



# HB PORTFOLIO LIMITED

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)  
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbportfolio.com  
Website : www.hbportfolio.com, CIN : L67120HR1994PLC034148

December 23, 2024

Listing Centre

The Listing Department  
BSE Limited,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Company Code: 532333

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the postal ballot notice dated **December 17, 2024** ("Notice") to seek approval of the shareholders for the following resolution:

Sr. No.	Particulars
1.	To Consider and Approve remuneration of Mr. Anil Goyal, Managing Director of the Company for his remaining tenure

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Registrar & Share transfer Agent/Depositories and whose names are recorded in the Register of Member of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 20, 2024, seeking their approval as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its shareholders. The remote e-voting will commence from **Tuesday, December 24, 2024 (09:00 AM)** and shall end on **Wednesday, January 22, 2025 (05:00 PM)**. The result of the Postal Ballot/ E-voting shall be declared within two days from the end of E-voting upon receipt of report of the scrutinizer and communicated to BSE Limited & NSDL and shall also be displayed on the Company's website at [www.hbportfolio.com](http://www.hbportfolio.com).

The Notice of Postal Ballot has also been uploaded on the Company's website, [www.hbportfolio.com](http://www.hbportfolio.com)

You are requested to take the above information on record.

Thanking you,

Yours truly,

For HB Portfolio Limited

MOHIT

CHAUHAN

Mohit Chauhan

Company Secretary & Compliance Officer

Digitally signed by  
MOHIT CHAUHAN  
Date: 2024.12.21  
16:22:03 +05'30'



Regd. Off: Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram – 122 001 (Haryana)

Tel: 0124-4675500, Fax: 0124-4370985

Email: [corporate@hbportfolio.com](mailto:corporate@hbportfolio.com), Website: [www.hbportfolio.com](http://www.hbportfolio.com)

CIN: L67120HR1994PLC034148

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## NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

**Notice** is hereby given pursuant to Section 110 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (**the "Act"**) including General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, that the resolution appended below is proposed to be passed by the Shareholders of **HB Portfolio Limited** ("**the Company**") as a Special Resolution through postal ballot by way of remote e-voting process ("**e-voting**") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by email to all its shareholders who have registered their email addresses with the Company/Registrar & Share Transfer Agent ("**RTA**")/ Depositories. The communication of assent/ dissent of the Shareholders will only take place through e-voting system.

The Company has engaged the services of National Securities Depository Limited ('**NSDL**') to provide e-voting facility to its shareholders. Shareholders are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from **Tuesday, 24<sup>th</sup> December, 2024 09:00 A.M.** upto **Wednesday, 22<sup>nd</sup> January, 2025.**

The Board of Directors has appointed Mr. Dikshant Malhotra, Company Secretary in Whole Time Practice (Membership No. F11008, C.P. No.: 14622) falling him Ms. Divya Malhotra, Company Secretary in Whole-time Practice (Membership No.: A54069, C.P No.: 26659) as the Scrutinizer (s) for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner. The Scrutinizer decision on validating of votes shall be final. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within two days from the end of E-voting upon receipt of report of the Scrutinizer and communicated to BSE Limited & NSDL and shall also be displayed on the Company's website at [www.hbportfolio.com](http://www.hbportfolio.com)

The proposed resolution, as set out herein below, if approved/assented by Shareholders by means of remote e-voting, shall be deemed to be passed on the last day of e-voting as if the same would have been passed at a General Meeting of the Shareholders convened in that behalf.

An Explanatory Statement pertaining to Sections 102 and 110 and other applicable provisions, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this notice ("Postal Ballot Notice") for your consideration.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**TO CONSIDER AND APPROVE REMUNERATION OF MR. ANIL GOYAL, MANAGING DIRECTOR OF THE COMPANY FOR HIS REMAINING TENURE**

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the resolution passed by the Board of Directors in their meeting held on 14th November, 2024 and subject to the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the members be and is hereby accorded for payment of remuneration to Mr. Anil Goyal, Managing Director of the Company as per details given in the explanatory statement forming part of this Postal Ballot Notice, for the remaining currency of his tenure i.e. 2 years from 20<sup>th</sup> February, 2025 to 19<sup>th</sup> February, 2027.

**RESOLVED FURTHER THAT** the Board of Directors is authorised to increase the remuneration, as per the details given in the explanatory statement forming part of this Postal Ballot Notice, upto 15% per annum in the second year subject to the overall ceilings laid down in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the said remuneration as mentioned hereinabove and as per the details given in the explanatory statement forming part of this Postal Ballot Notice shall be paid as minimum remuneration to the Managing Director in the event of absence/ inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** Mr. Anil Goyal who is also the Managing Director of HB Leasing & Finance Company Limited shall not draw any remuneration from HB Leasing & Finance Company Limited so long as he draws remuneration from the Company."

**Registered Office:**

Plot No. 31, Echelon Institutional Area  
Sector-32, Gurugram, Haryana-122001  
CIN:L67120HR1994PLC034148  
Phone: 0124-4675500

**By Order of the Board of Directors  
For HB Portfolio Limited**

**Sd/**

Website: [www.hbportfolio.com](http://www.hbportfolio.com)

Place: Gurugram, Haryana

Date: 17th December, 2024

**Mohit Chauhan**

**Company Secretary**

**Membership No: ACS-53839**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with rules made thereunder, stating all material facts and reasons thereof for the proposal is annexed hereto and forms part of this postal ballot notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice will be sent only by electronic mode to all shareholders whose email addresses are registered with Company's Registrar and Share Transfer Agent /Depository Participant(s) as on Friday, 20<sup>th</sup> December, 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India.
3. The Company has engaged the services of National Securities and Depositories Limited (hereinafter referred to as "**NSDL**") to provide e-voting facility to its shareholders. The instructions for electronic voting are annexed to this Postal Ballot Notice, Shareholders cannot exercise vote by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India, the Company is pleased to offer e-voting facility to its Shareholders holding equity shares as on **Friday, 20<sup>th</sup> December, 2024** being the cut-off date, to exercise their right to vote electronically on the above resolution.
5. Voting rights of each Shareholder shall be reckoned on the paid-up value of the shares registered in the name of the Shareholder as on the cut-off date i.e. Friday, 20th December, 2024 and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same for informational purpose only.
6. Shareholders may note that the Postal Ballot Notice will also be available on the website of the Company i.e. [www.hbportfolio.com](http://www.hbportfolio.com), the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited ("**NSDL**") i.e. <https://www.evoting.nsdl.com>.
7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
8. Important details regarding the remote e-Voting facility are provided below:

<b>Cut-off date for determining the Shareholders entitled to vote through e-Voting</b>	<b>Friday, 20<sup>th</sup> December, 2024</b>
<b>Commencement of voting</b>	<b>Tuesday, 24<sup>th</sup> December, 2024 09:00 A.M.</b>
<b>End of voting</b>	<b>Wednesday, 22<sup>nd</sup> January, 2025 05:00 P.M.</b>

The e-Voting module will be disabled by the Service provider i.e. NSDL after **Wednesday, 22<sup>nd</sup> January, 2025 05:00 P.M.**

9. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Wednesday, 22<sup>nd</sup> January, 2025** as if the same had been passed at a General Meeting of the Shareholders convened in that behalf.
10. The assent or dissent received from the Shareholders after the last date and time of e-voting i.e. **05:00 P.M. on Wednesday, 22<sup>nd</sup> January, 2025** shall be treated as if reply from the Member has not been received.
11. All the relevant documents will be available electronically for inspection without any fee by the Shareholders from the date of circulation of this notice up to the last date for receipt of votes by postal Ballot/e-voting.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations, 2015, the details pertaining to this Postal Ballot will be published in at least one English language newspaper circulating throughout India (in English language) and one vernacular newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Hindi language).
13. Shareholders can also contact Mr. Mohit Chauhan, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - HB House, Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram, Haryana-122001, Email id: **corporate@hbportfolio.com**, Phone number +91 0124-4675500.
14. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman/ any other person authorized by him considers, approves and sign the minutes.
15. Dispatch of the Notice shall be deemed to be completed on the day on which Company or NSDL sends out the Postal Ballot Notice by e-mail to the shareholders of the Company.

## **16. VOTING THROUGH ELECTRONIC MEANS/INSTRUCTIONS FOR E-VOTING**

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s), is given below:

### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed

to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a eVoting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or</b>	<b>Your User ID is:</b>
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<b>Physical</b>	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 119428 then user ID is 119428001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@dmassociates.in](mailto:info@dmassociates.in) (e-mail ID of Scrutinizer) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- (i) Members holding shares in physical form who have not registered their e-mail ID are requested to send scanned copy of duly signed request letter to Company's Registrar and Share Transfer Agent (RTA), RCMC Share Registry Private Limited through an e-mail at [investor.hb@rcmcdelhi.com](mailto:investor.hb@rcmcdelhi.com) mentioning Folio No., Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and address proof of the Member for the purpose of obtaining the login credentials for e-voting. Please note that the registration of e-mail ID based on the scanned documents is only for the purpose of this Postal Ballot Notice. The Members will be required to send hard copy of the aforesaid documents to RTA for necessary updation in the master records of the Company.
- (ii) Members holding shares in demat form can update their e-mail ID address and Bank Account Details with their Depository Participants.
- (iii) In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access eVoting facility.

**Registered Office:**

Plot No. 31, Echelon Institutional Area  
Sector-32, Gurugram, Haryana-122001  
CIN:L67120HR1994PLC034148  
Phone: 0124-4675500  
Website: [www.hbportfolio.com](http://www.hbportfolio.com)  
Place: Gurugram, Haryana  
Date: 17<sup>th</sup> December, 2024

**By Order of the Board of Directors  
For HB Portfolio Limited**

**Sd/**

**Mohit Chauhan  
Company Secretary  
Membership No: ACS-53839**

## **Explanatory Statement**

**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

### **Item No. 1**

Mr. Anil Goyal was re-appointed as the Managing Director of the Company for a period of five (5) years w.e.f. 20th February, 2022 to 19th February, 2027 however his remuneration was approved for a period of three (3) years w.e.f. 20th February, 2022 to 19th February, 2025 by the shareholders of the Company vide their resolution dated 05th April, 2022 as per the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee, in their meeting held on 14<sup>th</sup> November, 2024 considered and recommended the following remuneration to the Managing Director from 20<sup>th</sup> February, 2025 subject to the approval of the Shareholders of the Company:

**a) BASIC SALARY**

Rs. 5,65,000/- (Rupees Five Lakhs Sixty-Five Thousand only) per month.

**b) HOUSE RENT ALLOWANCE/ LEASED ACCOMODATION HOUSING**

- a. The expenditure by the company on hiring accommodation for the Managing Director will be subject to the ceiling of 60% of the basic salary of the Managing Director, or
- b. In case the accommodation provided to the Managing Director is owned by the Company, the company shall deduct 10% of the basic salary of the Managing Director, or
- c. In case no accommodation is provided by the company to the Managing Director, House Rent Allowance @ 60% i.e. Rs. 3,39,000/- (Rupees Three Lacs Thirty-Nine Thousand only) per month shall be paid by the company to the Managing Director.

**c) MEDICAL REIMBURSEMENT**

Expenses incurred for self and family subject to a ceiling of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum.

**d) LEAVE TRAVEL CONCESSION**

Expenses incurred for self and family subject to a ceiling of Rs. 3,00,000/- (Rupees Three Lakhs only) per annum.

**e) CLUB FEES**

Fees of clubs, subject to a maximum of two clubs. However, admission and life membership fees shall not be allowed.

**f) PERSONAL ACCIDENT INSURANCE**

Premium subject to maximum of Rs. 10,000/- (Rupees Ten Thousand only) per annum.

**g) PROVIDENT FUND**

12% of Basic Salary i.e. Rs. 67,800 (Rupees Sixty-Seven Thousand Eight Hundred only) per month shall be deducted as contribution to Provident Fund. The Company will contribute an equal amount to Provident Fund.

**h) SUPERANNUATION FUND/NATIONAL PENSION SCHEME**

Company's contribution towards superannuation fund/ National Pension Scheme upto Rs. 1,00,000/- (Rupees One Lac only) per annum.

**i) GRATUITY**

Half month's basic salary for each completed year of service on the basis of last basic salary drawn.

**j) CAR AND TELEPHONE**

The Company shall provide car for use on company's business and telephone at the residence of the Managing Director. However, personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

**k) LEAVE**

Earned/ Privilege leave, not exceeding one month for every eleven months of service, on full salary and allowance.

**l) ACCUMULATED LEAVE ENCASHMENT**

In accordance with the policy of the Company, leaves accumulated and not availed of, in excess of 90 days as at the end of every financial year shall be encashed yearly on the basis of basic salary drawn as at the end of the said financial year and the balance unencashed accumulated leaves may be encashed at the time of ceasing to be Managing Director of the Company.

**m)** Apart from the aforesaid salary, perquisite, allowances and benefits, the Managing Director will be entitled to reimbursement of expenses incurred in connection with business of the company.

**n)** No sitting fees will be paid to the Managing Director for attending the meetings of the Board of Directors of the company or committees thereof.

**o)** The appointment may be terminated by three months' notice on either side or in lieu thereof three months full salary, allowances, perquisites and benefits.

The abovementioned remuneration is currently being paid to Mr. Anil Goyal, Managing Director of the Company.

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

**I. GENERAL INFORMATION:**

<b>(1)</b>	<b>Nature of Industry</b>	Investment and Securities
<b>(2)</b>	<b>Date or expected date of Commencement of Commercial</b>	Existing Company. The Company is not engaged in any manufacturing activities.

	<b>Production</b>	
<b>(3)</b>	<b>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.</b>	Not Applicable
<b>(4)</b>	<b>Financial Performance (Standalone Basis)</b>	<b>(Rs. in Lakhs)</b>
	<b>Particulars</b>	<b>Six months ended 30-09-2024 (Un-Audited)</b>
		<b>2023-24 (Audited)</b>
	Total Sales and other Income	677.65
	<b>Profit before Depreciation, Interest &amp; Tax</b>	<b>385.49</b>
	Provision for Taxation	61.95
	<b>Net Profit</b>	<b>323.54</b>
	Other Comprehensive Income	741.02
	<b>Total Comprehensive Income</b>	<b>1064.56</b>
	<b>Net Worth</b>	<b>25278.75</b>
<b>(5)</b>	<b>Foreign Investments or collaborators, if any.</b>	The Company has no foreign investments or foreign collaborations.

## II. INFORMATION ABOUT THE APPOINTEE:

<b>(1)</b>	<b>Background details</b>	Mr. Anil Goyal is a fellow member of Institute of Chartered Accountants of India and has more than four decades of experience in the field of finance, taxation, investment, banking, corporate restructuring and strategic planning.
<b>(2)</b>	<b>Past remuneration</b>	Annual Remuneration of Rs. 122.42 Lakhs paid to Mr. Anil Goyal, Managing Director of the Company
<b>(3)</b>	<b>Recognition or awards</b>	None
<b>(4)</b>	<b>Job profile and his suitability</b>	Being top level position, the job profile essentially requires a leader who is innovative, self-motivated and result oriented. Mr. Anil Goyal being an expert in finance and taxation, investment, banking, corporate restructuring and strategic

		planning with his vast experience is most suitable for the job.
(5)	<b>Remuneration proposed</b>	As mentioned in the Explanatory statement.
(6)	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).</b>	Though the exact latest data of the comparative profile with remuneration of CEO/MD/Key Managerial Personnel of Financial Services Companies is not available, generally the CEO's/MDs/Key Managerial Personnel of financial services/NBFC Companies of comparable status are receiving remuneration above Rs. 300 lakhs per annum.
(7)	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	He does not have any other pecuniary relationship with the Company nor is he related to or has pecuniary relationship with any of the Directors of the Company.

### III. OTHER INFORMATION:

(1)	<b>Reasons of loss or inadequate profits</b>	The Divestment / Investment activity of the Company was curtailed due to extreme volatile market conditions.
(2)	<b>Steps taken or proposed to be taken for improvement</b>	The process of improving the profitability is an ongoing process which shall be adhered to by taking the following steps:- <ul style="list-style-type: none"> <li>• Professionalise the management of operations.</li> <li>• Additional recruitment of staff in areas of investment management, research, operations and new business development.</li> <li>• Review and modify current accounting and investment management systems, processes and controls as well as the IT systems supporting them.</li> </ul>
(3)	<b>Expected increase in productivity and profits in measurable terms.</b>	Increased return on the Investment Portfolio leading to enhanced Stakeholder's value.

### IV. DISCLOSURES:

Remuneration payable to Mr. Anil Goyal, Managing Director of the Company has been disclosed in the commencing paragraph of Explanatory Statement.

Except Mr. Anil Goyal, Managing Director, none of the other Directors and Key Managerial Personnel (KMP) or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the Resolution enumerated in the Notice for the approval of the Shareholders by way of Special Resolution.

**Registered Office:**

Plot No. 31, Echelon Institutional Area  
Sector-32, Gurugram, Haryana-122001  
CIN:L67120HR1994PLC034148  
Phone: 0124-4675500  
Website: [www.hbportfolio.com](http://www.hbportfolio.com)  
Place: Gurugram, Haryana  
Date: 17<sup>th</sup> December, 2024

**By Order of the Board of Directors  
For HB Portfolio Limited**

**Sd/**

**Mohit Chauhan  
Company Secretary  
Membership No: ACS-53839**