



HB STOCKHOLDINGS LTD.

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HBSL/AGM/2014

24th 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: Proceedings of 27th Annual General Meeting

Company Code-532216

Dear Sir,

This is in Compliance of Clause 31(d) of the Listing Agreement with the Stock Exchange; we hereby confirm that the 27th Annual General Meeting of the Company was held on Tuesday, the 23rd September 2014 at 11.00 A.M. at GIA House, I.D.C., Mehrauli Road, Opp. Sector-14, Gurgaon-122 001, Haryana.

The Chairman of the Company called for a poll on all the proposed Resolutions, Item No: 1 to 9 of the Notice of the 27th AGM dated 17th May 2014 to facilitate the members of the Company present in the meeting who could not participate in the e voting exercise to record their vote through the poll process. The Poll was conducted under the supervision of Mr. Jatin Gupta FCS, Scrutinizer appointed by the Board to undertake the polling process in a fair and transparent manner. The poll was then conducted and concluded in due course.

The Chairman thanked the members and proxies present in the meeting and adjourned the meeting till the declaration of results at 3.00 PM on Wednesday the 24th September 2014.

The Chairman declared the result on the basis of report submitted by the Scrutinizer and the following business(s) items were approved by the members through E voting and by Poll casted by the members and passed with requisite majority.

AS ORDINARY BUSINESS

1. The Audited Financial Statement (including Consolidated Financial Statement) for the year ended 31-03-2014 together with the Reports of Director's and Auditor's, along with the report of Corporate Governance and Auditor's Certificate thereon were adopted by the Shareholders.
2. Mr. Anil Goyal, Director (DIN 00001938) who retires by rotation at the AGM was reappointed as Director.
3. M/s. P. Bholusaria & Co. Chartered Accountants (FRN000468N) the Statutory Auditors of the Company who retires at the conclusion of the 27th AGM were re-appointed at the Annual General Meeting to hold office till the conclusion of the next Annual General Meeting and authorised the Board to fix their remuneration.

**AS SPECIAL BUSINESS**

4. To approve the Appointment of Mr. Pradeep Kumar Mittal (DIN 0165315) as a Non-Executive Independent Director of the Company for a period of 5 consecutive years commencing from the date of this Annual General Meeting and he shall not be liable to retire by rotation.
5. To approve the Appointment of Mr. Gulshan Rai (DIN00527181) as a Non-Executive Independent Director of the Company for a period of 5 consecutive years commencing from the date of this Annual General Meeting and he shall not be liable to retire by rotation.
6. To approve the Appointment of Mr. Harbans Lal (DIN00076405) as a Non-Executive Independent Director of the Company for a period of 5 consecutive years commencing from the date of this Annual General Meeting and he shall not be liable to retire by rotation.
7. Shareholders of the Company in the 27th AGM accorded their approval by Special Resolution for the variation in the Terms of Reappointment of Mr. J M L Suri, Executive Director of the Company and who shall now be liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013; all other terms and conditions of his reappointment which was approved by the members in the previous Annual General Meeting held on 23rd August 2013 shall remain the same.
8. To approve and adopt the New set of Articles of Association of the Company in consonance to the Companies Act, 2013 by passing a Special Resolution by the members of the Company.
9. Shareholders of the Company in the 27th AGM accorded their approval by Special Resolution u/s 180(1)(c) of the Companies Act, 2013 to the Board of Directors to borrow funds in excess of the aggregate of Paid up Capital and Free Reserves of the Company and outstanding at any time exclusive of Interest shall not exceed the aggregate sum of Rs. 300 Crores.(Rupees Three Hundred Crores) only.

You are requested to please take the above information on records, in compliance of Clause 31 (d) of the Listing Agreement.

Thanking you,
Yours faithfully
For HB STOCKHOLDINGS LTD

ANIL KUMAR MITTAL
COMPANY SECRETARY