, the Company is outside the purview of Section 135 of Companies Act, 2013 related to Corporate Social Responsibility.

### **ENVIRONMENT, HEALTH AND SAFETY:**

The Company accords the highest priority to Environment, Health and Safety. The management is constantly reviewing the safety standards of the employees and the management believes in the concept of sustainable development.

### **MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:**

#### **i. Vigil Mechanism / Whistle Blower Policy:**

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

#### **ii. Business Conduct Policy:**

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

### **AUDIT COMMITTEE:**

Audit Committee was constituted by the company comprising two Independent Non-Executive Directors viz. Shri. Purshottambhai M. Pandya, Chairman (having financial and accounting

knowledge) and Shri. Sureshbhai N. Patel, as well as Mr. Ramanbhai B Patel, Promoter and Executive Director as members. However, it was reconstituted on 29/06/2021 by resignation of Mr. Ramanbhai B Patel and appointment of Mr. Mehul B Patel as member of the committee. Then, again it was reconstituted on 29/07/2021 by appointment of Mr. Mehul B Patel as Chairman of the Committee, Mr. Vikram C Patel and Mr. Suresh N Patel as members of the Company and by taking note of resignation of Mr. Purushottam M Pandya. The constitution of Audit Committee meets with the requirements under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. Before presenting the audited accounts to the members of the Board, the Audit Committee recommended the appointment of the statutory auditors, subject to the Board's approval. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

#### **INDUSTRIAL RELATIONS:**

Industrial Relations during the year under review continued to be cordial.

#### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

There is no money lying with the Company which is to be required transferred to Investor Education and Protection Fund and the company has already transferred to IEPF the unclaimed dividend amount for the F.Y. 2007-08 and 2008-09.

#### **ACCOUNTING STANDARDS AND FINANCIAL REPORTING:**

The Company incorporates the accounting standards as and when issued by the Institute of Chartered Accountants of India. The company complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report. Moreover, the Balance sheet of the Company has been converted and presented as per Indian Accounting Standards - IND AS.

#### **CORPORATE GOVERNANCE AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34(3) and 53(f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Corporate Governance Report, the Management Discussion & Analysis Statement, and the Auditors' Certificate regarding Compliance of Conditions of Corporate Governance are part of this Annual Report.

#### **DEMATERIALISATION OF EQUITY SHARES:**

As per direction of the SEBI and Bombay Stock Exchange Limited, the shares of the Company are under compulsory Demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the Demat activation number allotted to the Company is ISIN: INE370C01015. Presently shares are held in electronic and physical mode (87.28% of shares in Demat, 12.72% in physical mode).

**LISTING:**

The equity shares of the company are listed in the Bombay Stock Exchange Limited which has the connectivity in most of the cities across the country. However, w.e.f. 11/06/2021 the trading of shares has been suspended due to penal reasons. However, the management is processing to file revocation of suspension application to BSE.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of board of directors and the attendance of the directors in the same is mentioned in Corporate Governance Report.

**NUMBER OF MEETINGS OF THE AUDIT COMMITTEE:**

The Audit Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of Audit Committee and the attendance of the committee members in the same is mentioned in Corporate Governance Report.

**NUMBER OF MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of Nomination and Remuneration Committee and the attendance of the committee members in the same is mentioned in Corporate Governance Report.

**NUMBER OF MEETINGS OF THE STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholder relationship Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of stakeholder relationship Committee and the attendance of the committee members in the same is mentioned in Corporate Governance Report.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013):**

The Company has implemented an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provision of section 134(5) the Board confirms and submits the Director's Responsibility Statement:-

- a) In preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had 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 had taken proper and sufficient care for the maintenance of adequate accounting records 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; and
- e) The Directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

**DECLARATION BY INDEPENDENT DIRECTORS:-**

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the company has received individual declarations from all the Independent Directors mentioned below, confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

1. Mr. Rameshbhai Revabhai Patel \*(Upto 29/07/2021)\*
2. Mr. Purshottambhai Maganlal Pandya \*(Upto 29/07/2021)\*
3. Mr. Sureshbhai Natverlal Patel
4. Mr. Mehul B Patel received w.e.f. 29/06/2021 at the time of his appointment.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:**

During the period under report, the Company has not provided any loans, guarantee or security to any person or Body Corporate under Section 186 of the Companies Act, 2013. Moreover, the advances which were already given before the year has been repaid and it is within the limit covered under Section 186 of the Companies, Act, 2013.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committees. The performance of the Board was evaluated by the Board after seeking feedback from all the Directors on the basis of the parameters/criteria, such as, degree of fulfillment of key responsibility by the Board, Board

Structures and Composition, establishment and delineation of responsibilities to the Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics and, Quality of relationship between the Board and the Management. The performance of the committees viz. Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee was evaluated by the Board after seeking feedback from Committee members on the basis of parameters/criteria such as degree of fulfillment of key responsibilities, adequacy of committee composition, effectiveness of meetings, committee dynamics and, quality of relationship of the committee with the Board and the Management.

**RISK MANAGEMENT:**

The company has developed and implemented a risk management system which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out.

**ACKNOWLEDGMENT:**

Your Directors wish to place on record their sincere appreciation to the financial institutions, Company's bankers and customers, vendors and investors for their continued support during the year.

Your Directors are also pleased to record their appreciation for the dedication and contribution made by employees at all levels who through their competence and hard work have enabled your Company achieve good performance year after year and look forward to their support in future as well.

**Regd. Office:**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**"New York Tower"**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Het D Patel**  
**Director**  
**DIN: 06986909**

**Sd/-**  
**Vikram C PATEL**  
**Manager Director & CFO**  
**DIN: 00166707**

**Date: 27<sup>th</sup> October, 2021**  
**Place: Ahmedabad**

**POLICY OF THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY****Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel:****THE COMMITTEE SHALL:**

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person are adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Directors as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provision of the Companies Act, 2013 and the Rules made thereunder or for any other reasons as may be justified by the Committee.

**TERM OF APPOINTMENT:**

The term of Appointment of Managing Director/Whole-time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

**RETIREMENT:**

The Managing Director/Whole-time Directors and Independent Directors of the Company shall be subject to retirement as per applicable to the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfillment of the requirements as mentioned in Companies Act, 2013.

**POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

1. Evaluation of performance of Board and Individual Directors:
  - a. Achievement of financial/business targets as fixed by the Board;
  - b. Proper development, management and execution of business plans;
  - c. Display of leadership qualities i.e. correctly anticipating business trends and opportunities;

- d. Establishment of an effective organization structure;
  - e. Participation in the Board/Committee Meetings;
  - f. Integrity and maintenance of confidentiality;
  - g. Any other criteria that may be considered necessary for the evaluation of the performance of the Board may be considered by the Committee.
2. Evaluation of performance of Committees:
    - a. Discharge of its functions and duties as per its terms of reference;
    - b. Effectiveness of suggestions and recommendations received;
    - c. Conduct of its meeting and procedures followed in this regard.
  3. Review of the Implementation of this policy:

The committee shall review the implementation and compliance of this policy at least once in a year.

#### **POLICY FOR REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The remuneration of Directors and Key Managerial Personnel must be in accordance to the Companies Act, 2013 and the Rules made there under. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

The relationship of remuneration to the performance is clear and meets appropriate performance benchmarks.

**PARTICULARS OF EMPLOYEES AS PER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF THE PERSONNEL) RULES, 2014**

SR. NO	NAME & DESIGNATION	REMUNERATION (PER ANNUM)	NATURE OF EMPLOYMENT	QUALIFICATION & EXPERIENCE	YEAR/DATE OF COMMENCEMENT OF EMPLOYMENT & HIS/HER AGE	LAST EMPLOYMENT HELD	% OF EQUITY SHARES HELD	RELATIVE OF ANY DIRECTOR/MANAGER OF THE COMPANY
1.	Ramanbhai Bholidas Patel- Managing Director	7,50,000	Managerial	B.Com Graduate +Diploma Exp. Of 43 years	14/10/1994 AGE -66	N.A.	8.58%	SELF
2.	Dashrathbhai Bholidas Patel- Whole time Director	6,00,000	Managerial	B.Com Graduate Exp. of 38 years	14/10/1994 AGE - 61	N.A.	6.20%	Brother of Ramanbhai B Patel
3.	Alpesh J Patel- Senior Accountant	1,80,000	Non-Managerial	B.Com, LLB Graduate Exp. of 33 years	15/12/2014 Age-58	RKC Infrabuild Pvt. Ltd.	Nil	Not related
4.	Mansinh L Rajput-Driver	1,80,000	Non-Managerial	10 <sup>th</sup> Pass Exp. of 26 years	01/11/1994 Age: 53	N.A.	0.01%	Not related
5.	Vishwanath A Raval-Driver	1,75,200	Non-Managerial	7 <sup>th</sup> Pass 24 years	01/11/1994 Age: 53	N.A.	0.01%	Not related
6.	Beenaben D Dave-receptionist	1,62,000	Non-Managerial	12 <sup>th</sup> Pass Exp. of 27 years	14/10/1994 Age-43	N.A.	0.01%	Not related
7.	Harshaben S Shah	1,46,400	Non-Managerial	B.Com Exp. of 26 years	01/12/1994 Age: 52	N.A.	0.02%	Not related
8.	Rajesh D Patel-Peon	1,29,600	Non-Managerial	9 <sup>th</sup> Pass 26 years	01/11/1994 Age-51	New Sorath Mill	0.001%	Not related
9.	Neelam Gurbaxani	1,20,000	Managerial	Company Secretary , Exp. Of 3 years	01/08/2020 Age: 29	Gala Global Products Ltd.	NIL	Not related
10.	Ramesh N Parekh-Peon	1,14,000	Non-Managerial	9 <sup>th</sup> Pass 26 years	01/11/1994 Age-55	N.A.	NIL	Not related



**DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- A. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2020-21.

Sr. No.	Name of the Director	Remuneration	Median Remuneration	Ratio
1.	Ramanbhai B Patel	7,50,000/-	168600/-	4.45
2.	Dashrathbhai B Patel	6,00,000/-	168600/-	3.56

- B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, in the financial year 2020-21.

Sr. No.	Name of the Director	Designation	% Increase
1.	RAMANBHAI BHOLIDAS PATEL	MANAGING DIRECTOR	0%
2.	DASHRATHBHAI BHOLIDAS PATEL	WHOLE TIME DIRECTOR	0%

- C. The percentage increase in the median remuneration of employees in the financial year 2020-21: 0%
- D. The number of permanent employees on the rolls of the company in the Financial Year 2020-21: 10
- E. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for non-managerial personnel of the company during the financial year was 0% and the average remuneration increase for the managerial personnel was 0%. Remuneration increase or decrease depends on the company's performance as a whole, individual performance level and also market benchmarks.

- F. Affirmation that the remuneration is as per the remuneration policy of the company; It is affirmed that the remuneration paid is as per the remuneration policy of the company.

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON FINANCIAL YEAR 31.03.2021**

*[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]*

**I. REGISTRATION & OTHER DETAILS:**

SR. NO.	PARTICULARS	DETAILS
1.	CIN	L65910GJ1994PLC023287
2.	REGISTRATION DATE	14/10/1994
3.	Name of the Company	POPULAR ESTATE MANAGEMENT LIMITED
4.	Category/Sub-category of the Company	Non-Government Public Company Limited by shares
5.	Address of the Registered office	81, 8 <sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054.
6.	E-mail ID	popularestatemanagement@yahoo.co.in
7.	Whether listed company	YES (LISTED ON BOMBAY STOCK EXCHANGE)
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Link Intime India Private Limited.</b> 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's College Centre, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat Email id: ahmedabad@linkintime.co.in Phone: +91 79 26465179 /86 / 87 Fax: +91 79 26465179 Website: www.linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

SR. NO.	NAME & DESCRIPTION OF MAIN PRODUCTS/SERVICES	NIC CODE OF PRODUCT/SERVICE	% OF TOTAL TURNOVER OF THE COMPANY
1.	Real Estate	70	No turnover

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES: N.A.**

## IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year- 01/04/2020				No. of Shares held at the end of the year=31/03/2021				%Change during year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No. of Shares	% of Total Shares
<b>A. Promoters</b>										
<b>(1) Indian</b>										
Individual/HUF	8854848	500000	9354848	66.82	8854848	500000	9354848	66.82	0	0
Central or State Govern.	0	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0	0
Bank/FI	0	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>0</b>	<b>0</b>
<b>(2) Foreign</b>	0	0	0	0	0	0	0	0	0	0
NRI- Individuals	0	0	0	0	0	0	0	0	0	0
Other Individuals	0	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (2)</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>8854848</b>	<b>500000</b>	<b>9354848</b>	<b>66.82</b>	<b>0</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
Mutual Funds	0	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0	0
Central govt.	0	0	0	0	0	0	0	0	0	0
State Govt.	0	0	0	0	0	0	0	0	0	0
Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0	0
FIIS	0	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
Others (NRI)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non Institutions</b>	0	0	0	0	0	0	0	0	0	0
a) Bodies corporate										
i) Indian	2259066	33300	2292366	16.3738	2259016	33300	2292316	16.3735	(50)	(0.0003)

ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to (Rs. 1 Lakh)	170334	307000	477334	3.4095	171627	307000	478627	3.4187	1293	0.0092
ii) Individuals shareholders holding nominal share capital in excess of (Rs. 1 Lakh)	932869	940700	1873569	13.3824	929731	940700	1870431	13.3600	(3138)	(0.0224)
c) Others (HUF)	2083	0	2083	0.0149	3457	0	3457	0.0247	1374	0.0098
(Clearing Members)	0	0	0	0	521	0	521	0.0037	521	0.0037
<b>SUB TOTAL (B)(2):</b>	<b>3364352</b>	<b>1281000</b>	<b>4645352</b>	<b>33.18</b>	<b>3364352</b>	<b>1281000</b>	<b>4645352</b>	<b>33.18</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>3364352</b>	<b>1281000</b>	<b>4645352</b>	<b>33.18</b>	<b>3364352</b>	<b>1281000</b>	<b>4645352</b>	<b>33.18</b>	<b>0</b>	<b>0</b>
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	0	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A=B+C)</b>	<b>12219200</b>	<b>1781000</b>	<b>14000200</b>	<b>100.00</b>	<b>12219200</b>	<b>1781000</b>	<b>14000200</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

## (ii) SHAREHOLDING OF PROMOTERS:

Sr. No.	Promoters Name	Shareholding at the beginning of the year -01/04/2020			Date of Transaction	Shareholding at the end of the year-31/03/2021			% change in share holding during the year
		No. of Shares	% of the total shares of the Company	% of shares pledged encumbered to total shares		No. of Shares	% of the total shares of the Company	% of shares pledged encumbered to total shares	
1.	KOKILABEN CHHGANBHAI PATEL	1205700	8.61	0		1205700	8.61	0	
2.	RAMANBHAI BHOLIDAS PATEL	1200700	8.58	0		1200700	8.58	0	
3.	MAYURIKABEN RAMANLAL PATEL	1006500	7.19	0		1006500	7.19	0	
4.	CHHAGANLAL BHOLIDAS PATEL	970900	6.93	0		970900	6.93	0	
5.	LATABEN DASHARTHBHAI PATEL	897900	6.41	0		897900	6.41	0	
6.	MAUNANG RAMANBHAI PATEL	878800	6.28	0		878800	6.28	0	
7.	DASHRATHBHAI BHOLIDAS PATEL	867893	6.19	0		867893	6.19	0	
8.	PRATHMESH CHHAGANLAL PATEL	746900	5.33	0		746900	5.33	0	
9.	VIKRAM CHHAGANLAL PATEL	684000	4.89	0		684000	4.89	0	
10.	KRUPESH JAYANTILAL PATEL	500000	3.57	0		500000	3.57	0	
11.	PRIYESH RAMANLAL PATEL	132500	0.95	0		132500	0.95	0	
12.	KRINESH NATWARLAL PATEL	81310	0.58	0		81310	0.58	0	
13.	RUNALI VIKRAM PATEL	56700	0.40	0		56700	0.40	0	
14.	BHUMI PRATHMESH PATEL	36996	0.26	0		36996	0.26	0	

15.	SARITABEN NATWARBHAI PATEL	29100	0.21	0		29100	0.21	0	
16.	FIZU M PATEL	28899	0.21	0		28899	0.21	0	
17.	KOMAL PRIYESH PATEL	24350	0.17	0		24350	0.17	0	
18.	EKTA KRINESH PATEL	5700	0.04		0	5700	0.04	0	
	<b>TOTAL</b>	<b>9354848</b>	<b>66.82</b>		<b>0</b>	<b>9354848</b>	<b>66.82</b>	<b>0</b>	

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):**

Sr. No.		Share holding at the beginning of the Year 01/04/2020		Cumulative Share holding during the year – 31/03/2021	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	<b>9354848</b>	<b>66.82</b>	<b>9354848</b>	<b>66.82</b>
	Date wise increase/decrease in Promoter's Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>NO CHANGE</b>			
	At the end of the year	<b>9354848</b>	<b>66.82</b>	<b>9354848</b>	<b>66.82</b>

**(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS):**

Sr. No.	For Each of the Top 10 Shareholders	Share holding at the beginning of the Year- 01/04/2020		Cumulative Share holding during the year-31/03/2021	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	<b>3300301</b>	<b>23.57</b>	<b>3300301</b>	<b>23.57</b>
	Date wise increase/decrease in public shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>AS MENTIONED IN ANNEXURE-I</b>			

At the end of the year (or on the date of separation, if separated during the year)	<b>3299906</b>	<b>23.57</b>	<b>3299906</b>	<b>23.57</b>
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## DETAILS OF TOP TEN SHAREHOLDERS-ANNEXURE-I:

SR. NO.	NAME OF THE SHAREHOLDERS	Share holding at the beginning of the Year-01/04/2020		Transaction During the year		Share holding at the end of the Year-31/03/2021	
		No. of Shares	% of Total Shares of the Company	Date of Transaction	No. of shares	No. of Shares	% of Total Shares of the Company
1	PIONEER INFRASTRUCTURE LTD.	687000	4.91	-		687000	4.91
2	RAKESH JAYANTILAL PATEL	500000	3.57	-		500000	3.57
3	FALGUNI RAKESH PATEL	400000	2.86	-		400000	2.86
4	DASHRATH FARMS PVT LTD	387253	2.77			387253	2.77
5	KALABHAI HIRABHAI PATEL	331132	2.37	01-04-2020		331132	2.37
	TRANSFER-TO BROKER POOL			01-05-2020	(5)	331127	2.3652
	TRANSFER-TO BROKER POOL			08-05-2020	(27)	331100	2.365
	TRANSFER-TO BROKER POOL			29-05-2020	(1)	331099	2.365
	TRANSFER-TO BROKER POOL			19-06-2020	(10)	331089	2.3649
	TRANSFER-TO BROKER POOL			26-06-2020	(10)	331079	2.3648
	TRANSFER-TO BROKER POOL			17-07-2020	(1)	331078	2.3648
	TRANSFER-TO BROKER POOL			07-08-2020	(59)	331019	2.3644
				14-08-2020	(1)	331018	2.3644
				04-09-2020	(4)	331014	2.3644
				23-10-2020	(96)	330918	2.3637
				<b>31-03-2021</b>		<b>330918</b>	<b>2.3637</b>
6	RANJANBEN B	299968	2.14	01-04-2020		299968	2.1426

	<b>PATEL</b>						
	TRANSFER-TO BROKER POOL			21-08-2020	(1)	299967	2.1426
	TRANSFER-TO BROKER POOL			28-08-2020	(180)	299787	2.1413
				<b>31-03-2021</b>		<b>299787</b>	<b>2.1413</b>
7	<b>KRINESH FARMS PVT LTD</b>	<b>206527</b>	<b>1.48</b>	01-04-2020		<b>206527</b>	<b>1.48</b>
	TRANSFER-TO BROKER POOL			03-04-2020	(64527)	142000	1.0143
	TRANSFER-TO BROKER POOL			01-05-2020	64527	206527	1.4752
	TRANSFER-TO BROKER POOL			06-11-2020	(64527)	142000	1.0143
				<b>31-03-2021</b>		<b>206527</b>	<b>1.4752</b>
8	<b>VIKRAM FARMS PVT. LTD.</b>	<b>202421</b>	<b>1.45</b>	-		<b>202421</b>	<b>1.45</b>
9	<b>RAMYURI FARMS PVT. LTD.</b>	<b>143000</b>	<b>1.02</b>	-		<b>143000</b>	<b>1.02</b>
10	<b>MAUNANG FARMS PVT. LTD.</b>	<b>143000</b>	<b>1.02</b>	-		<b>143000</b>	<b>1.02</b>
	<b>TOTAL</b>	<b>3300509</b>	<b>23.57</b>	-		<b>3299906</b>	<b>23.57</b>

**(v) SHAREHOLDING OF DIRECTORS & KMP:**

Sr. No.	For Each Of The Directors and KMP	Share holding at the beginning of the Year-01/04/2020		Share holding at the end of the year-31/03/2021	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	2101993	15.01	2101993	15.01
	Date wise increase/decrease in Director & KMP's Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>NO CHANGE</b>			
	At the end of the year (or on the date of separation, if separated during the year)	2785993	19.90	2785993	19.90

**Note: Mr. Vikram C Patel has been appointed as Director w.e.f. 25/01/2021 and hence his shareholding is considered in Directors' shareholding at the end of the year.**



## DETAILS OF SHAREHOLDING OF DIRECTORS &amp; KMP:

SR. NO.	NAME OF THE SHAREHOLDERS	Share holding at the beginning of the Year-01/04/2020		Transaction During the year		Share holding at the end of the Year-31/03/2021	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
1	RAMANBHAI B PATEL (CHAIRMAN AND MANAGING DIRECTOR)	1200700	8.58	-	-	1200700	8.58
2	SURESH N PATEL (DIRECTOR)	300	0.002	-	-	300	0.002
3	PURSHOTTAM M PANDYA (DIRECTOR)	2000	0.01	-	-	2000	0.01
4	RAMESHBHAI R PATEL (DIRECTOR)	2000	0.01	-	-	2000	0.01
5	SARITABEN NATWARBHAI PATEL (WOMAN DIRECTOR)	29100	0.21	-	-	29100	0.21
6	DASHRATHBHAI BHOLIDAS PATEL (WHOLE-TIME DIRECTOR AND CFO)	867893	6.20	-	-	867893	6.20
7	VIKRAM CHHAGANLAL PATEL	684000	4.89			684000	4.89
	<b>TOTAL</b>	<b>2101993</b>	<b>15.01</b>			<b>2785993</b>	<b>19.90</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,03,43,218	4,82,52,652	0	5,85,95,870
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0

<b>Total (i+ii+iii)</b>	<b>1,03,43,218</b>	<b>4,82,52,652</b>	<b>0</b>	<b>5,85,95,870</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	1,13,79,827	0	1,13,79,827
Reductions	(57,63,866)	0	0	57,63,866
<b>Net Change</b>	<b>(57,63,866)</b>	<b>1,13,79,827</b>	<b>0</b>	<b>56,15,961</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	45,79,352	5,96,32,479	0	64,211,831
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>45,79,352</b>	<b>5,96,32,479</b>	<b>0</b>	<b>64,211,831</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER				Total Amount
		Ramanbhai B Patel (MD)	Dashrathbhai B Patel (WTD)			
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	Rs. 1,25,000 p.m. for 6 months aggregating to Rs. 7,50,000	Rs. 1,00,000 p.m. for 6 months aggregating to Rs. 6,00,000			<b>13,50,000</b>
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	
2.	Stock option	NIL	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	NIL	
4.	Commission as % of profit others (specify)	NIL	NIL	NIL	NIL	
5.	Others, please specify	NIL	NIL	NIL	NIL	

	<b>Total (A)</b>	7,50,000	6,00,000	NIL	NIL	<b>13,50,000</b>
	<b>Ceiling as per the Act</b>					

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of the Directors			Total Amount
1.	Independent Directors				
	(a) Fee for attending board committee meetings				
	(b) Commission				
	(c ) Others, please specify		<b>Not Applicable</b>		
	<b>Total (1)</b>				
2.	Other Non Executive Directors				
	(a) Fee for attending board committee meetings				
	(b) Commission				
	(c ) Others, please specify				
	<b>Total (2)</b>				
	<b>Total =(1+2)</b>				
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act.</b>				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial personnel				Total
		CEO	CFO	Company Secretary- Neelam Gurbaxani	Total	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			Rs. 15000 p.m. paid for 8 month	120000	<b>120000</b>
	(b) Value of					

	perquisites u/s 17(2) of the Income Tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					
2.	Stock option					
3.	Sweat Equity					
4.	Commission as % of profit others (specify)					
5.	Others, please specify					
	<b>Total</b>				<b>Rs. 120000</b>	<b>Rs. 120000</b>

#### VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES DURING THE YEAR:

During the year under review the company was levied the following penalties by the Stock exchange.

Sr. No.	Action taken by	Details of violation	Details of action taken. E.g. fines, warning letter, Debarment, etc.	Observations/ Remarks of Practicing Company Secretary, if any
1.	Freezing of promoters Demat account due to non-payment of fine alongwith GST of Rs. 3,89,400 till 31 <sup>st</sup> March, 2021 (action under SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Regulation 17(1) of SEBI (LODR) Regulation, 2015	Levy of fine alongwith GST of Rs. 389400 till quarter ended on 31 <sup>st</sup> March, 2021.	As explained by the management, Mr. Vikram Chhaganlal Patel was appointed on Board on 25/01/2021 to comply with various provisions under various Acts due to under trial imprisonment of Mr. Ramanbhai B Patel (MD) and Mr. Dashrathbhai B Patel, (WTD) and accordingly

				<p>the total no. of executive directors on the board were 4 (four) and the total no. of Non-executive Directors remained 3 (three). Till 31/03/2021. However, the board appointed Mr. Mehul B Patel on 29/06/2021 as Non Executive Additional Independent Director to comply with Regulation 17(1) of SEBI (LODR) Regulations, 2015. The company has now duly complied with the optimum combination of Board of Directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 has also intimated BSE regarding the same. The Company is also planning to file waiver of fees application to BSE.</p>
2.	<p>Pursuant to the provisions of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure</p>	<p>Regulation 33 of SEBI (LODR) Regulation, 2015 unaudited quarterly results for 30/09/2020, 31/12/2020 and 31/03/2021 and Regulation 34 for submission</p>	<p>Trading in securities of the company was suspended w.e.f. June 11, 2021 (being 30 days from issue of notice); as well as Freezing of the entire</p>	<p>The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time</p>

	<p>Requirements) Regulations, 2015. Suspension of trading in securities of companies for non-compliances with provisions of certain Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>of Annual report for the year ended on 31/03/2020</p>	<p>shareholding of the promoter in the non-compliant listed entity as well as all other securities held in the demat account(s) of the promoter w.e.f. May 11, 2021 till further notice</p>	<p>Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department. Moreover, due to completion of tenure of statutory auditor and non-appointment of Auditor at the AGM resulted into non-compliance of Reg. 33 &amp; Reg. 34 of SEBI LODR Regulations, 2015.</p> <p>Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021. At present the company has appointed the</p>
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				statutory auditor as well as Compliance has been done for Reg. 33 for the quarter ended on 30/09/2020, 30/12/2021, 31/03/2021 and 30/06/2021 as well as Reg. 34 for the year ended on 31/03/2021.
3	Pursuant to provisions of Section 96, 129 (3), 137 and 92 of the Companies Act, 2013	Reg. 96 For holding Annual General meeting for the year ended on 31/03/2020 and Reg. 129(3) and 137 for filing financial statements and Reg. 92 for filing Annual Return	ROC, Ahmedabad has issued show cause notice for non holding of Annual General meeting and non filing of financial statements including annual return for the year ended on 31/03/2020	The said notice has been properly replied and the Company has now complied with Section 96, 129(3), 137 and 92 of the companies Act, 2013. Moreover, the company is also processing for compounding of the aforesaid offences with ROC, Gujarat.



# RONAK DOSHI & ASSOCIATES

Practicing Company Secretary

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802, Mahakant Complex, Opp. V.S. Hospital, Ellis Bridge, Ahmedabad-380006

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## ANNEXURE -E

### Secretarial Audit Report

For the Financial year ended on **31<sup>st</sup> 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,

**POPULAR ESTATE MANAGEMENT LIMITED**

81, 8<sup>TH</sup> FLOOR, New York TOWER-A,  
OPP. MUKTIDHAM DERASAR,  
S.G. HIGHWAY, THALTEJ, AHMEDABAD-54

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Popular Estate Management 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.

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 financial year ended on **31<sup>st</sup> March, 2021** complied with the 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Popular Estate Management Limited**("The Company") for the financial year ended on **31<sup>st</sup> March, 2021** according to the provisions of:
  - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder to the extent 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 (However, no foreign transaction was done by the Company);



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 and
- d) The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the company under the financial year under report:-

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,

3. I have been informed by the company that there are no specific laws applicable to the company considering the nature of its business.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review, the company has mostly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreements etc. ***except as mentioned in matters of emphasis.***

**I further report that:**

The Board of Directors of the company is duly constituted as on date of this report with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, there was non compliance of Reg. 17(1) from 25/01/2021 to 29/06/2021 due to non appointment of Non Executive Director (Independent Director) on the board and hence balance of the Executive Directors and Non Executive Directors and Independent Directors was not maintained for that period.

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.

During the period under review all the decisions in the Board Meetings were carried out unanimously in compliance with the provisions of the Act.

I have relied on the representation made by the company, its officers and Reports of the Statutory Auditor for system and mechanism framed by the company for compliances under other Acts, Laws and Regulations applicable to the company.

**I further report that** based on the information received from management and records maintained 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 audit period, the managing Director as well as Wholetime director cum CFO of the company were sent to under trail imprisonment for family matters and latter on various litigations has been filed against them for various matters. Moreover, there was search and seizure by the Income Tax Department during the period under review and it has major bearing on the company's Affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

**MATTERS OF EMPHASIS:**

**During the year under review the company has not made compliances with following Regulations of SEBI (LODR) Regulations, 2015 as well as provisions of the Companies Act, 2013.**

**1. Regulation 17(1) of SEBI (LODR) Regulations, 2015:** The composition of board of directors of the company is not in optimum combination of Executive and non executive directors due to appointment of Executive additional Director Mr. Vikram C Patel on Board on 25/01/2021 resulting non compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015. As explained by the management, Mr. Vikram Chhaganlal Patel was appointed on Board on 25/01/2021 to comply with various provisions under various Acts due to under trial

imprisonment of Mr. Ramanbhai B Patel (MD) and Mr. Dashrathbhai B Patel, (WTD) and accordingly the total no. of executive directors on the board were 4 (four) and the total no. of Non-executive Directors remained 3 (three). Till 31/03/2021 the non-compliance still existed. However, the board appointed Mr. Mehul B Patel on 29/06/2021 as Non Executive Additional Independent Director in order to comply with Regulation 17(1) of SEBI (LODR) Regulations, 2015. The company has now duly complied with the optimum combination of Board of Directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 has also intimated BSE regarding the same.

Further SEBI has vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 Levied a fine alongwith GST of Rs. 389400 till quarter ended on 31<sup>st</sup> March, 2021 and has Freezed promoters Demat account due to non-payment of fine alongwith GST of Rs. 3,89,400 till 31<sup>st</sup> March, 2021 i.e. till the period of non-compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015. The Company management has said that they are under process for waiver of the said fine.

**2. Regulation 23(9) of SEBI (LODR) Regulations, 2015:** Non- Disclosure of Related Party Transactions within the prescribed time-limit for the fourth quarter and year ended as on 31<sup>st</sup> March, 2021. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021.

However, the management stated that they have now lately complied with this regulation and adopted and approved the financial results vide its board meeting dated 04/09/2021 and the same has been intimated to the stock exchange (BSE).

**3. Regulation 33 of SEBI (LODR) Regulations, 2015:** The Company has failed to submit unaudited quarterly results for 30/09/2020, 31/12/2020 and 31/03/2021 within the prescribed time-limits as required under Regulation 33 of SEBI (LODR) Regulations, 2015. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021.

However, the management stated that they have now lately complied with this provision and adopted and approved the financial results vide its board meeting dated 04/09/2021 and the same has been intimated to the stock exchange (BSE).

Sebi has pursuant to the provisions of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 suspended the trading in securities of companies for non-compliances with provisions of certain regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The trading in securities of the company was suspended w.e.f. June 11, 2021; as well as has frozen the demat accounts of the promoters w.e.f. May 11, 2021 till further notice related to such non compliance.

**4. Regulation 34(1) of SEBI (LODR) Regulations, 2015:** Non-Submission of Annual Report for the F.Y. 2019-20. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters September, 2020 and December, 2020 quarters.

However, the company has submitted Annual Report for FY 2019-20 to the stock exchange (BSE) on 31/07/2021 and has lately complied with the said regulation.

**5. Violation of provisions of Section 96 for holding Annual General Meeting and provisions of Section 129(3), 137 of the Companies Act, 2013 read with relevant Rules and Section 92 of the Companies Act, 2013 for filing of Balance Sheet and Annual Return with ROC, Gujarat:**

Registrar of Companies, Ahmedabad has issued show cause notice for non holding of Annual General Meeting and non filing of financial statements along with Annual Return for the F.Y. ended on 31/03/2020.

The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted into non-preparation of Annual Report for the year ended on 31/03/2020.

The said notice has been properly replied and the Company has now complied with Section 96, 129(3), 137 and 92 of the companies Act, 2013 by holding Annual General Meeting on 27/08/2021 and filing of balance sheet in Eform Aoc-4 XBRL on 22/09/2021 and annual return on E-form MGT-7 on 29/09/2021. Moreover, the company is also processing for compounding of the aforesaid offences with ROC, Gujarat.

**Place: Ahmedabad**

**Date: 28/10/2021**

**UDIN: A023712C001308226**

**For, Ronak Doshi & Associates**

**Sd/-**

**Ronak D Doshi**

**Proprietor**

**Practicing Company Secretary**

**Membership No. 23712**

**C. P. No. 12725**

**RONAK DOSHI & ASSOCIATES**

Practicing Company Secretary

PHONE: 079-40026633 M: +91-9033009739 EMAIL: [csronakdoshi@yahoo.com](mailto:csronakdoshi@yahoo.com)  
802, Mahakant Complex, Opp. V.S. Hospital, Ellis Bridge, Ahmedabad-380006

=====

To,

The Members,

**POPULAR ESTATE MANAGEMENT LIMITED**81, 8<sup>th</sup> Floor, New York Tower-A,

Opp. Muktidham Derasar,

S.G. Highway, Thaltej, Ahmedabad-54

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility:**

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility:**

2. My responsibility is to express opinion on these secretarial records, systems, standards and procedures based on my audit.
3. Whenever, required, we have obtained the management's representation about the compliance of law, rules and regulations and happening of events etc.

**Disclaimer:**

4. The Secretarial Audit Report is neither an assurance as to the future visibility of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad

Date: 28/10/2021

UDIN:A023712C001308226

For, Ronak Doshi &amp; Associates

Sd/-

Ronak D Doshi

Practicing Company Secretary

Membership No. 23712

C. P. No. 12725

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. BUSINESS HIGHLIGHTS :****Turnover:**

Popular Estate Management Limited has no turnover in financial year 2020-21 against no turnover in the previous year 2019-20.

**Employee Benefit Expenses:**

Employee's emoluments (other than managerial remuneration) are Rs. 14.48 Lakh during the year as against Rs. 15.38 Lakh during the previous year.

**Administrative and Other Expenses:**

Major components of administrative and other expenses includes printing and stationary, audit fees, advertisement expenses, postage and stamps, listing fees, insurance premium etc. Administrative and other expenses for the year amounted to Rs. 27.98 Lakh as against Rs. 48.49 Lakh during the previous year.

**Interest and Finance Charges:**

Interest and finance charges / bank charges during the year come to Rs. 23.27 Lakh as against Rs. 47.42 Lakh during the previous year.

**Depreciation:**

Depreciation charge for the current year came to Rs. 34.85 Lakh as against Rs. 25.77 Lakh of the previous year.

**Provision for Tax:**

The Company has made loss so there is no provision for tax, deferred tax amounts to Rs. (26.55) Lakh. The Company has made provision towards current tax of Rs. (0.14 Lakh). As there is no dividend payable this year, the company has not provided any amount for dividend distribution tax.

**Profit/Loss after Tax:**

The Company has made loss in the current year of Rs. 76.86 Lakh as against loss of Rs. 119.85 Lakh during the previous year.

**Earnings per Share:**

Basic and diluted earnings per share for the current year worked out to Rs. (0.55) as against Rs. (0.86) during the previous year.

**Financial Condition:****Non Current Liabilities:**

The Company's Non Current Liabilities includes Long Term borrowings Rs. 642.12 Lakh against Long Term Borrowings of Rs. 585.96 Lakh in the previous year.

**Current Liabilities:**

Company's Current Liabilities includes Trade payables and Other Current Liabilities which are amounting to Rs. 82.12 Lakh as at 31<sup>st</sup> March 2021 against Rs. 60.89 Lakh of the previous year.

**Fixed Assets:**

Net block of the fixed assets at the end of the year is Rs. 192.07 Lakh as against Rs. 226.86 Lakh in the previous year.

**Non Current Investments:**

Non current investments of the company are Rs. 15.74 Lakh as at 31<sup>st</sup> March 2021 against Rs. 14.56 Lakh which was at 31<sup>st</sup> March 2020.

**Current Assets:**

During the year, the Company has current assets of Rs. 4898.19 Lakh against Rs. 4890.40 Lakh of the previous year.

**B. SEGMENT WISE PERFORMANCE :**

The company is operating in only one segment i.e. Infrastructure / Construction. Though, the infrastructure/construction/real estate sector is very bearish since last many years, our company has performed well as compared to the previous year.

**C. AN INDUSTRY OVERVIEW :**

The Indian real estate sector has been trying to get back on its feet and come to terms with multiple reforms and changes brought in by demonetization, RERA, GST, IBC, NBFC crisis and the subvention scheme ban. While it was a tough task for the sector to align itself with these new regulations, the measures have been instrumental to bring transparency, accountability and fiscal discipline over the last few years.

Prior to COVID19, the real estate sector was expected to grow to USD 650 billion and contribute around 13% of India's GDP by 2025 (from around 6-7% in 2017), according to ANAROCK Research.

Current coronavirus outbreak is expected to derail the sector's growth momentum in the short term due to its impact on the overall slowing economy. According to industry estimates, 90% of the workforce employed in real estate and construction sector is engaged in the core construction activities, while the rest 10% is involved in other ancillary activities. Since majority of the workers are immigrants, labor shortage could possibly pose a major challenge for the sector post COVID19 lockdown.

While the pandemic outbreak could temporarily disrupt the sector, there are certain greenshoots in this adverse situation. The recent liquidity crisis has worsened the situation for smaller players which were anyway finding it difficult to adhere to new norms laid by RERA leading to a new wave of consolidation. Industry consolidation is likely to get accelerated further with the COVID19 outbreak and many weak players may cease to exist. Larger established players with strong access to funding are expected to gain



market share. Also, the current situation is expected to open up a lot of business development opportunities for well capitalized developers.

**Strength:**

- Management depth and ability to manage client / customer relationships
- Enhanced presence in the market

**Opportunities and Threats:**

The infrastructure industry is subject to tough competition amongst various segments within and outside the country. The threat of competition is comparatively less in the area in which your company is operating. The increase in demand from business sector will provide opportunity to your company to increase more market share. Moreover, Indian infrastructure industry witnessing changes in business dynamics.

**D. RISKS AND CONCERNS :**

Your company is mainly focusing on real estate and infrastructure. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions. The company has taken necessary measures to safe guard its assets and interest etc. The risk of changes in the governmental policies is also there.

**E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting and compliance with applicable laws.

The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business. A qualified and independent committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

**F. HUMAN RESOURCE MANAGEMENT :**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

**Cautionary Statement:**

Statement made in the Management Discussion and Analysis Report describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws and regulations. Actual

results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates changes in the government regulations, tax laws & other statutes and other incidental factors.

**FORWARD-LOOKING STATEMENT:**

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

CORPORATE GOVERNANCE REPORT

Corporate Governance and practices in accordance with the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015:

**1. Company's philosophy on Code of Governance :**

The Company's Philosophy on investor service and protection envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders including shareholders, employees, the government and lenders. The Company is committed to achieve the highest standards of corporate governance. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time. The Company continues to take necessary steps towards achieving this goal.

**2. Composition of Board of Directors & KMPs :**

The present Board of Directors consists of half of Non-executive/ Independent directors. As on date, the Board Comprises of 3 (three) whole time/ executive directors and 3 (Three) non executive and independent directors.

The company has an executive chairman and the number of non-executive/independent directors is 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

The composition and category of Directors & KMP are as follows:

CATEGORY	NAME OF DIRECTORS & KEY MANAGERIAL PERSONNEL
Promoter & Executive Director	Shri. Ramanbhai B. Patel (Chairman & Managing Director) *upto 29/07/2021 Shri. Dashrathbhai B. Patel (CFO & Whole Time Director) *upto 29/07/2021 Smt. Saritaben N Patel (Promoter & woman Director) Shri Vikram C Patel (Promoter, Director and Manager) *Director w.e.f. 25/01/2021 & Manager w.e.f. 01/09/2021 Shri Het D Patel (Promoter & Director) *w.e.f. 29/07/2021
Independent Directors	Shri. Purshottambhai M. Pandya (Independent Non-Executive Director) *Upto 29/07/2021

	<p>Shri. Sureshbhai N. Patel (Independent Non-Executive Director)</p> <p>Shri. Rameshbhai R Patel (Independent Non-Executive Director)</p> <p>Shri Mehul Patel (Independent Non-Executive Director) w.e.f. 29/06/2021</p>
Key Managerial Personnel	<p>Mrs. Neelam Gurbaxani (Company Secretary and Compliance Officer) w.e.f. 01/08/2020</p> <p>Mr. Dashrathbhai B Patel (Chief Financial Officer) *Upto 29/07/2021</p> <p>Mr. Vikram C Patel (Chief Financial Officer) *w.e.f. 01/08/2021</p> <p>Mr. Vikram C Patel (Manager) *w.e.f. 01/09/2021</p>

**Disclosure of relationships between Directors inter-se:**

Name of directors	Relationship with other Director
Shri. Ramanbhai B. Patel	Brother of Shri. Dashrathbhai B. Patel Whole-time Director of the Company.
Shri. Dashrathbhai B. Patel	Brother of Shri. Ramanbhai B. Patel, Chairman & Managing Director.
Shri. Purshottambhai M. Pandya	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Sureshbhai N. Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Rameshbhai R Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Smt. Saritaben N Patel	Wife of Late Shri Natwarlal B Patel and Sister in Law of Shri Ramanbhai B Patel and Dashrathbhai B Patel
Shri Vikram C Patel	Son of Shri Chhangabhai B Patel who is brother of Mr. Ramanbhai B Patel, Managing Director and Shri Dashrathbhai B Patel, whole-time Director

Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2020-21:

Name Of Directors	Attendance particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Ramanbhai B. Patel	2	No	1*	1	None
Dashrathbhai B. Patel	3	No	1*	1	None
Rameshbhai R Patel	4	No	None	2	2
Purshottam M. Pandya	4	No	None	2	1
Suresh N. Patel	4	No	None	3	None
Saritaben N Patel	4	Present	None	None	None
Vikram C Patel	0	Present	1*	None	None

\*No. of Directorship excludes directorship of Private Limited Companies, Foreign Companies, Companies license under Section 8 of the Companies Act, 2013 and Alternate Directorship.

**Note:**

- I) Details of the Committee membership / chairmanship were not in accordance with the Regulation 17 of SEBI (LODR) Regulations, 2015 as on 31/03/2021.
- II) None of the Directors of the company is a member of more than ten committees nor is the Chairman of more than five Committees across all the Companies in which he is a Director.

**Number of Board Meetings held and dates on which held:**

4 (Four) Board Meetings were held during the year 2020-21, as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 30/06/2020, 30/07/2020, 25/08/2020 and 25/01/2021. Due to covid-19 pandemic and Imprisonment of Managing Director and Whole-time Director on the board, The company could not held one meeting in December quarter and the maximum time gap between two meetings was more than one hundred and twenty days.

The Information as required under Regulation 17(2) of SEBI (LODR) Regulations, 2015 is made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting / relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the agenda.

**CFO Certification:**

Mr. Vikram C Patel, Chief Financial officer (w.e.f. 01/09/2021) of the company is giving annual certification on financial reporting and internal controls to the Board in compliance with

Regulation 17[8] of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations].

**Code of Conduct:**

The Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015.

**AUDIT COMMITTEE:**

As on the Date of closure of the Financial year, the Audit Committee comprising of 2 (Two) Independent Non-Executive Directors namely Shri. Purshottambhai M. Pandya, Chairman (having financial and accounting knowledge), Shri. Sureshbhai N. Patel and 1 (One) Executive Promoter Director, Shri Ramanbhai B. Patel as members of the committee. However, after resignation of Mr. Purushottambhai M Pandya from chairmanship of the audit committee and Mr. Ramanbhai B Patel, presently the audit committee comprising of 2 (Two) Independent Non Executive Directors namely, Shri Mehul B Patel as chairman of the Committee (having financial and accounting knowledge), Shri. Sureshbhai N. Patel and 1 (One) Executive Promoter Director, Shri Vikrambhai C. Patel as members of the committee.

The Constitution, composition and functioning of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

**Terms of Reference:**

The terms of reference of the Audit Committee include approving and implementing the audit procedures, reviewing financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines and also include those specified under the Regulation 18 of SEBI (LODR) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

**Powers of the Audit Committee:**

The Audit Committee has powers that include the following:

- a) To investigate any activity of the Company within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal and other professional advice
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Names of Members and Chairperson of the Audit Committee and the meetings attended by them during the Financial Year 2020-21 ending on 31<sup>st</sup> March, 2021, are as under:**

Name of Committee Members	Category	Status/ Designation	No. of Meeting attended
Mr. Purshottam M. Pandya	Non-executive/ Independent Director	Chairman	3

Mr. Sureshbhai N. Patel	Non-executive/ Independent Director	Member	3
Mr. Ramanbhai B. Patel	Executive Promoter Director	Member	0

The Committee met 3 (Three) times during the year 2020-21. The dates on which the Audit Committee meetings were held are 30/06/2020, 25/08/2020 & 25/01/2021. The maximum time gap between any two meetings was more than four months due to under trial imprisonment of Mr. Ramanbhai B Patel, member of the Committee as well as non preparation of financial statements due to search and seizure of books of accounts and non appointment of Statutory Auditor.

Members of the Audit Committee have requisite accounting, financial and management expertise.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration committee is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

Mr. Rameshbhai R Patel, Independent Director is Chairman of Nomination and Remuneration Committee and Mr. Suresh N Patel and Mr. Purshottam M Pandya are members of the Committee.

**Names of Members and Chairperson of the Nomination and Remuneration Committee and the meetings attended by them during the Financial Year 2020-21 ending on 31<sup>st</sup> March, 2021, are as under:**

Name of Committee Members	Category	Status / Designation	No. of Meeting attended
Mr. Rameshbhai R Patel	Non-executive/ Independent Director	Chairman	4
Mr. Sureshbhai N. Patel	Non-executive/ Independent Director	Member	4
Mr. Purshottambhai M. Pandya	Non-executive/ Independent Director	Member	4

The Committee 3 (Three) times during the year 2020-21. The dates on which the Nomination and Remuneration Committee meetings were held are 27/06/2020, 29/06/2020, 30/07/2020 and 25/01/2021. The maximum time gap between any two committee meetings was more than four months.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee as per Regulation 20 of SEBI (LODR) Regulations, 2015. As on the date of the closure of financial year, the Stakeholders Relationship Committee comprising of Mr. Rameshbhai R. Patel, Chairman of the Committee, Mr. Sureshbhai N. Patel and Mr. Dashrathbhai B. Patel, Members of the Committee, inter alia to approve issue of duplicate certificates and to oversee and review all matters connected with the securities transfers. Then, Mr. Dashrathbhai B Patel has resigned from the Committee w.e.f 29/06/2021 and Mr. Mehul B Patel has been appointed as

member of the committee in his place w.e.f. 29/06/2021. The Committee also looks into Redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

**Names of Members and Chairperson of the Stakeholder Relationship Committee and the meetings attended by them during the Financial Year 2020-21 ending on 31<sup>st</sup> March, 2021, are as under:**

Name of Committee Members	Category	Status/ Designation	No. of Meeting attended
Mr. Rameshbhai R. Patel	Non-executive/ Independent Director	Chairman	4
Mr. Sureshbhai N. Patel	Non-executive/ Independent Director	Member	4
Mr. Dashrathbhai B. Patel	Non-executive/ Independent Director	Member	0

As required by the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015, the Company has designated the below cited e-mail ID of the Grievance Redressal Division / Compliance Officer exclusively for the purpose of registering complaints by investors.

E-mail ID – [popularestatemanagement@yahoo.co.in](mailto:popularestatemanagement@yahoo.co.in)

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31<sup>st</sup> March, 2021. The dates on which Stakeholders Relationship Committee Meetings held were 27/06/2020, 29/06/2020, 30/07/2020 and 25/01/2021.

**Quarter-wise Summary of Investors' Complaints received and resolved to the satisfaction of the shareholders during the financial year 2020-21.**

Quarter Period		Complaints Position at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of the quarter
From	To				
01/04/2020	30/06/2020	0	0	0	0
01/07/2020	30/09/2020	0	0	0	0
01/10/2020	31/12/2020	0	0	0	0
01/01/2021	31/03/2021	0	0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Complaint pending at beginning of the year			= 0		
Complaint received during the year			= 0		
Complaint resolved during the year			= 0		
Complaint pending at the end of the year			= 0		



**Corporate Social Responsibility Committee**

The Corporate Social Responsibility committee is entrusted with the responsibility of finalization of CSR Policy and to find out the areas to spend the CSR amount. However, at present the company is not covered within the purview of Section 135 of the Companies Act, 2013 and hence it is not required to spend anything under CSR activities.

Board has dissolved and discontinued the CSR Committee as the Company is outside the purview of Section 135 of the Companies Act, 2013.

**Independent Directors' Meeting:**

A separate meeting of Independent Directors was held on June 30, 2020, inter alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole,
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors and
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board and that is necessary to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

**Annual General Meetings:**

**Location, Date and Time for last three Annual General Meetings were as follows:**

Year	Location	Date	Time
2017-18	81, 8 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	25/09/2018	11.30 a.m.
2018-19	81, 8 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	30/09/2019	11.00 a.m.
2019-20	81, 8 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	27/08/2021	11.30 a.m.

**Disclosures:**

The company has entered into transaction with related part (ies) as per Accounting Standard 18 and the same has been disclosed by the Statutory auditor in his report. However, they are in the ordinary course of business and on arm's length basis.

**Means of Communication:**

The Company regularly intimates quarterly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. These results are normally published in "The Free Press Gujarat" English daily and in "Lokmitra" Gujarati Daily News Paper. These are not sent individually to the Shareholders.

**General Shareholder Information:****Twenty Seventh Annual General Meeting**

Date : 29<sup>th</sup> day of November, 2021

Time : 11:30 a.m.

Venue : 81, 8<sup>th</sup> Floor, A-Wing, "New York Tower",  
Opp. Muktidham Derasar, Thaltej,  
S. G. Highway, Ahmedabad-380054

**Financial Year / Calendar:**

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared in the month following the quarter as per the Listing Agreement.

**Date of Book Closure:**

From Monday, 22<sup>nd</sup> day of November, 2021 to Monday, 29<sup>th</sup> day of November, 2021 (both days inclusive).

**Listing of Equity Shares on Stock Exchanges at:**

Bombay Stock Exchange Limited, Mumbai (BSE),  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001

Annual listing fees for the year 2020-21, as applicable, have been lately paid to the Bombay Stock Exchange Limited. The Company has also lately paid Annual Custodial Fees for the year 2020-21, as applicable, to National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL]. The Company has also made payment of Annual custodial fees for the year 2021-22 to NSDL and CSDL.

**SUSPENSION OF TRADING IN EQUITY SHARES OF THE COMPANY:**

SEBI has pursuant to the provisions of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 suspended the trading in the equity shares of the company w.e.f June 11, 2021; on account of non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters i.e., September 2020 & December 2020.

Accordingly the trading in equity shares of the company has been suspended due to such non-compliance with regulation 33 of the SEBI (LODR) Regulations, 2015. Moreover, the company has now duly complied with the said regulation and has submitted the financial results for 30/09/2020, 31/12/2020, 31/03/2021 and 30/06/2021 vide its board meeting dated 04/09/2021 and the same is also intimated to the stock exchange (BSE). Further the company has initiated the process for application for revocation of suspension in trading of equity shares of the company.

**Stock Code:**

Bombay Stock Exchange Limited : 531870  
Demat ISIN Number in NSDL & CDSL for Equity Shares : INE370C01015

**Registrars and Transfer Agents****Link Intime India Private Limited**

5<sup>th</sup> Floor, 506 to 508,  
Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre,  
Nr. St. Xavier's College Centre,  
Off C.G. Road, Navrangpura,  
Ahmedabad-380009, Gujarat.  
Phone: 079-26465179 Fax: 079-26465179  
E-mail: ahmedabad@linkintime.co.in

**Share Transfer / Demat System:**

All the shares related work is being undertaken by our R & T Agent, Link Intime India Private Limited. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Compliance Officer Shri. Dashrathbhai B Patel, who is placing a summary statement of transfer / transmission etc. of securities of the Company at the meeting of the Shareholders' and Investors' Grievance Committee.

Share lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of its received, subject to the documents been valid and complete in all respect. Normally, the entire request for de- materialization of shares is processed and the confirmation is give to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice as required under Regulations 17 to 27 & part E of Schedule II of the Listing Regulations.

**De-materialization of Shares and Liquidity**

The Company's Shares are in compulsory Demat segment and as on 31<sup>st</sup> March, 2020. 1,22,19,200 Equity Shares of the Company forming 87.28% of the company's paid - up Equity share capital is in dematerialized form.

**Outstanding GDR/DR/Warrants or any Convertible Instruments** - Not applicable.

**Distribution Schedule and Shareholding Pattern as on 31<sup>st</sup> March, 2021**

## Distribution Schedule:

No. of equity shares held	No. of holders	% of Total	No. of shares	% of Total
1 - 500	1112	81.1087	143552	1.0254
501 - 1000	119	8.6798	104281	0.7449
1001 - 2000	52	3.7929	86883	0.6206
2001 - 3000	18	1.3129	44973	0.3212
3001 - 4000	12	0.8753	43305	0.3093
4001 - 5000	9	0.6565	42132	0.3009
5001 - 10000	6	0.4376	34004	0.2429
10001 And Above	43	3.1364	13501070	96.4348
<b>Total</b>	<b>1371</b>	<b>100.00</b>	<b>14000200</b>	<b>100.00</b>

## Shareholding Pattern:

Sr. No.	Category	As on March 31, 2021		As on March 31, 2020	
		Nos. of Shares held	Nos. of Shares held	Nos. of Shares held	Voting Strength %
1	Promoters	9354848	66.82	9354848	66.82
2	Mutual Fund & UTI	0	0	0	0.00
3	Bank, Financial Institutions (FI's), Insurance Companies	0	0	0	0.00
4	Foreign Institutional Investors (FII's)	0	0	0	0.00
5	Private Bodies Corporate	2292316	16.3735	2292366	16.37
6	Indian Public and HUF	2352515	16.8034	2352986	16.81
7	Clearing Member	521	0.0037	0	0
<b>Total</b>		<b>14000200</b>	<b>100.00</b>	<b>14000200</b>	<b>100.00</b>

## Address for correspondence

a)	Investor Correspondence for transfer / de-materialization of shares and any other query relating to the shares of the Company.	Link Intime India Private Limited 5 <sup>th</sup> Floor, 506-508, Amarnath Business Centre-1 (ABC-1) Besides Gala Business Centre, Nr. St. Xavier's College Centre, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat. Tel : 079-26465179 Fax : 079-26465179 E-Mail: ahmedabad@linkintime.co.in
b)	Any other query and Annual Report	Secretarial Department 81, 8 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054 Tel : 091-9033015149 Fax : 079-26854831 E-mail: <a href="mailto:popularestatemanagement@yahoo.co.in">popularestatemanagement@yahoo.co.in</a>

**Reconciliation of Share Capital Audit Report:**

The Reconciliation of Share Capital Audit Report of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

**Compliance by the Company:**

The company has mostly complied with all the mandatory requirements of the Listing regulations and guidelines of SEBI. Further, during the year under review the stock exchange (BSE) has levied following fines due to non-compliances of SEBI (LODR) Regulations, 2015 as detailed below:

Sr. No.	Action taken by	Details of violation	Details of action taken. E.g. fines, warning letter, Debarment, etc.	Observations/ Remarks of Practicing Company Secretary, if any
1.	Freezing of promoters Demat account due to non-payment of fine alongwith GST of Rs. 3,89,400 till 31 <sup>st</sup> March, 2021 (action under SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020)	Regulation 17(1) of SEBI (LODR) Regulation, 2015	Levy of fine alongwith GST of Rs. 389400 till quarter ended on 31 <sup>st</sup> March, 2021.	As explained by the management, Mr. Vikram Chhaganlal Patel was appointed on Board on 25/01/2021 to comply with various provisions under various Acts due to under trial imprisonment of Mr. Ramanbhai B Patel (MD) and Mr. Dashrathbhai B Patel, (WTD) and accordingly the total no. of executive directors on the board were 4 (four) and the total no. of Non-executive Directors

				remained 3 (three). Till 31/03/2021. However, the board appointed Mr. Mehul B Patel on 29/06/2021 as Non Executive Additional Independent Director to comply with Regulation 17(1) of SEBI (LODR) Regulations, 2015. The company has now duly complied with the optimum combination of Board of Directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 has also intimated BSE regarding the same. The Company is also planning to file waiver of fees application to BSE.
2.	Pursuant to the provisions of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Suspension of trading in securities of companies for non-compliances with provisions of certain Regulations of SEBI (Listing Obligations and Disclosure	Regulation 33 of SEBI (LODR) Regulation, 2015 unaudited quarterly results for 30/09/2020, 31/12/2020 and 31/03/2021 and Regulation 34 for submission of Annual report for the year ended on 31/03/2020	Trading in securities of the company was suspended w.e.f. June 11, 2021 (being 30 days from issue of notice); as well as Freezing of the entire shareholding of the promoter in the non compliant listed	The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure /

	<p>Requirements) Regulations, 2015</p>		<p>entity as well as all other securities held in the demat account(s) of the promoter w.e.f. May 11, 2021 till further notice</p> <p>Capture of books/computers etc., by Income Tax Department. Moreover, due to completion of tenure of statutory auditor and non appointment of Auditor at the AGM resulted into non compliance of Reg. 33 &amp; Reg. 34 of SEBI LODR Regulations, 2015.</p> <p>Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to</p>
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				30/06/2021. At present the company has appointed the statutory auditor as well as Compliance has been done for Reg. 33 for the quarter ended on 30/09/2020, 30/12/2021, 31/03/2021 and 30/06/2021 as well as Reg. 34 for the year ended on 31/03/2021.
3	Pursuant to provisions of Section 96, 129 (3), 137 and 92 of the Companies Act, 2013	Reg. 96 For holding Annual General meeting for the year ended on 31/03/2020 and Reg. 129(3) and 137 for filing financial statements and Reg. 92 for filing Annual Return	ROC, Ahmedabad has issued show cause notice for non holding of Annual General meeting and non filing of financial statements including annual return for the year ended on 31/03/2020	The said notice has been properly replied and the Company has now complied with Section 96, 129(3), 137 and 92 of the companies Act, 2013. Moreover, the company is also processing for compounding of the aforesaid offences with ROC, Gujarat.

**Regd. Office:**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**“New York Tower”**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Het D Patel**  
**Director**  
**DIN: 06986909**

**Sd/-**  
**Vikram C PATEL**  
**Manager Director & CFO**  
**DIN: 00166707**

**Date: 27<sup>th</sup> October, 2021**  
**Place: Ahmedabad**



**ADDENDUM TO THE DIRECTORS' REPORT**

This Annual General Meeting is being held for the Year 2020-21 to approve and adopt the financial statements of the Company for the year ended 31/03/2021. The due date of holding of Annual general meeting for the F.Y. 2020-21 was extended to 30/11/2021 by Registrar of Companies, Gujarat by extension of 2 months and hence it is now scheduled to hold on 29<sup>th</sup> November, 2021 at the registered office of the Company and the Company is under process for compounding for non compliance of various provisions of the Companies Act, 2013 related to holding of Annual General Meeting for the F.Y. 2019-20 to Registrar of Companies, Gujarat as well as to stock exchange by payment of the penalty as well as by process for revocation of suspension.

**Regd. Office:**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**“New York Tower”**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Het D Patel**  
**Director**  
**DIN: 06986909**

**Sd/-**  
**Vikram C PATEL**  
**Manager Director & CFO**  
**DIN: 00166707**

**Date: 27<sup>th</sup> October, 2021**  
**Place: Ahmedabad**

**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To

The Board of Directors

**Popular Estate Management Limited**

81, 8<sup>th</sup> Floor, A-Wing, "New York Tower",

Opp. Muktidham Derasar, Thaltej,

S. G. Highway,

Ahmedabad-380054

**Re: Certificate in compliance with Regulation 17[8] of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations]**

Dear Sirs,

In compliance with Regulation 17[8] of the Listing Regulations read with schedule II of part B of the Listing Regulations, I, Vikram C Patel, CFO of the Company **M/s. Popular Estate Management Limited**, hereby certify that for the financial year ending **31<sup>st</sup> March, 2021** on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief certify that:

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit Committee;

(i) Significant changes in internal control over financial reporting during the year,

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and

(iii) That there are no instances of significant fraud of which we have become aware and

(iv) The involvement therein of the management or an employee having a significant role in the Company's internal control system.

**Place: Ahmedabad**

**Date: 27/10/2021**

**Sd/-**

**Vikram C Patel**

**Chief Financial officer**

**PAN: AGUPP0288P**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members of Board**

**POPULAR ESTATE MANAGEMENT LIMITED**

81, 8<sup>th</sup> Floor, "A" wing, New York Tower,  
Opp. Muktidham Derasar, Thaltej, S. G. Highway,  
Ahmedabad - 380054, Gujarat.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **POPULAR ESTATE MANAGEMENT LIMITED** having **CIN: L65910GJ1994PLC023287** and having registered office at 81, 8<sup>th</sup> Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad (hereinafter referred to as 'the Company'), produced before me/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 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 verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none except two of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	*Ramanbhai Bholdidas Patel	00118530	29/09/1999
2.	*Dashrathbhai Bholdidas Patel	00235328	29/09/1999
3.	Vikram Chhaganlal Patel	00166707	25/01/2021
4.	Saritaben Natwarbhai Patel	07074237	21/01/2015
5.	Sureshbhai Natverlal Patel	00481889	31/03/2006
6.	Purshottambhai Maganlal Pandya	02112515	20/03/2008
7.	Rameshbhai Revabhai Patel	07074253	21/01/2015

\*During the year under review, Due to occurrence of family dispute in the family of promoters of the company, Mr. Ramanlal B. Patel, Managing Director and Mr. Dashrathbhai B. Patel, the Whole-time Director and CFO were consequently arrested and were sent under trial imprisonment and the judicial proceedings are on going against them till date. As a result of such unfortunate circumstance, filing of E-Form DIR-3 KYC with MCA for the F.Y.

2020-21 for both the directors could not be done and as a result the DIN status for both these directors shows as “Deactivated due to non-filing of DIR-3 KYC”.

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 on these 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.

**Place: Ahmedabad**

**Date: 28/10/2021**

**UDIN: A023712C001310459**

**For, Ronak Doshi & Associates**

**Sd/-**

**Ronak D Doshi**

**Proprietor**

**Practicing Company Secretary**

**Membership No. 23712**

**C.P. No. 12725**

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,  
The Members  
Popular Estate Management Limited

We have examined the compliance of condition of corporate governance by **Popular Estate Management Limited ('the Company')** for the year ended **31<sup>st</sup> March, 2021** as stipulated in Listings Regulations, 2015 of the company with the concerned Stock Exchanges in India / SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has **not** complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 & Part E of Schedule II of the Listing Regulations which is more particularly mentioned in **"Matters Of Emphasis"**.

We state that in respect of the investor grievances received during the year ended March 31, 2021, no such investor grievances remained unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**1. Regulation 17(1) of SEBI (LODR) Regulations, 2015:** The composition of board of directors of the company is not in optimum combination of Executive and non executive directors due to appointment of Executive additional Director Mr. Vikram C Patel on Board on 25/01/2021 resulting non compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015. As explained by the management, Mr. Vikram Chhaganlal Patel was appointed on Board on 25/01/2021 to comply with various provisions under various Acts due to under trial imprisonment of Mr. Ramanbhai B Patel (MD) and Mr. Dashrathbhai B Patel, (WTD) and accordingly the total no. of executive directors on the board were 4 (four) and the total no. of Non-executive Directors remained 3 (three). Till 31/03/2021 the non-compliance still existed. However, the board appointed Mr. Mehul B Patel on 29/06/2021 as Non Executive Additional Independent Director in order to comply with Regulation 17(1) of SEBI (LODR) Regulations, 2015. The company has now duly complied with the optimum combination of Board of Directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 has also intimated BSE regarding the same.

Further SEBI has vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 Levied a fine alongwith GST of Rs. 389400 till quarter ended on 31<sup>st</sup> March, 2021 and has Freezed promoters Demat account due to non-payment of fine alongwith GST of Rs. 3,89,400 till 31<sup>st</sup> March, 2021 i.e. till the period of non-compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015. The Company management has said that they are under process for waiver of the said fine.

**2. Regulation 23(9) of SEBI (LODR) Regulations, 2015:** Non- Disclosure of Related Party Transactions within the prescribed time-limit for the fourth quarter and year ended as on 31<sup>st</sup> March, 2021. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021.

However, the management stated that they have now lately complied with this regulation and adopted and approved the financial results vide its board meeting dated 04/09/2021 and the same has been intimated to the stock exchange (BSE).

**3. Regulation 33 of SEBI (LODR) Regulations, 2015:** The Company has failed to submit unaudited quarterly results for 30/09/2020, 31/12/2020 and 31/03/2021 within the prescribed time-limits as required under Regulation 33 of SEBI (LODR) Regulations, 2015. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted for non-preparation of financial statements and books of accounts for all the quarters Starting from 01/07/2020 to 30/06/2021.

However, the management stated that they have now lately complied with this provision and adopted and approved the financial results vide its board meeting dated 04/09/2021 and the same has been intimated to the stock exchange (BSE).

Sebi has pursuant to the provisions of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to Standard Operating Procedure (SOP) for suspension and revocation of equity shares of listed entities for non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 suspended the trading in securities of companies for non-compliances with provisions of certain regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The trading in securities of the company was suspended w.e.f. June 11, 2021; as well as has frozen the demat accounts of the promoters w.e.f. May 11, 2021 till further notice related to such non compliance.

**4. Regulation 34(1) of SEBI (LODR) Regulations, 2015:** Non-Submission of Annual Report for the F.Y. 2019-20. The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn

resulted for non-preparation of financial statements and books of accounts for all the quarters September, 2020 and December, 2020 quarters.

However, the company has submitted Annual Report for FY 2019-20 to the stock exchange (BSE) on 31/07/2021 and has lately complied with the said regulation.

**5. Violation of provisions of Section 96 for holding Annual General Meeting and provisions of Section 129(3), 137 of the Companies Act, 2013 read with relevant Rules and Section 92 of the Companies Act, 2013 for filing of Balance Sheet and Annual Return with ROC, Gujarat:**

Registrar of Companies, Ahmedabad has issued show cause notice for non holding of Annual General Meeting and non filing of financial statements along with Annual Return for the F.Y. ended on 31/03/2020.

The management has informed that the non-compliance resulted due to trial Imprisonment of Managing Director as well as Whole-time Director as well as due to Seizure / Capture of books/computers etc., by Income Tax Department.

Further, the management explained that due to continuance of above stated scenario the company could not hold its 26<sup>th</sup> Annual General Meeting for FY 2019-2020 which resulted into non-appointment of new Statutory Auditors of the company in place of the retiring Statutory Auditors which in turn resulted into non-preparation of Annual Report for the year ended on 31/03/2020.

The said notice has been properly replied and the Company has now complied with Section 96, 129(3), 137 and 92 of the companies Act, 2013 by holding Annual General Meeting on 27/08/2021 and filing of balance sheet in Eform Aoc-4 XBRL on 22/09/2021 and annual return on E-form MGT-7 on 29/09/2021. Moreover, the company is also processing for compounding of the aforesaid offences with ROC, Gujarat.

**Place: Ahmedabad  
Date: 28/10/2021  
UDIN: A023712C001310041**

**For, Ronak Doshi & Associates  
Company Secretaries**

**SD/-  
Ronak D Doshi  
Practicing Company Secretary  
C.P. No-12725  
Membership No.-23712**



**INDEPENDENT AUDITOR'S REPORT**  
**To The Members of POPULAR ESTATE MANAGEMENT LIMITED**  
**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **POPULAR ESTATE MANAGEMENT LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (referred as "the financial statements" here-in-after).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021 and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Emphasis of Matters**

- We draw attention to Note 38 to the financial statements in which the company describes the uncertainties arising from the COVID 19 pandemic. Our report is not modified in respect of this matter.

- We draw attention to Note 39 to the financial statements, wherein it is stated that the company along with certain other group companies, firms and promoters, were subjected to Search and Survey operations by the Income Tax Department u/s. 132/133 of the Income Tax Act, 1961 ("The Act"). Pending completion of related proceedings, the effect thereof, if any, on the financial statements cannot be ascertained at this stage. Our report is not modified in respect of this matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Governance Report and Management Discussion & Analysis, but does not include financial statements and our auditor's reports thereon. These reports are expected to be made available to us after the date of this auditor's report.
- Our opinion on the financial statements does not cover the other information and we will not express any form of assurance / conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

### **Management's Responsibility for the 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 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 Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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.

In preparing the financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 financial 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 financial statements of the current period 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 Section 143(3) of the Act, based on our audit 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - 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 our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) 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 provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 28 to the financial statements.
  - ii. The Company 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 Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For H. S. Jani & Associates,**  
Chartered Accountants,  
FRN: 127515W

Sd/-  
**Hersh S. Jani**  
Proprietor  
Mem. No.: 124104  
UDIN: 21124104AAAAHC7545

Place: Ahmedabad  
Date: 27/10/2021

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 **POPULAR ESTATE MANAGEMENT LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the 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. 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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, to the best of our information and according to the explanations given to us, 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 March 31, 2021, based on the criteria for internal financial control over financial reporting 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 H. S. Jani & Associates,**  
Chartered Accountants,  
FRN: 127515W

Sd/-  
**Hersh S. Jani**  
Proprietor  
Mem. No.: 124104  
UDIN: 21124104AAAHC7545

Place: Ahmedabad  
Date: 27/10/2021

## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipments (PPE).
  - (b) As explained to us, the Property, Plant & Equipments (PPE) have been physically verified by the management of the company on regular intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) There are no immovable properties held in the name of the company. The company neither owns nor leases a property for long term basis. Therefore, reporting under this clause is not applicable to the company.
- ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, reporting under this clause is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 with respect to loans and investments made. The company has not given any guarantee or provided any security in connection with a loan to any person or other body corporate and accordingly, the question of commenting on compliance with the provisions in respect thereof, does not arise.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of provisions of sections 73 to 76 of the Act and the rules framed there under and hence reporting under this clause is not applicable.
- vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013.
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Contribution to Provident Fund, Employees' State Insurance, Investor Education & Protection Fund; dues of Income Tax, Goods & Service Tax, Customs Duty, Cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Contribution to Provident Fund, Employees' State Insurance, Investor Education & Protection Fund; dues of Income Tax, Goods & Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.



(c) Details of dues of Income Tax, and Wealth Tax which have not been deposited as on March 31, 2021 on account of disputes are given below:

Name of the statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (Rs.)	Amount unpaid (Rs.)
Income Tax Act, 1961 & related rules	Demand for Tax	Gujarat High Court, Ahmedabad	FY 2007-08	2,27,84,130	2,27,84,130
			FY 2008-09	3,87,27,804	3,87,27,804
			FY 2011-12	7,82,13,780	7,82,13,780
		Commissioner of Income-tax (Appeals)- 9, Income Tax Department, Ahmedabad	FY 2010-11	2,15,44,640	2,15,44,640
			FY 2014-15	5,90,94,570	5,90,94,570
Wealth Tax Act & related rules	Demand for Tax	Commissioner of Wealth-Tax (Appeal), Ahmedabad	FY 2011-12	13,04,242	13,04,242

- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company has not borrowed any amounts from financial institutions and government. The Company has not issued any debentures.
- ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans, during the period covered by the financial statements and hence reporting under this clause is not applicable.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) The Company is not a Nidhi Company and hence reporting under this clause is not applicable.
- xiii) According to the information and explanations given to us and based on our examination 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 transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under this clause is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For H. S. Jani & Associates,**  
Chartered Accountants,  
FRN: 127515W

Place: Ahmedabad  
Date: 27/10/2021

Sd/-  
**Hersh S. Jani**  
Proprietor  
Mem. No.: 124104  
UDIN: 21124104AAAHC7545

**POPULAR ESTATE MANAGEMENT LIMITED**

**Balance Sheet as at March 31, 2021**

Particulars		Note No.	As at March 31, 2021	As at March 31, 2020
<b>A</b>	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Property, plant and equipment	5	19,207,035	22,685,803
	(b) Intangible Assets	6	31,310	37,326
	(c) Financial assets			
	(i) Investments	7	8,287,100	8,287,100
	(ii) Others	8	1,574,346	1,456,096
	(d) Deferred Tax Assets	9	6,944,673	4,304,206
	<b>Total non - current assets</b>		<b>36,044,464</b>	<b>36,770,531</b>
2	<b>Current assets</b>			
	(a) Inventories	10	50,129,806	50,129,806
	(b) Financial assets			
	(i) Trade receivables		-	-
	(ii) Cash and cash equivalents	11	35,869	257,611
	(iii) Other financial assets	12	60,894	60,894
	(d) Other current assets	13	439,591,979	438,591,212
	<b>Total current assets</b>		<b>489,818,548</b>	<b>489,039,523</b>
	<b>Total assets (1+2)</b>		<b>525,863,013</b>	<b>525,810,054</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Equity share capital	14	140,002,000	140,002,000
	(b) Other equity	15	313,437,235	321,123,178
	<b>Total equity</b>		<b>453,439,235</b>	<b>461,125,178</b>
	<b>LIABILITIES</b>			
2	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	16	64,211,831	58,595,870
	<b>Total non - current liabilities</b>		<b>64,211,831</b>	<b>58,595,870</b>
3	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Trade payables	17	1,405,544	214,268
	(ii) Other financial liabilities	18	6,767,404	5,756,921
	(b) Other current liabilities	19	39,000	117,817
	<b>Total current liabilities</b>		<b>8,211,948</b>	<b>6,089,006</b>
	<b>Total equity and liabilities (1+2+3)</b>		<b>525,863,013</b>	<b>525,810,054</b>

In terms of our report of even date.

**For, H. S. Jani & Associates,**  
Chartered Accountants  
(Firm Regd. No. 127515W)

For & on behalf of the board of

**Popular Estate Management Limited**

**SD/-**

**Het D. Patel**  
Director  
(DIN: 06986909)

**SD/-**

**Neelam Gurbaxani**  
Company Secretary

**SD/-**

**Vikram C. Patel**  
Director & Chief Financial Officer  
(DIN: 00166707)

**Hersh S. Jani**  
Proprietor  
(M. No. 124104)  
Place : Ahmedabad  
Date : 27/10/2021

Place: Ahmedabad  
Date : 27/10/2021

**POPULAR ESTATE MANAGEMENT LIMITED**

<b>Statement of Profit and Loss for the year ended March 31, 2021</b>			
<b>Particulars</b>	<b>Note No.</b>	<b>Year Ended March 31, 2021</b>	<b>Year Ended March 31, 2020</b>
I Revenue from operations		-	-
II Other income	20	1,067,515	211,151
<b>III Total income (I + II)</b>		<b>1,067,515</b>	<b>211,151</b>
<b>IV EXPENSES</b>			
(a) Changes in inventories of finished goods, stock-in-trade and work-in-progress	21	-	-
(b) Employee benefit expense	22	2,798,130	4,238,610
(c) Finance costs	23	2,327,440	4,742,292
(d) Depreciation and amortisation expense	24	3,484,784	2,576,551
(e) Other expenses	25	2,797,791	4,848,943
<b>Total expenses</b>		<b>11,408,145</b>	<b>16,406,396</b>
<b>V Profit/(loss) before tax (III- IV)</b>		<b>(10,340,630)</b>	<b>(16,195,245)</b>
<b>VI Tax expense</b>			
(1) Current tax	26	(14,219)	-
(2) Deferred tax	26	(2,640,467)	(4,209,998)
<b>Total tax expense</b>		<b>(2,654,686)</b>	<b>(4,209,998)</b>
<b>VII Profit/(loss) for the period (V-VI)</b>		<b>(7,685,944)</b>	<b>(11,985,247)</b>
<b>VIII Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Items that may be reclassified to profit or loss		-	-
<b>IX Total comprehensive income for the period (VII+VIII)</b>		<b>(7,685,944)</b>	<b>(11,985,247)</b>
<b>X Basic &amp; diluted earnings per share of face value of Rs.10 each fully paid up</b>			
(1) Basic	30	(0.55)	(0.86)
(2) Diluted	30	(0.55)	(0.86)
In terms of our report of even date. <b>For, H. S. Jani &amp; Associates,</b> Chartered Accountants (Firm Regd. No. 127515W)		For & on behalf of the board of <b>Popular Estate Management Limited</b>	
		<b>SD/-</b>	<b>SD/-</b>
		<b>Het D. Patel</b> Director (DIN: 06986909)	<b>Neelam Gurbaxani</b> Company Secretary
<b>Hersh S. Jani</b> Proprietor (M. No. 124104) Place : Ahmedabad Date : 27/10/2021		<b>SD/-</b>	
		<b>Vikram C. Patel</b> Director & Chief Financial Officer (DIN: 00166707) Place: Ahmedabad Date : 27/10/2021	

**POPULAR ESTATE MANAGEMENT LIMITED**

**Cash Flow Statement for the year ended March 31, 2021**

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Cash flow from operating activities</b>		
Profit before tax	(10,340,630)	(16,195,245)
<b>Adjustments for :</b>		
Depreciation and amortisation expense	3,484,784	2,576,551
Finance costs	2,327,440	4,742,292
Gain on sale of fixed assets	-	(102,664)
Interest income	(1,067,515)	(108,487)
<b>Operating profit before working capital changes</b>	<b>(5,595,921)</b>	<b>(9,087,553)</b>
<b>Changes in operating assets and liabilities:</b>		
(Increase)/Decrease in trade receivables	-	34,849,380
(Increase)/Decrease in other current assets	(51,502)	(3,325,533)
Increase/(Decrease) in trade payable	1,191,276	96,368
Increase/(Decrease) in other current financial liabilities	1,010,482	4,368,966
Increase/(Decrease) in other current liabilities	(78,817)	(154,000)
<b>Cash flow generated from operations</b>	<b>(3,524,482)</b>	<b>26,747,628</b>
Direct taxes paid (net)	14,219	-
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES (A)</b>	<b>(3,510,263)</b>	<b>26,747,628</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipments	-	(14,387,301)
Sale of property, plant and equipments	-	488,400
Purchase of Intangible assets	-	(38,000)
<b>NET CASH FLOW FROM / (USED IN) IN INVESTING ACTIVITIES (B)</b>	<b>-</b>	<b>(13,936,901)</b>
<b>Cash flows from financing activities</b>		
Finance costs paid	(2,327,440)	(4,742,292)
Repayment of borrowings	-	(7,853,105)
Proceeds from additional borrowings obtained	5,615,961	-
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)</b>	<b>3,288,521</b>	<b>(12,595,397)</b>

**POPULAR ESTATE MANAGEMENT LIMITED**

**Cash Flow Statement for the year ended March 31, 2021**

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>(221,742)</b>	<b>215,330</b>
Cash and cash equivalents at the beginning of the year	257,611	42,281
<b>Cash and cash equivalents at the end of the year</b>	<b>35,869</b>	<b>257,611</b>

**Notes:**

(i). The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 Cash Flow Statements specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(ii). Previous Period's / Year's figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

In terms of our report of even date.

**For, H. S. Jani & Associates,**

Chartered Accountants

(Firm Regd. No. 127515W)

For & on behalf of the board of

**Popular Estate Management Limited**

**SD/-**

**Het D. Patel**

Director

(DIN: 06986909)

**SD/-**

**Neelam Gurbaxani**

Company Secretary

**SD/-**

**Hersh S. Jani**

Proprietor

(M. No. 124104)

**Vikram C. Patel**

Director & Chief Financial Officer

(DIN: 00166707)

Place : Ahmedabad

Date : 27/10/2021

Place: Ahmedabad

Date : 27/10/2021

**POPULAR ESTATE MANAGEMENT LIMITED**

**Statement of Changes in Equity for the year ended on March 31, 2021**

**Equity Share Capital**

Particulars	Note No.	Amount
Balance as on April 1, 2019	14	140,002,000
Additions during the year		Nil
Balance as on March 31, 2020	14	140,002,000
Changes during the year		Nil
Balance as on March 31, 2021	14	140,002,000

**Other Equity**

Particulars	Note No.	Other Equity			Total
		Retained Earnings		General Reserve	
		Profit and Loss	Other Comprehensive Income		
<b>Balance as at April 1, 2019</b>	15	<b>332,393,425</b>	-	<b>715,000</b>	<b>333,108,425</b>
Loss for the year		(11,985,247)	-	-	(11,985,247)
Other comprehensive income for the year (net of Tax)		-	-	-	-
<b>Balance as at March 31, 2020</b>	15	<b>320,408,178</b>	-	<b>715,000</b>	<b>321,123,178</b>
Loss for the year		(7,685,944)	-	-	(7,685,944)
Other comprehensive income for the year (net of Tax)		-	-	-	-
<b>Balance as at March 31, 2021</b>	15	<b>312,722,235</b>	-	<b>715,000</b>	<b>313,437,235</b>

In terms of our report of even date.  
**For, H. S. Jani & Associates,**  
 Chartered Accountants  
 (Firm Regd. No. 127515W)

For & on behalf of the board of  
**Popular Estate Management Limited**

**SD/-**

**SD/-**

**Het D. Patel**  
 Director  
 (DIN: 06986909)

**Neelam Gurbaxani**  
 Company Secretary

**SD/-**

**Hersh S. Jani**  
 Proprietor  
 (M. No. 124104)

**Vikram C. Patel**  
 Director & Chief Financial Officer  
 (DIN: 00166707)

Place : Ahmedabad  
 Date : 27/10/2021

Place: Ahmedabad  
 Date : 27/10/2021

## POPULAR ESTATE MANAGEMENT LIMITED

### Notes to financial statement for the year ended March 31, 2021

#### 1. Corporate information:

Popular Estate Management Limited (CIN: L65910GJ1994PLC023287) (referred as “the Company” in these financial statements) was incorporated on October 14, 1994; having registered office at Ahmedabad, Gujarat, India. The Company's operations pre-dominantly relates to construction & development of buildings and infrastructure.

The company is a listed public company on Bombay Stock Exchange vide script code: 531870.

These financial statements are approved for issue by the Company's Board of Directors on 27/10/2021.

#### 2. Statement of compliance:

These financial statements comprising of Balance Sheet as at March 31, 2021, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year ended March 31, 2021; have been prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### 3. Basis of preparation:

The financial statements have been prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for financial instruments where the fair valuation have been carried out in accordance with the requirements of respective Ind AS.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

All the numbers in these financial statements are reported in Rupees unless otherwise stated.

#### 4. Summary of significant accounting policies:

##### i) Use of estimates:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from estimates.



## POPULAR ESTATE MANAGEMENT LIMITED

### Notes to financial statement for the year ended March 31, 2021

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

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities in coming financial years are specified here-in-after:

*a) Useful lives of property, plant and equipment*

The Company is providing depreciation at the rates derived based on the useful life specified under Schedule-II to the Companies Act, 2013. The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

*b) Provisions and contingent liabilities*

A provision is recognised when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date, adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Major provisions recognized in financial statement and related accounting policy are specified as under:

Current / Deferred tax liabilities - Refer Note 4(xiv), 9 and 26

**Other estimates:**

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

**ii) Revenue recognition:**

*a) Revenue from operations:*

The Company derives revenues primarily from construction & development of buildings and infrastructure. Revenue is recognized upon transfer of control of land or units of the building constructed by the company, to the customers in an amount that reflects the consideration we expect to receive in exchange for.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. In case where there is no uncertainty as to measurement or collectability of consideration, revenue is recognised as soon as the control of the land or units of the building has been given. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

## POPULAR ESTATE MANAGEMENT LIMITED

### Notes to financial statement for the year ended March 31, 2021

The Company presents revenues net of indirect taxes in its statement of Profit and loss.

*b) Other income:*

Other income is comprised primarily of interest income, income from sale of property, plant & equipments.

Interest income from a financial asset is recognised when it is probable 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, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Income from sale of property, plant & equipments is recognised as when it arises i. e. on sale of property, plant & equipment.

**iii) Property, Plant & Equipment:**

*a) Property, Plant & Equipment*

All Property, Plant and Equipments are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

*b) Capital Work-in-progress*

Properties in the course of construction (CWIP) for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

**iv) Depreciation on Property, Plant & Equipment:**

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property, plant and equipment is provided over the useful lives specified under Schedule II to the Companies Act, 2013.

Nature of Assets	Useful life (in Years)
Office Equipments	5
Furniture & Fixtures	10
Computers	3
Vehicles	8

**v) Intangible Assets and Amortization:**

Intangible assets purchased are measured at cost or fair value as on the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets are amortised on a straight line basis over their estimated useful lives, commencing from the date the asset is available to the Company for its intended use.

Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any

**vi) Impairment of Property, Plant & Equipment and intangible assets :**

At the end of each reporting period, the Company reviews the carrying amounts of its Property, Plant & Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. 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). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

## POPULAR ESTATE MANAGEMENT LIMITED

### Notes to financial statement for the year ended March 31, 2021

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax 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.

Carrying amount equals to cost less accumulated depreciation and accumulated impairment losses recognised previously.

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. An impairment loss is recognised immediately in profit or loss.

#### **vii) Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **viii) Inventories:**

Inventories includes land acquired for resale or construction purposes. The same is valued at cost or net realisable value whichever is less.

#### **ix) Leases:**

In respect of assets taken on lease, leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

Operating lease payments for lands are recognized as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

#### **x) Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**1. Financial Assets***a) Initial recognition and measurement*

At initial recognition, the Company measures a financial asset (which are not measured at fair value) through profit or loss at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

*b) Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) Financial assets measured at amortised cost;
- ii) Financial assets at fair value through profit or loss (FVTPL) and
- iii) Financial assets at fair value through other comprehensive income (FVTOCI).

The Company classifies its financial assets in the above mentioned categories based on:

- a) The Company's business model for managing the financial assets, and
- b) The contractual cash flows characteristics of the financial asset.

*i) Financial assets measured at amortised cost :*

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) A financial asset is measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the Contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- b) Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

*ii) Financial assets at fair value through profit or loss (FVTPL):*

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

*iii) Financial assets at fair value through other comprehensive income (FCTOCI):*

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by collecting both contractual cash flows that gives rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. In addition, The Company may elect to designate a financial asset, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch')

Cash and Cash Equivalents & other current financial assets etc. are classified for measurement at amortised cost.

*c) Derecognition*

The Company derecognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the assets's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

*d) Impairment*

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables,
- ii. Financial assets measured at amortized cost (other than trade receivables and lease receivables),
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

**2. Financial Liabilities***a) Initial recognition and measurement*

All financial liabilities are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

*b) Subsequent measurement*

The measurement of financial liabilities depends on their classification, as described below:

- i) Financial liabilities measured at amortised cost.
- ii) Financial liabilities at fair value through profit or loss.

*i) Financial liabilities measured at amortised cost :*

All financial liabilities are measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

*ii) Financial assets at fair value through profit or loss (FVTPL):*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

*c) Derecognition*

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**3. 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.

**4. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**5. Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

**xi) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**xii) Foreign currency Transactions**

The functional currency of the company is Indian rupee.

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss

**xiii) Employee benefits***a) Short term employee benefits*

Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

*b) Post employment benefits*

As the company doesn't meet the employees' threshold currently, the company is not required to contribute towards any plan (neither defined contribution plan nor defined benefit plan) under any law for the time being in force. The company shall start contributing as and when it is required by the law.

**xiv) Income Taxes:**

Income tax expense represents the sum of the tax currently payable and deferred tax.

*a) Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. 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 is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) 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.

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 consequences 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.

*c) Current and deferred tax for the period*

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

**xv) Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

**xvi) Earnings per equity share:**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company after adjusting for diluted earning, by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

## POPULAR ESTATE MANAGEMENT LIMITED

### Notes to financial statement for the year ended March 31, 2021

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

**xvii) Dividend:**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

**xviii) Cenvat, Service Tax, Vat & GST:**

GST credit on materials purchased / service availed for construction & development of the building are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

GST credits so taken are utilized for payment of GST on units sold. The unutilized GST credit is carried forward in the books.

**(xix) Segment reporting**

The Chief Operational Decision Maker (CODM) monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting to the CODM.

Accordingly, the Board of Directors of the Company is CODM for the purpose of segment reporting. Refer note 29 for segment information presented.

**(xx) Statement of Cash flows**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**(xxi) Operating cycle:**

The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1- 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

**POPULAR ESTATE MANAGEMENT LIMITED**

Notes to financial statement for the year ended March 31, 2021

**Note 5 : Property, Plant and Equipment**

Particulars	Computers	Office Equipments	Furniture & Fixtures	Vehicles	Total
<b>Gross Carrying Value:</b>					
<b>As at April 1, 2019</b>	443,241	234,749	160,085	14,300,991	15,139,066
Addition during the year	24,350	-	-	14,362,951	14,387,301
Deduction during the year	-	-	-	(385,736)	(385,736)
<b>As at March 31, 2020</b>	467,591	234,749	160,085	28,278,206	29,140,631
Addition during the year	-	-	-	-	-
Deduction during the year	-	-	-	-	-
<b>As at March 31, 2021</b>	467,591	234,749	160,085	28,278,206	29,140,631
<b>Accumulated Depreciation:</b>					
<b>As at April 1, 2019</b>	28,641	5,092	63,287	3,781,932	3,878,952
Addition during the year	5,387	-	21,095	2,549,394	2,575,876
Deduction during the year	-	-	-	-	-
<b>As at March 31, 2020</b>	34,028	5,092	84,382	6,331,326	6,454,828
Addition during the year	12,192	-	19,336	3,447,240	3,478,768
Deduction during the year	-	-	-	-	-
<b>As at March 31, 2021</b>	46,220	5,092	103,718	9,778,566	9,933,596
<b>Net Carrying Value:</b>					
<b>As on April 1, 2019</b>	414,600	229,657	96,798	10,519,059	11,260,114
<b>As on March 31, 2020</b>	433,563	229,657	75,703	21,946,880	22,685,803
<b>As on March 31, 2021</b>	421,371	229,657	56,367	18,499,640	19,207,035

**Note 6 : Intangible Assets**

Particulars	Computer Software	Total
<b>Gross Carrying Value:</b>		
<b>As on April 1, 2019</b>	-	-
Addition during the year	38,000	38,000
Deduction during the year	-	-
<b>As on March 31, 2020</b>	38,000	38,000
Addition during the year	-	-
Deduction during the year	-	-
<b>As on March 31, 2021</b>	38,000	38,000
<b>Accumulated Depreciation:</b>		
<b>As on April 1, 2019</b>	-	-
Addition during the year	674	674
Deduction during the year	-	-
<b>As on March 31, 2020</b>	674	674
Addition during the year	6,016	6,016
Deduction during the year	-	-
<b>As on March 31, 2021</b>	6,690	6,690
<b>Net Carrying Value:</b>		
<b>As on April 1, 2019</b>	-	-
<b>As on March 31, 2020</b>	37,326	37,326
<b>As on March 31, 2021</b>	31,310	31,310

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

7	<u>Non-Current Investments</u>	As at March 31, 2021	As at March 31, 2020
	<b>Investment in Partnership Firms (refer note: 37)</b>		
	M/s. Jay Ambe Enterprise	3,701,902	3,701,902
	M/s. Shiv Enterprise	4,585,198	4,585,198
	(Refer Note: 37 to these financial statements for the description of these investments).		
	<b>Total</b>	<b>8,287,100</b>	<b>8,287,100</b>
8	<u>Other Non-Current Financial Assets</u>	As at March 31, 2021	As at March 31, 2020
	<b>Unsecured and considered good</b>		
	Security Deposits with corporates and others	1,574,346	1,456,096
	<b>Total</b>	<b>1,574,346</b>	<b>1,456,096</b>
9	<u>Deferred Tax Assets (Net)</u>	As at March 31, 2021	As at March 31, 2020
	<b>Deferred Tax Assets</b>		
	Time difference of depreciation as per Tax Provision and Company Law on Property, Plant and Equipment	33,884	19,964
	Carried Forward Business Losses & Unabsorbed Depreciation	6,910,789	4,284,242
	<b>Total Deferred Tax Assets</b>	<b>6,944,673</b>	<b>4,304,206</b>
	<b>Deferred Tax Liabilities</b>	-	-
	<b>Net Deferred Tax Assets</b>	<b>6,944,673</b>	<b>4,304,206</b>
	Note: Movement of deferred tax assets:		
	<b>Particulars</b>	<b>Time difference of depreciation</b>	<b>Carried Forward Business Losses &amp; Unabsorbed Depreciation</b>
	<b>At April 1, 2019</b>	<b>94,208</b>	-
	(Charged) / Credited:		
	to profit or loss	(74,244)	4,284,242
	to other comprehensive income	-	-
	<b>At March 31, 2020</b>	<b>19,964</b>	<b>4,284,242</b>
	Charged / (Credited):		
	to profit or loss	13,920	2,626,546
	to other comprehensive income	-	-
	<b>At March 31, 2021</b>	<b>33,884</b>	<b>6,910,789</b>

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

10	<u>Inventories</u>	As at March 31, 2021	As at March 31, 2020
	Raw materials		
	Work-in-Process		
	Finished Stock	50,129,806	50,129,806
	Stores & Others		
	Stock in Trade		
	<b>Total</b>	<b>50,129,806</b>	<b>50,129,806</b>
11	<u>Cash &amp; Cash Equivalentents</u>	As at March 31, 2021	As at March 31, 2020
	Cash on hand	32,912	48,852
	Balances with Bank	2,958	208,759
	<b>Total</b>	<b>35,869</b>	<b>257,611</b>
12	<u>Other Current Financial Assets</u>	As at March 31, 2021	As at March 31, 2020
	Othe Current Financial Assets	60,894	60,894
	<b>Total</b>	<b>60,894</b>	<b>60,894</b>
13	<u>Other Current Assets</u>	As at March 31, 2021	As at March 31, 2020
	Prepaid Expenses	258,338	221,056
	Advances given for acquisition of land	427,680,000	427,680,000
	Balances with Statutory Authorities	11,653,641	10,690,156
	<b>Total</b>	<b>439,591,979</b>	<b>438,591,212</b>
14	<u>Equity Share Capital</u>	As at March 31, 2021	As at March 31, 2020
	[i]Authorised Share Capital: 4,50,00,000 Equity shares of Rs. 10 each (as at March 31, 2020 : 4,50,00,000 equity shares of Rs. 10 each)	450,000,000	450,000,000
	[ii] Issued, Subscribed & Paid-up Capital : 1,40,00,200 equity shares of Rs. 10 each fully paid (as at March 31, 2020 : 1,40,00,200 equity shares of Rs. 10 each)	140,002,000	140,002,000
	<b>Total</b>	<b>140,002,000</b>	<b>140,002,000</b>

**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

<b>(a)</b>	Reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2021, and March 31, 2020 are set out below:-				
	<b>Particulars</b>	<b>As at March 31, 2021</b>		<b>As at March 31, 2020</b>	
		<b>No. of Shares</b>	<b>Amt (Rs.)</b>	<b>No. of Shares</b>	<b>Amt (Rs.)</b>
	Shares at the beginning	14,000,200	140,002,000	14,000,200	140,002,000
	Addition	Nil	Nil	Nil	Nil
	Deletion	Nil	Nil	Nil	Nil
	Shares at the end	14,000,200	140,002,000	14,000,200	140,002,000
<b>(b)</b>	The details of shares held by Parent Company and shareholders holding more than 5% shares is set out below.				
	<b>Particulars</b>		<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>	
	Ramanbhai Bholidas Patel	Nos. %	1,200,700 8.58	1,200,700 8.58	
	Kokilaben Chhaganbhai Patel	Nos. %	1,205,700 8.61	1,205,700 8.61	
	Mayurikaben Ramanbhai Patel	Nos. %	1,006,500 7.19	1,006,500 7.19	
	Lataben Dashrathbhai Patel	Nos. %	897,900 6.41	897,900 6.41	
	Dashrathbhai Bholidas Patel	Nos. %	867,893 6.20	867,893 6.20	
	Chhaganbhai Bholidas Patel	Nos. %	970,900 6.93	970,900 6.93	
	Prathmesh Chhaganlal Patel	Nos. %	746,900 5.33	746,900 5.33	
	Maunang Ramanbhai Patel	Nos. %	878,800 6.28	878,800 6.28	
<b>(c)</b>	<b>Rights, Preferences and Restrictions attached to equity shares</b>				
	The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.				
<b>(d)</b>	The Company has not reserved any share for issue under options and contracts or commitments for the sale of shares or disinvestment.				
<b>(e)</b>	There are no shares issued pursuant to contract(s) without payment being received in cash or by way of bonus shares or equity shares bought back for the period of 5 years immediately preceding the balance sheet date.				

**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

15	<u>Other Equity</u>	As at March 31, 2021	As at March 31, 2020	
(a)	<u>General Reserve</u>			
	Balance as per last financial Statement	715,000	715,000	
	Add : Premium received on issue of shares	-	-	
	<b>Closing Balance</b>	<b>715,000</b>	<b>715,000</b>	
(b)	<u>Retained Earnings</u>			
	<b>Profit and Loss:</b>			
	Balance as per last financial Statement	320,408,178	332,393,425	
	Less: Loss for the year	(7,685,944)	(11,985,247)	
	<b>Net Surplus in the statement of profit and loss</b>	<b>312,722,235</b>	<b>320,408,178</b>	
	<b>Total (a + b)</b>	<b>313,437,235</b>	<b>321,123,178</b>	
<b>General Reserve:</b> It represents general purpose reserve created from accumulated profits of earlier years.				
<b>Retained earnings:</b> Retained earnings are the profits earned by the company over the period. Retained earnings can be utilised by the company for distribution to its equity shareholders of the company. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.				
16	<u>Non-Current Borrowings</u>	As at March 31, 2021	As at March 31, 2020	
	<b>Secured Borrowing</b>			
	Vehicle Loan from Bank	10,663,554	15,580,348	
	Less : Current maturities of long-term debt	(6,084,202)	(5,237,130)	
		4,579,352	10,343,218	
	<b>Unsecured Borrowing</b>			
	From Directors of the company	59,632,479	48,252,652	
	Less : Current maturities of long-term debt	-	-	
		59,632,479	48,252,652	
	<b>Total</b>	<b>64,211,831</b>	<b>58,595,870</b>	
<b>Secured Borrowing:</b>				
Company has obtained 2 different vehicle loans which are secured against the respective vehicles. Details of loan obtained along with Interest Rates and Repayment terms are specified here-in-after:				
Type of Loan	Installment Amount	No. of Installments (Monthly)	Interest Rate	O/s. Balance as on As at March 31, 2021 Rs.
Vehicle Loan - I	377,425	22	9.06%	7,561,457
Vehicle Loan - II	165,053	22	10.95%	3,102,097
<b>Total</b>				<b>10,663,554</b>

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

17	<b><u>Trade payables</u></b>	As at March 31, 2021	As at March 31, 2020
	Payable to Micro and Small Enterprise (refer note below)	78,400	78,400
	Payable to others	1,327,144	135,868
	<b>Total</b>	<b>1,405,544</b>	<b>214,268</b>
<p>Note: This information has been disclosed to the extent received from such parties and / or identified on the basis of information available with the Company. This has been relied upon by the Auditors.</p>			
18	<b><u>Other Current Financial Liabilites</u></b>	As at March 31, 2021	As at March 31, 2020
	Current Maturity of long term borrowings	6,084,202	5,237,130
	Credit Balance in Current Account	242	191
	Employee Benefits Payable	682,960	519,600
	<b>Total</b>	<b>6,767,404</b>	<b>5,756,921</b>
19	<b><u>Other Current Liabilities</u></b>	As at March 31, 2021	As at March 31, 2020
	Other Statutory dues	39,000	117,817
	<b>Total</b>	<b>39,000</b>	<b>117,817</b>
20	<b><u>Other Income</u></b>	Year Ended March 31, 2021	Year Ended March 31, 2020
	Interest Income from Loans given	118,250	108,487
	Interest Income on Income Tax Refund	949,265	
	Gain on sale of property, plant & equipments		102,664
	<b>Total</b>	<b>1,067,515</b>	<b>211,151</b>
21	<b><u>Change In Inventories Of Finished Goods, Work In Progress And Stock In Trade</u></b>	Year Ended March 31, 2021	Year Ended March 31, 2020
	<b>Inventory at the beginning of the year</b>		
	Land acquired for resale / development	50,129,806	50,129,806
		<b>50,129,806</b>	<b>50,129,806</b>
	<b>Inventory at the end of the year</b>		
	Land acquired for resale / development	50,129,806	50,129,806
		<b>50,129,806</b>	<b>50,129,806</b>
<b>Decretion / (Accretion) to Stock</b>	-	-	
22	<b><u>Employee Benefit Expense</u></b>	Year Ended March 31, 2021	Year Ended March 31, 2020
	Salary, Wages & Bonus Expenses	1,448,130	1,538,610
	Directors' Remuneration	1,350,000	2,700,000
	<b>Total</b>	<b>2,798,130</b>	<b>4,238,610</b>



POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

23	<u>Finance Costs</u>	Year Ended March 31, 2021	Year Ended March 31, 2020
	Interest Paid to Bank	1,209,484	797,325
	Interest Paid to Others	1,113,397	3,907,953
	Other borrowing cost	4,559	37,014
	<b>Total</b>	<b>2,327,440</b>	<b>4,742,292</b>
24	<u>Depreciation And Amortisation Expense</u>	Year Ended March 31, 2021	Year Ended March 31, 2020
	Depreciation on Property, Plant & Equipment	3,478,768	2,575,877
	Amortisation of Intangible Assets	6,016	674
	<b>Total</b>	<b>3,484,784</b>	<b>2,576,551</b>
25	<u>Other Expenses</u>	Year Ended March 31, 2021	Year Ended March 31, 2020
	Legal and Professional Fees	75,000	1,289,400
	Electricity Charges	105,400	166,340
	Office Expenses	25,050	70,981
	Stationery, Printing and Postage Exp	54,430	81,460
	Conveyance & Vehicle Exp.	341,179	550,756
	Rent, Rates and Taxes	1,359,793	2,096,335
	Repairs and Maintenance	2,950	30,375
	Late Filing Fees under Income Tax	5,807	2,944
	Penalty under LODR regulations	178,180	-
	Listing and ROC Filing Fees	373,500	5,400
	Legal Expense	237,770	495,721
	Telephone Expense	33,732	38,231
	Advertisement Expenses	5,000	21,000
	<b>Total</b>	<b>2,797,791</b>	<b>4,848,943</b>
26	<u>Income tax recognised in profit or loss</u>	Year Ended March 31, 2021	Year Ended March 31, 2020
	<b>Current tax:</b>		
	In respect of the current year		
	In respect of the prior year	(14,219)	-
	<b>Sub-Total (i)</b>	<b>(14,219)</b>	<b>-</b>
	<b>Deferred tax:</b>		
	In respect of the current year	(2,640,467)	(4,209,998)
	<b>Sub-Total (ii)</b>	<b>(2,640,467)</b>	<b>(4,209,998)</b>
	<b>Total (I + ii)</b>	<b>(2,654,686)</b>	<b>(4,209,998)</b>

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

Note: Income tax reconciliation:		
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Profit before tax</b>	(10,340,630)	(16,195,245)
Tax expenses reported during the year	(2,654,686)	(4,209,998)
Income tax expenses calculated as per Income tax rates	(2,688,564)	(4,210,764)
<b>Difference</b>	<b>33,878</b>	<b>766</b>
Permanent disallowances	48,097	-
Adjustment of current tax of prior years	(14,219)	-
Other Items	-	766
<b>Total</b>	<b>33,878</b>	<b>766</b>

## Notes to financial statement for the year ended March 31, 2021

**27. Capital Commitment**

There are no o/s. amount of contracts remaining to be executed on capital account.

**28. Contingent Liabilities**

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Outstanding tax matters:</b>		
Under the provisions of Income Tax Act, 1961 and related rules.	220,364,924	152,151,144
Under the provisions of Wealth Tax Act and related rules.	1,304,242	1,304,242
<b>Total</b>	<b>221,669,166</b>	<b>153,455,386</b>

The above claims are subject to legal proceeding at various appellate authorities. The Company are contesting the above demands and the management including its tax advisors believes that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

**29. Segment Reporting**

The Company's operations pre-dominantly relates to construction & development of buildings and infrastructure. The Company has considered the same as only one reporting segment in accordance with the requirement of Ind AS 108 - Operating Segments.

The Board of Directors ("BOD") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of this single operating segment. The BOD reviews revenue and gross profit as the performance indicator for this single operating segment. Accordingly, it constitutes as a single reportable operating segment.

Entity Wide Disclosures:

1. There assets belonging to the Company located outside India. All assets of the company are located within India only.
2. Since there is no operation during both the years covered by these financial statements, following entity wide disclosures as required by Ind AS 109 "Operating Segments" are not applicable to the company:
  - (i) Bifurecation of revenue from external customers by each group of products,
  - (ii) Bifurecation of net sales to external customers by geographic area on the basis of location of customers,
  - (iii) Details of customer contributing 10% or more of total revenue of the company.

**30. Earnings Per Share (EPS)**

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Net Profit / (Loss) for calculation of basic / diluted EPS	(7,685,944)	(11,985,247)
Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS	14,000,200	14,000,200
Basic and Diluted Earnings/(Loss) Per Share	(0.55)	(0.86)
Nominal Value of Equity Shares	10	10

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

31 Fair Value Measurements								
Financial instrument by category and their fair value								
As at 31st March, 2021	Carrying Amount				Fair Value (only those items which are recognised at FVTPL / FVTOCI)			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Non Current Investments	-	-	8,287,100	8,287,100	-	-	-	-
Other Non Current Financial Assets	-	-	1,574,346	1,574,346	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	35,869	35,869	-	-	-	-
Other Current Financial Assets	-	-	60,894	60,894	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>9,958,209</b>	<b>9,958,209</b>	-	-	-	-
<b>Financial Liabilities</b>								
Non-current Borrowings	-	-	64,211,831	64,211,831	-	-	-	-
Trade Payables	-	-	1,405,544	1,405,544	-	-	-	-
Other Current Financial Liabilities	-	-	6,767,404	6,767,404	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>72,384,779</b>	<b>72,384,779</b>	-	-	-	-
								-
As at 31st March, 2020	Carrying Amount				Fair Value (only those items which are recognised at FVTPL / FVTOCI)			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Non Current Investments	-	-	8,287,100	8,287,100	-	-	-	-
Other Non Current Financial Assets	-	-	1,456,096	1,456,096	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	257,611	257,611	-	-	-	-
Other Current Financial Assets	-	-	60,894	60,894	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>10,061,701</b>	<b>10,061,701</b>	-	-	-	-
<b>Financial Liabilities</b>								
Non-current Borrowings	-	-	58,595,870	58,595,870	-	-	-	-
Trade Payables	-	-	214,268	214,268	-	-	-	-
Other Current Financial Liabilities	-	-	5,756,921	5,756,921	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>64,567,059</b>	<b>64,567,059</b>	-	-	-	-

The above fair value hierarchy explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost for which fair values are disclosed in the financial statements. Refer note-4(x)(5) to these financial statements for the details of inputs used by the management of the company in determining fair value.

**Valuation process:**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The fair valuation of level 1 and level 2 classified assets and liabilities are readily available from the quoted prices in the open market and rates available in secondary market respectively.

The carrying amount of trade payables, cash and bank balances, employee benefit dues are considered to be the same as their fair value due to their short-term nature.

## Notes to financial statement for the year ended March 31, 2021

**32 Financial risk management**

The Company's activities expose it to a variety of financial risks, including credit risk, market risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

The Company's risk management is governed by policies approved by the board of directors. The Company identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of non-derivative financial instruments.

The board of directors oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The board of directors is assisted in its oversight role by internal audit (mainly handled inhouse by the team of finance department). Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the board of directors.

**I Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The history of trade receivables shows a negligible provision for bad and doubtful debts. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables. The company is required to assess credit risk on following assets:

**i) Trade Receivables:**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company with various activities as mentioned above manages credit risk.

There is no operation during the periods covered by these financial statements and hence the company is not exposed to the credit risk during the periods covered by these financial statements. Accordingly there is no outstanding trade receivables as at each balance sheet date and no need to provide for allowance in respect of doubtful debts.

**ii) Financial assets that are neither past due nor impaired**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's assessment of credit risk about particular financial institution. None of the Company's cash equivalents, including other current financial assets, were past due or impaired as at each balance sheet date.

**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

**II Liquid Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The level of liquidity risk is very low considering the fact that the company relies on operating cash flows and owned equity. Currently the company has borrowed funds from bank mainly for the specific vehicles considering business needs. There are no short term loans the company has borrowed.

Further the Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring the forecasted & actual cash flows and, matching the maturity profiles of financial assets & financial liabilities. Long-term borrowings generally mature between One to Ten years. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The promoters of the Company believe in equity funding rather than relying on borrowed funds. The company can borrow funds from their promoters as and when required. The tables below analyze the company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities as at March 31, 2021	Carrying Amount	Contractual Cash Flows				
		On demand or within 1 year	Over 1 year within 2 years	Over 3 years within 5 years	Over 5 years	Total
Non-current Borrowings	64,211,831	-	4,579,352	11,200,000	48,432,479	<b>64,211,831</b>
Trade Payables	1,405,544	1,405,544	-	-	-	<b>1,405,544</b>
Other Current Financial Liabilities	6,767,404	6,767,404	-	-	-	<b>6,767,404</b>
<b>Total</b>	<b>72,384,779</b>	<b>8,172,948</b>	<b>4,579,352</b>	<b>11,200,000</b>	<b>48,432,479</b>	<b>72,384,779</b>

Contractual maturities of financial liabilities as at March 31, 2020	Carrying Amount	Contractual Cash Flows				
		On demand or within 1 year	Over 1 year within 2 years	Over 3 years within 5 years	Over 5 years	Total
Non-current Borrowings	58,595,870	-	6,084,202	15,459,016	37,052,652	<b>58,595,870</b>
Trade Payables	214,268	214,268	-	-	-	<b>214,268</b>
Other Current Financial Liabilities	5,756,921	5,756,921	-	-	-	<b>5,756,921</b>
<b>Total</b>	<b>64,567,059</b>	<b>5,971,189</b>	<b>6,084,202</b>	<b>15,459,016</b>	<b>37,052,652</b>	<b>64,567,059</b>

**III Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to any market risk during the years covered by these financial statements. Components of market risk are specified below:

**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

**a) Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The company donot have any currency risk during both the years as the company didnt enter into any transaction which is incurred in foreign currency. All transactions are in Indian Rupees only.

**b) Interest Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to the risk of changes in market interest rates as the company doesnt have any borrowing with floating interest rates. Long-term borrowings is having fixed rate of interes which doesnt fluctuate with the changes in the market rates.

Bifurecation of the exposure of the company's borrowing to interest rate changes at the end of the reporting period are stated as below:

**Exposure to interest rate risk**

<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Fixed Rate Borrowings	64,211,831	58,595,870
Variable Rate Borrowings	-	-
<b>Total</b>	<b>64,211,831</b>	<b>58,595,870</b>

For details of the Company's Non-current borrowings, including interest rate profiles, refer to Note 16 of these financial statements. As the company doesnt have any variable rate borrowing, profit or loss is not sensitive to the higher/lower interest expense from borrowings as a result of changes in interest rates.

**c) Price Risk**

The Company's operations pre-dominantly relates to construction & development of buildings and infrastructure. Exposure to market risk with respect to commodity prices primarily arises from the Company's purchase of land, purchase of construction materials, contract rates for hiring labour as well as sale prices of units of the housing / commerical building constructed & developed by the company. These rates generally donot fluctuate significantly over short periods of time but may fluctuate in long period. Price risk exposure is evaluated and managed through operating procedures and sourcing policies.

Since there is no operation in both the years covered by these financial statements, the company is not exposed to any price risk during the years covered by these financial statements.

**33 Due to Micro, Small and Medium Enterprise**

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 02.10.2006, certain disclosers are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below:

POPULAR ESTATE MANAGEMENT LIMITED

Notes to financial statement for the year ended March 31, 2021

<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Principal amount remaining unpaid to any supplier as at the year end	78,400	78,400
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
<b>Total</b>	<b>78,400</b>	<b>78,400</b>
<b>34 Capital Management:</b>		
<p>The Company's capital management is intended to maximise the return to shareholders and benefits for other stakeholders for meeting the long-term and short-term goals of the Company; and reduce the cost of capital through the optimization of the capital structure i.e. the debt and equity balance.</p> <p>The Company monitors the capital structure on the basis of Net debt to Equity ratio and maturity profile of the overall debt portfolio of the Company.</p> <p><b>The net debt to equity ratio at the end of the reporting period was as follows:</b></p>		
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Debt	70,296,033	63,833,000
Cash and bank balances	35,869	257,611
Net debt	<b>70,260,164</b>	<b>63,575,389</b>
Equity	453,439,235	461,125,178
<b>Net debt to equity ratio</b>	<b>15.49%</b>	<b>13.79%</b>
<b>35 Details of Payment to Auditors</b>		
<b>Particulars</b>	<b>Year Ended March 31, 2021</b>	<b>Year Ended March 31, 2020</b>
<b>Payment to auditors:</b>		
Audit fee	60,000	59,000
Taxation matters	15,000	35,400
<b>Total</b>	<b>75,000</b>	<b>94,400</b>



**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

**36. Related Parties Disclosures**

**(i) List of related parties:**

<b>Name of related party</b>	<b>Nature of relationship</b>
Vikram C. Patel	Key Managerial person (Director and Chief Financial officer) (w.e.f. 25.01.2021)
Saritaben N. Patel	Key Managerial person (Director)
Rameshbhai R. Patel	Key Managerial person (Director)
Suresh N. Patel	Key Managerial person (Director)
Het D. Patel	Key Managerial person (Director) (w.e.f. 29.07.2021)
Mehul Patel	Key Managerial person (Director) (w.e.f. 29.06.2021)
Ramanbhai B. Patel	Key Managerial person (Director) (resigned on 29.07.2021)
Dashratbhai B. Patel	Key Managerial person (Director) (resigned on 29.07.2021)
Purshottam M. Padya	Key Managerial person (Director) (resigned on 29.07.2021)
Jai-Ambe Enterprise	Associate Entities over which company has significant influence
Shiv Enterprise	Associate Entities over which company has significant influence

**(ii) Transactions with related parties during the year:**

<b>Name of related party</b>	<b>Nature of Transaction</b>	<b>Year ended March 31, 2021</b>	<b>Year ended March 31, 2020</b>
Ramanbhai B. Patel	Director remuneration	750,000	1,500,000
	Loan Taken	6,325,000	8,500,000
	Loan Repaid	-	22,918,400
	Interest Paid	589,565	2,098,795
	TDS on Interest	58,957	209,880
Dashratbhai B. Patel	Director remuneration	600,000	1,200,000
	Loan Taken	3,850,000	6,625,000
	Loan Repaid	-	9,270,350
	Interest Paid	523,832	1,809,158
	TDS on Interest	52,383	180,916
Saritaben N. Patel	Loan Taken	202,770	Nil

**(iii) Balances outstanding with related parties at each reporting date:**

<b>Name of party</b>	<b>Nature of Amount</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Ramanbhai B. Patel	Unsecured Loan	31,883,227	25,027,619
	Remuneration Payable	315,000	230,000
Dashratbhai B. Patel	Unsecured Loan	27,546,482	23,225,033
	Remuneration Payable	267,000	189,000
Saritaben N. Patel	Unsecured Loan	202,770	Nil
M/s. Jai-Ambe Enterprise (Refer note 37)	Investment in Capital of firm	3,701,902	3,701,902
M/s. Shiv Enterprise (Refer note 37)	Investment in Capital of firm	4,585,198	4,585,198

**37. Investments in associated entities over which the company has significant influence:**

The company has made investments in capital of two associated partnership firms (i.e. M/s. Jai-Ambe Enterprise and M/s. Shiv Enterprise) over which company has significant influence. These investments are covered by the provisions of section 186 of the Companies Act, 2013.

The company doesn't prepare consolidated financial statements by applying equity method of accounting under Indian Accounting Standard (Ind-AS) 28 "Investments in Associates and Joint Ventures" as there is no operation in the said partnership firms during the year covered by these financial statements, and no profit / loss is attributable to the company.

**POPULAR ESTATE MANAGEMENT LIMITED**

**Notes to financial statement for the year ended March 31, 2021**

38. The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India causing significant disturbance and slowdown of economic activity.

The company is monitoring the impact of global health pandemic on its financial position and liquidity. The company used the principles of prudence in applying judgments, estimates and assumptions. The Company has considered wherever applicable the possible effects on the carrying amounts of receivables, inventories, loans and other assets as on balance sheet date. Based on current indicators of future economic conditions, the management expects to recover the carrying amount of these assets in full without any loss. However, the impact of COVID-19 on the Company's Financial Statements may differ over the period of time, from the estimated as of the date of approval of these financial statements. Management will continue to closely monitor any material changes to future economic conditions.

39. On October 8, 9 & 10, 2020; the company along with certain other group companies, firms and promoters, were subjected to Search and Survey operations by the Income Tax Department u/s. 132/133 of the Income Tax Act, 1961 ("The Act"). During the course of Search / Survey proceedings, no unrecorded cash was found by Income-Tax Department. Certain documents of company were seized and the proceedings for the same are currently underway.

The ultimate outcome of the matter is yet to be determined and the management of the Company along with their legal consultants, do not expect any material liability consequent to these proceedings. Hence no provision has been made in the financial results in respect of this matter.

**40. Subsequent Events:**

Subsequent to Balance Sheet Date, there are no events occurred which require disclosure or adjustments in the financial statements.

**41. Expenditure of Corporate Social Responsibility:** Provisions of Section 135 of the Companies Act, 2013 are not applicable to the company and hence the company has neither provided for nor plan to provide for expenditure of Corporate Social Responsibility.

**42.** Previous Periods' / Years' figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

In terms of our report of even date.  
**For, H. S. Jani & Associates,**  
 Chartered Accountants  
 (Firm Regd. No. 127515W)

For & on behalf of the board of  
**Popular Estate Management Limited**

**SD/-**

**SD/-**

**Het D. Patel**  
 Director  
 (DIN: 06986909)

**Neelam Gurbaxani**  
 Company Secretary

**SD/-**

**Hersh S. Jani**  
 Proprietor  
 (M. No. 124104)

**Vikram C. Patel**  
 Director & Chief Financial Officer  
 (DIN: 00166707)

Place : Ahmedabad  
 Date : 27/10/2021

Place : Ahmedabad  
 Date : 27/10/2021