



# HB STOCKHOLDINGS LTD.

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)  
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : corporate@hbstockholdings.com  
Website : www.hbstockholdings.com, CIN No. L65929HR1985PLC033936

14<sup>th</sup> August , 2019

<b>The Listing Department</b> Bombay Stock Exchange Limited, Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 532216	<b>The Vice President</b> National Stock Exchange of India Limited, Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Symbol: HBSL
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**Sub: - Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the Company**

Dear Sir / Madam,

This is to inform you that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held as follows:

**Day:** Tuesday

**Date:** 17<sup>th</sup> September, 2019

**Time:** 03.00 P.M.

**Place:** GIA House, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram – 122 001, Haryana.

In due compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said Regulations, please find enclosed herewith Notice convening the 32<sup>nd</sup> Annual General Meeting of the Company.

The Notice of the AGM has also been uploaded on the Company's website, <http://www.hbstockholdings.com>

You are requested to take the above information on record.

Thanking you,  
Yours faithfully,  
For **HB Stockholdings Limited**

*Rachit Tandon*

**RACHIT TANDON**  
(Company Secretary & Compliance Officer)

Encl: As Above



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF HB STOCKHOLDINGS LIMITED WILL BE HELD AS FOLLOWS:

(Note: The Company is providing facility of voting by electronic means and the business of this meeting may be transacted through electronic voting system)

**Day** : Tuesday  
**Date** : 17<sup>th</sup> September, 2019  
**Time** : 03.00 P.M.  
**Place** : GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram - 122 001 (Haryana)

to transact the following business/(s):

### ORDINARY BUSINESS:

**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.**

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

**2. APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

“RESOLVED THAT pursuant to Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Lalit Bhasin (DIN: 00002114), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

**3. CONTINUATION OF THE APPOINTMENT OF 'G.C. AGARWAL & ASSOCIATES' CHARTERED ACCOUNTANTS (FRN 017851N), STATUTORY AUDITORS OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the amended provisions of Section 139(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in partial modification of the resolution passed by the Members of the Company at the 30<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2017, the Company hereby dispenses with the requirement of annual ratification of appointment of 'G.C. Agarwal & Associates', Chartered Accountants, Delhi (FRN 017851N) for its remaining tenure as the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

**4. APPOINTMENT OF MR. JAG MOHAN LAL SURI AS MANAGER DESIGNATED AS EXECUTIVE DIRECTOR (OPERATIONS) OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 2(53), 196, 197, 198 and 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jag Mohan Lal Suri, be and is hereby appointed as the Manager designated as Executive Director (Operations) being the Key Managerial Personnel (KMP) of the Company for a period of three (3) years with effect from 15th February, 2019 to 14<sup>th</sup> February, 2022 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” with term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the remuneration shall be payable as minimum remuneration comprising salary and other perquisites to the Manager in the event of absence/inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

**5. RE-APPOINTMENT OF MR. HARBANS LAL (DIN: 00076405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Harbans Lal (DIN: 00076405) who has already attained the age of seventy five years and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company for second term of five (5) consecutive years with effect from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

**6. RE-APPOINTMENT OF MR. GULSHAN RAI (DIN: 00527181) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Gulshan Rai (DIN: 000527181) who has already attained the age of seventy five years and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company for second term of five (5) consecutive years with effect from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

**7. CONTINUATION OF DIRECTORSHIP OF MRS. ASHA MEHRA (DIN: 02658967) NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for continuation of Directorship of Mrs. Asha Mehra (DIN: 02658967), who has already attained the age of seventy five years, as Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

BY ORDER OF THE BOARD  
FOR HB STOCKHOLDINGS LIMITED

Sd/-  
RACHIT TANDON  
(Company Secretary)  
Membership No: A-30169

Place : Gurugram  
Date : 30<sup>th</sup> May, 2019

### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.



2. **SHAREHOLDERS OF THE COMPANY HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDINGS INTO DEMAT FORM.**
3. **SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO PROVIDE / UPDATE THEIR E-MAIL ID WITH THEIR DEPOSITORY PARTICIPANT (DP) / COMPANY'S REGISTRAR & SHARE TRANSFER AGENT (RTA), RCMC SHARE REGISTRY PRIVATE LIMITED FOR COMMUNICATION PURPOSES.**
4. An Explanatory Statement(s) pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business herein is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **11<sup>th</sup> September, 2019 to 17<sup>th</sup> September, 2019** (Both days inclusive).
6. The Ministry of Corporate Affairs (MCA) has notified provisions relating to Unpaid / Unclaimed Dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these rules, the amount of Dividend remaining Unpaid or Unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had declared dividend in the Annual General Meeting held in the year 2013 and since seven years has not been completed, no amounts has been transferred to Investor Education and Protection Fund (IEPF) Authority.

The Company strongly recommends Shareholders to encash / claim their respective dividend within the period given below from the Company's Registrar and Share Transfer Agents:

Financial Year	Last Date for claiming Dividend	Unclaimed Dividend (As on 31.03.2019) (In ₹)
2012-13	25 <sup>th</sup> September, 2020	24,28,469.00

Mr. Rachit Tandon, Company Secretary has been appointed as the Nodal Officer in terms of the provisions of IEPF Rules and complete details are available on the website of the Company; <http://www.hbstockholdings.com/Investor%20Information/Listing%20Information/ig.html>

7. **THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE ITS CIRCULAR NO. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 DATED 20TH APRIL, 2018 HAS DIRECTED ALL LISTED COMPANIES TO ENSURE THAT ANY PAYMENT OF DIVIDEND TO THE SHAREHOLDERS IS MADE THROUGH ELECTRONIC CHANNELS SUCH AS NECS/NEFT/RTGS. THE COMPANIES THROUGH THEIR REGISTRAR AND SHARE TRANSFER AGENTS (RTA) ARE FURTHER DIRECTED TO COLLECT COPY OF PAN AND BANK ACCOUNT DETAILS OF ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM. IN VIEW OF THE SAME.**

**(A) Members who hold shares in physical form are requested to:**

- (i) Furnish their PAN and Bank Account details to the Company or Company's Registrar and Share Transfer Agent namely, RCMC Share Registry Pvt. Ltd. along with self-attested copy of PAN Card and cancelled "Name printed Cheque" in original or copy of Bank Passbook / Bank Statement duly attested by the Bank.
- (ii) Convert their holding into Demat Form.
- (iii) Provide / update their E-mail ID for communication purpose.

**(B) Members who hold shares in demat form are requested to:**

- (i) Update their Bank Account details with the Depository Participant (DP) to avoid any kind of rejection by the banker; and
- (ii) Provide / update their E-mail ID with the Depository Participant (DP) for communication purpose.

**We wish to highlight the following benefits of receiving payments through the Electronic mode rather than receiving drafts / warrants in physical mode.**

- ✓ Ensures timely credit of funds to the specified accounts.
- ✓ Ensures credits are done seamlessly without manual intervention.
- ✓ Eliminates postal/mailling delays.
- ✓ Saves your effort of safekeeping and depositing of physical drafts / warrants at a bank.
- ✓ Helps track receipt of payments from the bank statements.

In compliance with the requirement of the said Circular, members holding securities in physical form were separately communicated by the Company's Registrar and Share Transfer Agent vide three letters at their registered address. As per Regulation 40 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA for assistance in this regard.

8. Members/Proxies are requested to bring Attendance Slips duly filled and signed in for attending the meeting.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. Shareholders seeking any information with regard to Financial Statements are requested to write to the Company at least seven (7) days before the date of meeting so as to enable the management to keep the information ready.
11. Route map showing directions to reach the venue of the AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
12. Members are requested to:

- (a) Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:

**RCMC Share Registry Pvt. Ltd.**  
**B-25/1, First Floor,**  
**Okhla Industrial Area, Phase-II,**  
**New Delhi – 110 020**  
**Phone: 011 – 26387320, 26387321**  
**Fax : 011 – 26387322**  
**E-mail: investors.services@rcmcdelhi.com**

- (b) Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

13. The Company is implementing the "Green Initiative" to enable electronic delivery of Notices / Documents and Annual Reports to the Shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL / CDSL will be deemed to be your registered email address for serving Notices / Documents including those covered under Section 136 of the Companies Act, 2013.

Electronic copies of the Annual Report, Notice along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose email addresses are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same.

In other cases, hard copy of the Abridged Annual Report i.e. Statement containing salient features of Balance Sheet and Profit & Loss Account including Notice, Attendance Slip and Proxy Form is being sent to the Members by the permitted mode. The members who are desirous of receiving the Full Annual Report may write to the Company's RTA for a copy of the same.

Members may note that Notice of the Annual General Meeting, Abridged Annual Report, Full Annual Report, Attendance Slip and Proxy Form are also available on the website of the Company, <http://www.hbstockholdings.com>

**14. Voting through electronic means:**

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes by electronic means on all the resolutions proposed to be considered in this Annual General Meeting from a remote location ("Remote e-voting").
- (ii) The Company has engaged the services of Karvy Fintech Pvt. Ltd. ("Karvy") to provide the facility of Remote e-voting.
- (iii) The facility for voting through Physical Ballot Papers shall be made available at the meeting and members attending the meeting, who have not already cast their vote by Remote e-voting shall be able to exercise their right to vote at the meeting through Ballot Papers.
- (iv) The e-voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company. Members of the Company holding Shares either in physical form or in dematerialized form, as on the **cut-off date i.e.10<sup>th</sup> September, 2019**, may cast their vote by remote e-voting / at the meeting.





- (v) Any person who acquires Shares of the Company and becomes member of the Company after dispatch of the Notice and holding Shares as on the **cut-off date i.e. 10<sup>th</sup> September, 2019** may obtain the login Id and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.
- (vi) **The Remote e-voting period commences on 14<sup>th</sup> September, 2019 (09.00 A.M) and ends on 16<sup>th</sup> September, 2019 (05.00 P.M).** The Remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (vii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by Remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii) **Ms. Jyoti Sharma, Company Secretary in Whole-time Practice (Membership No.: 8843, C.P. No.: 10196) failing her Ms. Purti Singhal, Company Secretary in Whole-time Practice (Membership No.: 40565, C.P. No.: 19493) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & polling process in a fair and transparent manner.**
- (ix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith upon submission of the Scrutinizer's Report.
- (x) The Company shall submit to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE), within forty eight hours of the conclusion of the meeting, details regarding the voting results in the prescribed format. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company, [www.hbstockholdings.com](http://www.hbstockholdings.com) and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of results.
- (xi) In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website, <https://evoting.karvy.com> or call their Toll Free No. 1800-345-4001 for any further clarification.
- (xii) The instructions for availing the Remote e-voting facility indicating the process and manner of e-voting are given as hereunder.
- **In case a Member receives notice through e-mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
    - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
    - (b) Enter the login credentials (i.e. User ID and Initial Password provided by Karvy in e-mail). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (c) After entering these details appropriately, click on "LOGIN".
    - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (e) You need to login again with the new credentials.
    - (f) On successful login, the system will prompt you to select the E-Voting Event Number for HB Stockholdings Limited.
    - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - (h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the **Scrutinizer at e-mail ID: [legal2015js@gmail.com](mailto:legal2015js@gmail.com)** with a copy to **Karvy at e-mail ID: [evoting@karvy.com](mailto:evoting@karvy.com)**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- **In case a Member receives Notice in physical form [for Members whose email IDs are not registered with the Company / Depository Participants]:**
- (a) User ID and Initial Password as given in the e-voting notice sent along with the Annual Report.
  - (b) Please follow all steps given hereinabove, to cast your vote.
15. All documents referred to in this Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M to 5.00 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
17. Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India] are as under:



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

Name of the Director	(1) MR. LALIT BHASIN	(2) MR. HARBANS LAL
Directors Identification Number (DIN)	00002114	00076405
Date of Birth	14 <sup>th</sup> August, 1968	28 <sup>th</sup> February, 1942
Date of First Appointment on the Board	16 <sup>th</sup> August, 1989	28 <sup>th</sup> January, 2006
Profile / Expertise in Specific functional Areas.	Mr. Lalit Bhasin, Director (Chairman) is a commerce graduate from Shri Ram College of Commerce, Delhi University. He brings with him nearly three decades of expertise in the field of management, hospitality, investments and capital market.	Mr. Harbans Lal is a seasoned banking professional with more than 37 years of extensive experience in the field of corporate lending and industrial rehabilitation. He retired from the State Bank of India (SBI) as Chief General Manager (Delhi Circle). He had also held position of nominee director on the Board of Delhi Stock Exchange, Petronet LNG Ltd. and Gujarat Biotech Ltd. Presently, he is serving on the Arbitration Panel of Multi Commodity Exchange of India Ltd. (MCX), NCDEX and Indian Council of Arbitration.
Qualifications	B.Com	M.A (Public Administration) & C.A.I.I.B. (Associate of Institute of Bankers)
List of Directorship in other Companies	<b>Listed Companies:</b> 1. HB Portfolio Ltd. 2. HB Estate Developers Ltd. 3. HB Leasing & Finance Co. Ltd. 4. CHL Ltd. <b>Other Companies:</b> 5. Taurus Asset Management Co. Ltd. 6. RRB Master Securities Delhi Ltd. 7. RRB House Finance Pvt. Ltd. 8. Pal Properties (India) Pvt. Ltd. 9. HB Financial Consultants Pvt. Ltd. 10. ALMR Gems & Trading Pvt. Ltd.	<b>Listed Companies:</b> None <b>Other Companies:</b> 1. Taurus Asset Management Co. Ltd.
Membership of Committee of the Board in other Companies.	<b>Audit Committee</b> 1. HB Leasing & Finance Co. Ltd. (Member) 2. CHL Ltd. (Member) <b>Stakeholders Relationship Committee</b> 3. HB Leasing & Finance Co. Ltd. (Chairman) 4. CHL Limited (Member) <b>Nomination and Remuneration Committee</b> 5. HB Leasing & Finance Co. Ltd. (Member) 6. CHL Ltd. (Member) <b>CSR Committee</b> 7. Taurus Asset Management Co. Ltd. (Chairman)	<b>Audit Committee</b> 1. Taurus Asset Management Co. Ltd. (Chairman)
No. of Equity Shares held	3678691	Nil
No. of Board Meetings attended/ entitled to attend during the year	4/4	4/4
Whether related to any Board Members, Manager or KMP of the Company	No	No

Name of the Director	(3) MR. GULSHAN RAI	(4) MRS. ASHA MEHRA
Directors Identification Number (DIN)	00527181	02658967
Date of Birth	01st April, 1934	08th August, 1940
Date of First Appointment on the Board	30th October, 2004	30th March, 2015
Profile / Expertise in Specific functional Areas.	Mr. Gulshan Rai is a Chartered Accountant having over 55 years' of rich experience in the field of Financial Management, Tax Planning, Management Control Systems, Corporate Planning & Business Restructuring. He has expertise in International business operations of Indian Companies abroad and vice-versa in planning restructuring and setting up of branches / 100% owned subsidiaries of foreign entities in India and of Indian companies, overseas.	She has held various prestigious positions with Government of India like Assistant/ Deputy Commissioner of Income Tax, Deputy Director, Income Tax, Commissioner of Income Tax, New Delhi, Chief Commissioner of Income Tax, Rajasthan, Member, Central Board of Direct Taxes (CBDT) etc. She has also worked as Member and Chairperson of Income Tax Settlement Commission, Principal Bench, New Delhi.
Qualifications	B.Com (Hons), FCA	Post Graduate, & Post Graduate Diploma in Tax Management, 1972
List of Directorship in other Companies	None	<b>Listed Companies:</b> 1. HB Estate Developers Ltd.
Membership of Committee of the Board in other Companies.	None	<b>Audit Committee</b> 1. HB Estate Developers Ltd (Chairperson) <b>Nomination and Remuneration Committee</b> 2. HB Estate Developers Ltd (Chairperson) <b>CSR Committee</b> 3. HB Estate Developers Ltd (Chairperson).
No. of Equity Shares held	Nil	Nil
No. of Board Meetings attended/ entitled to attend during the year	4/4	4/4
Whether related to any Board Members, Manager or KMP of the Company	No	No

BY ORDER OF THE BOARD  
FOR HB STOCKHOLDINGS LIMITED

Sd/-  
RACHIT TANDON  
(Company Secretary)  
Membership No: ACS-30169

Place: Gurugram  
Date: 30<sup>th</sup> May, 2019



**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

**ITEM NO. 4**

Mr. Jag Mohan Lal Suri, aged 81 years has done Mechanical Engineering (B.E.). He has more than three decades of rich experience in corporate, operational and managerial field. He has been associated with the Company as Whole-time Director since 1999. He was appointed as Executive Director (Operations) upon his cessation as Whole-time Director in the year 2015.

Pursuant to the provisions of Sec 203 of the Companies Act, 2013 read with applicable rules made thereunder, the Company is required to appoint a Whole-time Key Managerial Personnel (KMP) viz. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole Time Director.

Considering his knowledge, background, extensive experience and contributions made by him during his tenure and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 09th February, 2019, appointed Mr. Jag Mohan Lal Suri as Manager designated as Executive Director (Operations) being the Key Managerial Personnel (KMP) of the Company for a period of three (3) years with effect from 15th February, 2019 to 14<sup>th</sup> February, 2022 pursuant to the provisions of Sec 203 of the Companies Act, 2013 read with applicable rules made thereunder subject to the approval of the Shareholders of the Company on the terms and conditions as details herein below:

- a) Basic Salary: Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum.
- b) Housing: The expenditure by the company on hiring accommodation for the Manager will be subject to the ceiling of 60% of the basic salary (i.e. 5,40,000/- per annum).
- c) Reimbursement of Medical Expenses: Reimbursement of medical expenses (incurred for self and family) subject to a ceiling of Rs. 75,000/- (Rupees Seventy Five Thousand only) per annum.
- d) Leave Travel Concession: Expenses incurred for self and family subject to a ceiling of Rs. 75,000/- per annum.
- e) Provident Fund and Superannuation Fund: Company’s contribution towards Provident Fund, subject to a ceiling, as prescribed under the provisions of law applicable in this regard.
- f) Car and Telephone: The Company shall provide car for company’s business and telephone at the residence/mobile phones.
- g) Personal Accident Insurance: Premium subject to a maximum of Rs. 10,000/- per annum.
- h) Leave: Earned / Privilege leave, not exceeding one month for every eleven months of service, on full salary and allowance.
- i) 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 un-encashed accumulated leaves may be encashed at the time of ceasing to be Manager of the Company.
- j) Apart from the aforesaid salary, perquisite, allowances and benefits, the Manager will be entitled to reimbursement of expenses incurred in connection with business of the company.
- k) 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 above Remuneration shall be payable as minimum remuneration to the Manager in the event of absence/inadequacy of profits in any financial year subject to the overall ceiling laid down in Schedule V of the Companies Act, 2013.

Mr. Jag Mohan Lal Suri satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for appointment..

**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**

(1)	<b>Nature of Industry</b>	Investment in Securities
(2)	<b>Date or expected date of Commencement of Production</b>	Existing Company. The Company is not engaged in any manufacturing activities and is only engaged in making proprietary investment and financing.
(3)	<b>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.</b>	N.A.

(4)	<b>Financial Performance based on given indicators – (Amount In ₹)</b>		
	<b>Particulars</b>	<b>FY 2018-19</b>	<b>FY 2017-18</b>
	Total Sales and Other Income	(3,61,42,232)	2,02,94,767
	<b>Profit Before Depreciation, Interest and Taxes</b>	5,81,64,028	28,00,386
	Provision for Depreciation	19,52,831	15,46,820
	Interest	5,59,808	4,41,544
	Provision for Taxation	21,53,039	41,98,919
	<b>Net Profits/(Loss)</b>	(57804428)	(5010941)
(5)	<b>Foreign Investments or collaborators, if any.</b>		
		Nil	

**II. INFORMATION ABOUT THE APPOINTEE**

(1)	<b>Background details</b>	Mr. Jag Mohan Lal Suri, aged 81 years has done Mechanical Engineering (B.E.). He has more than three decades of rich experience in corporate, operational and managerial field.
(2)	<b>Past remuneration</b>	₹ 16,00,000/-
(3)	<b>Recognition or awards</b>	None
(4)	<b>Job profile and his suitability</b>	Being the Key Managerial Personnel (KMP), the job profile essentially requires a person who is innovative, self- motivated and result oriented. Mr. Jag Mohan Lal Suri with his long term commitment and association with the Company and his vast experience is most suitable for this job.
(5)	<b>Remuneration proposed</b>	Remuneration as detailed in the explanatory statement set forth hereinabove.
(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>	There are no set standards for remuneration in the industry. Having regard to the type of industry, trends in the industry, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed is appropriate.
(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 Managerial Personnel of the Company.



III. OTHER INFORMATION

(1)	<b>Reasons of loss or inadequate profits</b>	The Disinvestment/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>	<p>The process of improving the profitability is an ongoing process which shall be adhered to by taking the following steps:-</p> <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 current HR &amp; compensation policies and bring them in line with market practice.</li> <li>• Review and modify current accounting and investment management systems, processes and controls as well as the IT systems supporting them.</li> <li>• Reduce concentration risk of the investment portfolio, exit from all non-remunerative investments except where there is a strategic intent and also appoint professional outside money managers for a part of the portfolio to inject competition and external benchmarking.</li> </ul>
(3)	<b>Expected increase in productivity and profits in measurable terms.</b>	Increased return on the Investment Portfolio leading to enhanced Stakeholder value.

Mr. Jag Mohan Lal Suri had been actively involved in the area of corporate administration, management and operational functions of the Company. The Board recommends to the Shareholders that the appointment of Mr. Jag Mohan Lal Suri as Manager designated as Executive Director (Operations) being the Key Managerial Personnel (KMP) would be beneficial to the Company considering his knowledge, background, extensive experience in corporate, operational and managerial field. The Board recommends the Special Resolution at Item No. 4 of the Notice for the approval of the Members.

Except Mr. Jag Mohan Lal Suri and / or their relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution(s).

**ITEM NO. 5 & 6:**

Mr. Harbans Lal (DIN: 00076405) and Mr. Gulshan Rai (DIN: 00527181) were appointed as Non-Executive Independent Directors of the Company for a term of five (5) consecutive years by the Shareholders in their Annual General Meeting held in the year 2014 pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder ("the Act") read with Schedule IV to the Act and Clause 49 of the erstwhile Listing Agreement entered into with the Stock Exchange.

In terms of the said provisions, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Pursuant to Regulation 17(1A) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special resolution is passed to that effect.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting(s) held on 09th February, 2019 and 30th May, 2019 considered and recommended the re-appointment of Mr. Harbans Lal (DIN: 00076405) aged 77 years and Mr. Gulshan Rai (DIN: 00527181) aged 85 years as Non-Executive Independent Directors of the Company for second term of five consecutive years pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and are not

debarred from holding the office of director by virtue of any SEBI Order or any other such authority. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing their candidature for the office of Director.

In the opinion of the Board, Mr. Harbans Lal and Mr. Gulshan Rai fulfill the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management. They are not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Copy of Draft letter for their re-appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mr. Harbans Lal and Mr. Gulshan Rai are given in Notes forming part of the Notice.

The Board recommends to the Shareholders that the association of Mr. Harbans Lal and Mr. Gulshan Rai would be beneficial to the Company based on their performance evaluation, knowledge, background, extensive experience and contributions made by them during their tenure, it is desirable to re-appoint them as Non-Executive Independent Directors of the Company for second term of five consecutive years. The Board recommends the Special Resolution(s) at Item No. 5 & 6 of the Notice for the approval of the Members.

Except Mr. Harbans Lal and Mr. Gulshan Rai and / or their relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution(s).

**ITEM NO. 7:**

Mrs. Asha Mehra (DIN: 02658967), aged 79 years, was appointed as Non-Executive Independent Directors of the Company for a term of five (5) consecutive years by the Shareholders in their Annual General Meeting held on 09th September, 2015 and she shall hold office upto 08th September, 2020. Mrs. Asha Mehra is highly experienced in Taxation field and has successfully contributed towards the growth of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on 09<sup>th</sup> February, 2019 considered and recommended for the continuation of directorship of Mrs. Asha Mehra as Non-Executive Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

As per the requirements of Regulation 36(3) of Listing Regulations and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, the required details of Mrs. Asha Mehra are given in Notes forming part of the Notice.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Board recommends to the Shareholders that the association of Mrs. Asha Mehra would be beneficial to the Company considering her knowledge, background, extensive experience and contributions made by her during her tenure and it is desirable to continue her Directorship as Non-Executive Independent Director of the Company. The Board recommends the Special Resolution at Item No. 7 of the Notice for the approval of the Members.

Except Mrs. Mrs. Asha Mehra and / or her relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

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

**Sd/-  
RACHIT TANDON  
(Company Secretary)  
Membership No: ACS-30169**

**Place: Gurugram  
Date: 30<sup>th</sup> May, 2019**