



# 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

HBSL/AGM/2014

24<sup>th</sup> September 2014

Speed Post/Fax

The General Manager (Listing)  
Bombay Stock Exchange Limited,  
Pheeroze Jee Jee Bhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Sub: Compliance of Clause 35A of the Listing Agreement

Dear Sir,

Company Code-532216

In Compliance of Clause 35A of the Listing Agreement, it is hereby informed that all the Resolution(s) proposed by the Company in the 27<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 23<sup>rd</sup> September 2014 have been passed by the members of the Company with requisite majority and the results of the same was declared by the Chairman of the Company at 3.00 P.M. today at the Registered office of the Company and proceeding of the 27<sup>th</sup> Annual General Meeting was concluded.

The details of the said Voting Results (e voting and poll) in respect of the all the Resolution(s) proposed is provided below in the format prescribed under Clause 35A of the Listing Agreement.

Date of the AGM	23 <sup>rd</sup> September 2014
Total number of Shareholders on Record date: (i.e. the Cut-off date for determining the Shareholders entitled to e voting August, 08, 2014	71676
No. of shareholders present in the meeting in person:	
- Promoters & Promoters Group	1
- Public	46
No. of Shareholders present in the meeting through proxy:	
- Promoters & Promoters Group	0
- Public	02
No. of Shareholders present in the meeting through Video Conferencing:	
- Promoters & Promoters Group	No Video conference
- Public	Facility was made available.



## DETAILS OF AGENDA ITEM(S)

Resolution No.1	Audited Financial Statement (including Consolidated Financial Statement) for the financial year ended 31-03-2014 together with the Reports of Director's and Auditor's thereon
Type	Ordinary Business
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled= $[(4)/(2)] * 100$	% of votes in against on votes polled= $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>

Resolution No.2	Reappointment of Mr Anil Goyal (DIN 00001938)
Type	Ordinary Business
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled= $[(4)/(2)] * 100$	% of votes in against on votes polled= $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>





Resolution No.5	To approve the Appointment of Mr. Gulshan Rai (DIN 00527181) as a Non-Executive Independent Director
Type	Special Business – Ordinary Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $[(4)/(2)] * 100$	% of votes in against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>

Resolution No.6	To approve the Appointment of Mr. Harbans Lal (DIN 0076405) as a Non-Executive Independent Director
Type	Special Business- Ordinary Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $[(4)/(2)] * 100$	% of votes in against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>



Resolution No.7	To approve the Appointment of Mr. Gulshan Rai (DIN 00527181) as a Non-Executive Independent Director
Type	Special Business- Ordinary Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $\frac{(4)}{(2)} \times 100$	% of votes in against on votes polled = $\frac{(5)}{(2)} \times 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>

Resolution No.7	Variation in the Terms of Reappointment of Mr. J M L Suri, Executive Director of the Company
Type	Special Business- Special Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $\frac{(4)}{(2)} \times 100$	% of votes in against on votes polled = $\frac{(5)}{(2)} \times 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>



Resolution No.8	Adopt the New set of Articles of Association of the Company in consonance to the Companies Act, 2013
Type	Special Business- Special Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $[(4)/(2)] * 100$	% of votes in against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>

Resolution No.9	Approval by Special Resolution u/s 180(1)(c) of the Companies Act, 2013
Type	Special Business- Special Resolution
Mode of Voting	E Voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled = $[(4)/(2)] * 100$	% of votes in against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E VOTING</b>							
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	1049	0.001	1049	00	100	00
<b>POLL</b>							
Promoters & Promoters Group	12661121	00	00	00	00	00	00
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	3457	0.03	3452	5	100	00
<b>Grand Total</b>	<b>23792218</b>	<b>12665627</b>	<b>53.24</b>	<b>12665622</b>	<b>5</b>	<b>100</b>	<b>00</b>



Please arrange to take the above information on record.

Thanking you,  
Yours faithfully,

**For HB Stockholdings Limited**



**Anil Kumar Mittal**  
Company Secretary



**Encl: Copy of Report(s) Submitted by the  
Scrutinizer (Three)**



Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of  
the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson of  
27<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB STOCKHOLDINGS LIMITED to be held on September 23, 2014 at 11.00 A.M.  
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Dear Sir,

I, CS **Jatin Gupta**, Partner of M/s. S P J & Co., a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of **HB Stockholdings Limited**, ("the Company") pursuant to the Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolution(s) contained in the Notice of the Annual General Meeting of the Equity Shareholders of HB Stockholdings Limited to be held on 23<sup>rd</sup> day of September, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, submit our Report as under:

1. The e-voting commenced on September 17, 2014 (09.00 A.M) and was closed on September 19, 2014 (05.30 P.M.).
2. The Management of the Company is responsible for the compliance of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's report for ascertaining the votes casted in favour or against for respective Resolution(s).
3. The e- voting result was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> and the excel file containing the result was opened in the presence of Ms. Preeti Garg and Ms. Jayshree who are not in the employment of the Company.
4. The result of the e-voting is as hereunder:





a) Item No. 1-

Adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2014, including the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) Item No. 2-

To appoint a Director in place of Mr. Anil Goyal (DIN 00001938), who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL



c) Item No. 3-

Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

d) Item No. 4-

Appointment of Mr. Pradeep Kumar Mittal (DIN 0165315) as an Independent Director

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL





e) Item No. 5-

Appointment of Mr. Gulshan Rai (DIN 00527181) as an Independent Director

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

f) Item No. 6-

Appointment of Mr. Harbans Lal (DIN 00076405) as an Independent Director

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL



**g) Item No. 7-**

**Variation in the terms of Re-appointment of Mr. J M L Suri (DIN 00002373), Executive Director of the Company**

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

**h) Item No. 8-**

**Adoption of new set of Articles of Association of the Company**

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL





i) Item No.9

Passing of fresh resolution for borrowing monies under Section 180(1)(c) of the Companies Act, 2013

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
17	12662170	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

5. The Register of e-voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the Minutes of the 27<sup>th</sup> Annual General Meeting in compliance with Rule 20(3)(xiii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,  
Yours faithfully,



Scrutinizer  
CS Jatinder Gupta



Partner of M/s S P J & Co.  
(Company Secretaries)

CP. No.: 5236  
M. No.: 5651

  
Chairman of the  
Meeting

Place: New Delhi  
Dated: September 20, 2014

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of  
the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson of  
27<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB STOCKHOLDINGS LIMITED held on September 23, 2014 at 11.00 A.M.  
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Dear Sir,

I, **CS Jatin Gupta**, Partner of M/s. S P J & Co., a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of **HB Stockholdings Limited**, ("the Company") for the purpose of the Poll taken on the below mentioned resolution(s) at the Equity Shareholders of HB Stockholdings Limited held on 23<sup>rd</sup> day of September, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, submit our Report as under:

1. After the announcement of poll by the Chairman, Two (2) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. RCMC Share Registry Pvt. Ltd., Company's Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. There were no poll papers, which were incomplete and/or otherwise found defective.
4. The result of the poll is as hereunder :



a) **Item No. 1-**

Adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2014, including the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) **Item No. 2-**

To appoint a Director in place of Mr. Anil Goyal (DIN 00001938) who retires by rotation and being eligible offers himself for Re-appointment

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0





c) **Item No. 3-**

Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Item No. 4-**

Appointment of Mr. Pradeep Kumar Mittal (DIN 0165315) as an Independent Director

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0



e) Item No. 5-

Appointment of Mr. Gulshan Rai (DIN 0527181) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) Item No. 6-

Appointment of Mr. Harbans Lal (DIN 00076405) as an Independent Director

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0



**g) Item No. 7-**

**Variation in the terms of appointment of Mr. J M L Suri (DIN 00002373), Executive Director of the Company**

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

**h) Item No. 8-**

**Adoption of New Set of Articles of Association of the Company**

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0



i) Item No.09-

Passing of fresh resolution for borrowing monies under Section 180(1)(c) of the Companies Act, 2013

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	3452	99.85%

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	5	0.15%

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. A compact disc (CD) containing a List of Equity Shareholders who voted "For", "Against" for each Resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Anil Kumar Mittal, Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,



Scrutinizer  
CS Jatın Gupta



Partner of M/s S P J & Co.  
(Company Secretaries)

CP, No.: 5236  
M. No.: 5651

Place: New Delhi  
Dated: September 24, 2014



Chairman of the  
Meeting



COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR HB STOCKHOLDINGS LIMITED

To,  
The Chairperson of  
27<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB STOCKHOLDINGS LIMITED held on September 23, 2014 at 11.00 A.M.  
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Sub: Passing of Resolution(s) through e-voting and poll conducted at the AGM held on 23<sup>rd</sup> day  
of September, 2014 at 11:00 A.M.

Dear Sir,

I, **CS Jatin Gupta**, Partner of M/s. S P J & Co., a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of HB Stockholdings Limited, ("the Company") to scrutinize the electronic voting (e-voting) and for the purpose of Poll taken at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of HB Stockholdings Limited held on 23<sup>rd</sup> day of September, 2014 at 11:00 A.M. at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001.

The Company had appointed M/s. Karvy Computershare Private Limited as the service provider for extending the facility of electronic voting to the shareholders of the Company from 17<sup>th</sup> September, 2014 (09.00 A.M) to 19<sup>th</sup> September, 2014 (05.30 P.M). The e-voting results were unblocked by me on the 20<sup>th</sup> September, 2014 in the presence of two witnesses who are not in the employment of the Company.

At the AGM of the Company held on 23<sup>rd</sup> day of September, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, the Chairman of the Company had called for a poll to facilitate the member present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the e-voting together with that of the poll is as under:



ITEM NO. OF NOTICE	PARTICULARS OF BUSINESS	VOTES IN FAVOUR OF THE RESOLUTION		VOTES AGAINST THE RESOLUTION		INVALID VOTES
		Nos.	%age	Nos.	%age	
<u>Item No. 1</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 2</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 3</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 4</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 5</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 6</u> <u>Ordinary Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 7</u> <u>Special Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 8</u> <u>Special Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL
<u>Item No. 09</u> <u>Special Resolution</u>	E- VOTING	12662170	100.00	00	0.00	NIL
	POLL	3452	99.85	5	0.15	NIL
	TOTAL	12665622	100	5	0.00	NIL

All the resolutions stands passed under e-voting and poll with the requisite Majority.

I hereby confirm that I am maintaining the Registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the



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shareholders of the Company. I shall be arranging to hand over these records to you or such other persons as authorized by you.

Thanking you,  
Yours faithfully,



Scrutinizer  
CS Jatin Gupta



Partner of M/s S P J & Co.  
(Company secretaries)

CP. No.: 5236  
M. No.: 5651



Chairman of the  
Meeting

Place: New Delhi  
Dated: September 24, 2014