



JVS & ASSOCIATES
COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

To,
The Chairman
32nd Annual General Meeting of the
Equity Shareholders of HB STOCKHOLDINGS LIMITED

Dear Sir,

Sub : Consolidated Scrutinizer's Report on Remote e-voting and Poll pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 32nd Annual General Meeting of HB Stockholdings Limited

I, Jyoti Sharma, Proprietor of M/s JVS & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **HB STOCKHOLDINGS LIMITED** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to Scrutinize the Remote e-voting process and Poll conducted through physical ballot forms in respect of the below mentioned resolutions at the 32nd Annual General Meeting (AGM) held on Tuesday, 17th September, 2019 at 03.00 P.M at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram (Haryana)- 122001.

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice of the 32nd Annual General Meeting of the Company.

Address: Office no. 108, 1st Floor, Gopiram Market, Islampur, Sohna road, Gurugram - 122001



- 2) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by **Karvy Fintech Private Limited (Karvy)**.
- 3) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, 10th September, 2019 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4) The Remote e-voting commenced from Saturday, 14th September, 2019 at 09.00 A.M. and ended on Monday, 16th September, 2019 at 05.00 P.M. and the e-voting platform was blocked thereafter by Karvy.
- 5) The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote e-voting exercised their right to vote at the meeting through ballot papers.
- 6) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers were opened and votes were counted in the presence of two witnesses being Shareholders present at the meeting.
- 7) Thereafter, the result of Remote e-voting was unblocked from the website of Karvy Fintech Private Limited. i.e. <https://evoting.karvy.com> in the presence of Mr. Neeraj Gaur and Mr. Nandan Singh Rawat who are not in employment of the Company.
- 8) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions: -



ITEM NO. 1: ORDINARY RESOLUTION

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.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	15	3798471	100.00
Poll	56	3277	99.15
Total	71	3801748	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Poll	3	28	0.85
Total	4	29	0.00

(iii) Invalid Votes / Abstain from voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM dated 30th May, 2019 has been passed with requisite majority.



ITEM NO. 2: ORDINARY RESOLUTION

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

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	15	3798471	100.00
Poll	56	3277	99.15
Total	71	3801748	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Poll	3	28	0.85
Total	4	29	0.00

(iii) Invalid Votes / Abstain from voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



ITEM NO.3: ORDINARY RESOLUTION

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

(i) Voted in **favor** of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	15	3798471	100.00
Poll	54	3247	98.25
Total	69	3801718	100.00

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	1	1	100.00
Poll	5	58	1.75
Total	6	59	0.00

(iii) **Invalid Votes / Abstain from voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



ITEM NO. 4: SPECIAL RESOLUTION

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

(i) Voted in **favor** of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	15	3798471	100.00
Poll	55	2977	99.07
Total	70	3801448	100

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Poll	3	28	0.93
Total	4	29	0.00

(iii) **Invalid Votes / Abstain from voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



ITEM NO. 5: SPECIAL RESOLUTION

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

(i) Voted in **favor** of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	13	3798441	100.00
Poll	56	3277	99.15
Total	69	3801718	100.00

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	3	31	0.00
Poll	3	28	0.85
Total	6	59	0.00

(iii) Invalid Votes / Abstain from voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



ITEM NO. 6: SPECIAL RESOLUTION

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

(i) Voted in **favor** of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	13	3798441	100.00
Poll	56	3277	99.15
Total	69	3801718	100.00

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	3	31	0.00
Poll	3	28	0.85
Total	6	59	0.00

(iii) Invalid Votes / Abstain from voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 6** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



ITEM NO. 7: SPECIAL RESOLUTION

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

(i) Voted in **favor** of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	13	3798441	100.00
Poll	56	3277	99.15
Total	69	3801718	100.00

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	3	31	0.00
Poll	3	28	0.85
Total	6	59	0.00

(iii) Invalid Votes / Abstain from voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 7** of the Notice of the AGM dated 30th May, 2019 has been **passed with requisite majority**.



- 9). I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the Shareholders of the Company to record the assent or dissent received, duly mentioning the particulars of name, address, folio number or client ID/DP ID of the members, number of shares held by them, nominal value of such shares.
- 10). I shall arrange to hand over these records to the Company Secretary of the Company for safe keeping after the Chairman considers, approves and sign the minutes.
- 11). You may accordingly declare the results of Poll and Remote e-voting process.

**Thanking you,
Yours faithfully,**

For JVS & Associates



JYOTI SHARMA
(Scrutinizer)
Company Secretary
Membership No. 8843
C.P. No. 10196



Counter signed by



LALIT BHASIN
(Chairman)

Place: Gurugram
Date: 18-09-2019

Witnesses:


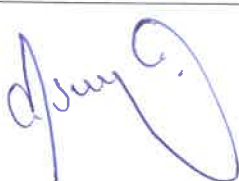
1)  _____

Name: Neeraj Gaur
Address: H. No. 252D/12, Street No. 7
Krishna Colony, Gurugram - 122001

2)  _____

Name: Nandan Singh Rawat
Address: H. No. 1623, Prem Puri Village
Jharsa, Gurugram - 122001

Details of witnesses to the process of Polling conducted at the 32nd Annual General Meeting of HB Stockholdings Limited held on Tuesday, 17th September, 2019 at 03.00 P.M. at GIA House, I.D.C Mehrauli Road, Opp. Sector -14, Gurugram – 122001 (Haryana)

Name & Address	Folio No. / DP ID / Client ID	Signature
SUMAN KAPOOR 25/1/21/AGALINDS — -BholaNath Nagar— - Shahdara Delhi 110032	1203330000356282	
Megh Shyam Sharma X-11, Second floor Green Park main New Delhi - 110016	0144390	

For JVS & Associates



Jyoti Sharma
(Scrutinizer)

Company Secretary
Membership No. 8843
C.P. No. 10196



Place: Gurugram

Date: 17/09/2019