



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

HBSL/CCM/2016

5th December 2016

| | |
|---|--|
| The General Manager (Listing) Bombay Stock Exchange Limited, Pheeroze Jee Jee Bhoy Towers, Dalal Street, Fort, Mumbai – 400 001 | The Vice President, National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (East) MUMBAI – 400 051 |
| Company Code-532216 | Stock Code HBSTOCK |

SUB: Submission of Result of Postal Ballot & e Voting (Scheme of Arrangements)

Dear Sir/ Madam,

In furtherance to our letter dated 10th November, 2016, we would like to inform that the following resolution(s) as set out in the Notice of Postal Ballot and e-voting dated 19th October, 2016 has been passed by the requisite majority of Public Shareholders of the Company pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, SEBI Circular Bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Particulars of Resolution(s):

Approval to the Composite Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL) and HB Estate Developers Limited (HBEDL) and their respective members and creditors under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013.

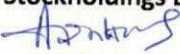
Please find enclosed Voting Results as per format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report Dated 05th December, 2016.

The result of Postal Ballot & e-voting together with Scrutinizer's Report are also available on the website of the Company viz. www.hbstockholdings.com and on the website of the of Karvy Computershare Private Limited, www.evoting.karvy.com.

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 (One)



HB STOCKHOLDINGS LIMITED

| | |
|--|---------------------------------|
| Date of the AGM / EGM | Postal Ballot and e-voting |
| Total number of Shareholders on record date (i.e. 21.10.2016) | 69,115 (Public Shareholders) |
| No. of Shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group: - Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing: - Promoters & Promoter Group: - Public: | Not Applicable |

| Item | | | | | Approval to the Composite Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL) and HB Estate Developers Limited (HBEDL) and their respective members and creditors under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013. | | | |
|---|-------------------------------|--------------------|---------------------|---|---|------------------------|--------------------------------------|-------------------------------------|
| Resolution required (Ordinary / Special) | | | | | Ordinary | | | |
| Whether promoter / promoter group are interested in the agenda / resolution? | | | | | Not Applicable | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | $3 = \frac{(2)/(1) \times 100}{0}$ | (4) | (5) | $6 = \frac{(4)/(2) \times 100}{1}$ | $7 = \frac{(5)/(2) \times 100}{00}$ |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter & Promoter Group | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public-Institutions | E-Voting | 28790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 28790 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non Institutions | E-Voting | 11102307 | 1828 | 0.016 | 1788 | 40 | 97.81 | 2.19 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 1572896 | 14.17 | 1572546 | 350 | 99.98 | 0.02 |
| | Total | 11102307 | 1574724 | 14.186 | 1574334 | 390 | 98.895 | 2.21 |
| Total | | 11131097 | 1574724 | 14.186 | 1574334 | 390 | 99.97 | 0.03 |



Arun Gupta & Associates

Company Secretaries

SCRUTINIZER'S REPORT

To,

**The Chairman
HB Stockholdings Limited
Plot No. 31, Echelon Institutional Area
Sector - 32
Gurgaon-122 001 (Haryana)**

Dear Sir,

REPORT OF SCRUTINIZER RELATING TO PASSING OF RESOLUTION BY POSTAL BALLOT AND E-VOTING PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AND THE APPLICABLE PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), AND CIRCULAR BEARING NO. CIR/CFD/CMD/16/2015 DATED NOVEMBER 30, 2015 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI CIRCULAR")

The Board of Directors of the HB Stockholdings Limited (hereinafter referred to as the "Company") had on 19th October, 2016 approved the draft notice of Postal Ballot and e-voting as sent to the Public Shareholders and appointed me as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner for the Composite scheme of Arrangement between HB Stockholdings Limited, HB Portfolio Limited and HB Estate Developers Limited and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956.

The Notice of Postal Ballot and e-voting contained the following resolution(s) to be passed by the Public Shareholders of the Company:-

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh or by any regulatory or other authorities, while granting such consents,

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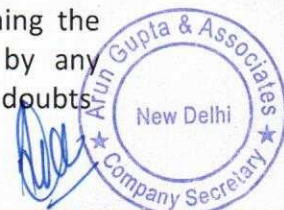
Company Secretaries

approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Composite Scheme of Arrangement amongst HB Stockholdings Limited, HB Portfolio Limited and HB Estate Developers Limited and their respective Shareholders and Creditors, as circulated along with the notice, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, Section 13, 52, 61 and other applicable and notified provisions of the Companies Act, 2013 and the applicable rules & regulations made under Companies Act, 1956 and the Companies Act, 2013 including any statutory modifications, re-enactments or amendments made thereto from time to time and subject to the approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh, as the case may be, and subject to approval of any other statutory or governmental authorities as may be required, approval of the Equity Shareholders be and is hereby given to the reduction of the issued, subscribed and paid up Equity Share Capital of HB Stockholdings Limited as provided for in the Composite Scheme of Arrangement.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, Section 52 and other applicable and notified provisions of the Companies Act, 2013 and the applicable rules & regulations made under Companies Act, 1956 and the Companies Act, 2013 including any statutory modifications, re-enactments or amendments made thereto from time to time and subject to the approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh, as the case may be, and subject to approval of any other statutory or governmental authorities as may be required, approval of the Equity Shareholders be and is hereby given to the reduction, if required, in the Securities Premium Account of HB Stockholdings Limited which may be effected as an integral part of the Composite Scheme of Arrangement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Composite Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh or any other regulatory authorities while sanctioning the arrangement embodied in the Composite Scheme of Arrangement or by any authorities under law, or as may be required for the purpose of resolving any doubts



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or difficulties that may arise in giving effect to the Composite Scheme of Arrangement, as the Board may deem fit and proper.”

The Company has completed the dispatch of Postal Ballot & e-voting Notice, Postal Ballot Forms along with Postage Prepaid Business Reply Envelopes on November 1, 2016 to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on October 21, 2016.

As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in “**Business Standard**” in all editions in English and in “**Business Standard**” in all Editions in Hindi (“the vernacular Language”) on 02nd day of November, 2016 confirming completion of dispatch of Notice of Postal Ballot & e-voting and providing all necessary information relating to Postal Ballot and e-voting to the members, through the permitted mode.

The Postal Ballot and e-voting commenced from 03rd November, 2016 at 9.00 A.M. and ended on 02nd December, 2016 at 5.00 P.M.

I have downloaded the data of e-voting after the e-voting module was disabled by **Karvy Computershare Private Limited** on 02nd December, 2016 in the presence of two witnesses who are not in the employment of the Company. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

The physical Postal Ballot Forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further, the votes cast through e-voting have also been recorded in register maintained separately.

All the Postal Ballot Forms received till 02nd December, 2016 up to 5.00 P.M., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny. No Postal Ballot Forms were received after 5.00 P.M. on 02nd December, 2016.

On proper scrutiny and summary of all the Postal Ballots and e-voting carried out by the members, the consolidated results have been given in the statements annexed as **Annexure-I**. Further, the segregated reports on Postal Ballot and e-voting have been given in statements annexed as **Annexure-II & III** hereto respectively.

The results on the resolution(s) contained in the Notice dated 19th October, 2016 are as under:-

| | |
|-------------------------------------|--|
| Votes cast in Favour: 99.97% | Votes cast in favour are more than the number of votes cast by the Public Shareholders against the resolution |
| Votes cast Against: 0.03% | |



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The register of Postal Ballot and e-voting containing the details of voting in respect of the resolution(s) has been maintained in electronic form on computer.

I shall hand over the Postal Ballot forms and other related papers / Registers and records for safe custody to the Managing Director / Company Secretary of the Company, who have been authorized by the Board to supervise the entire Postal Ballot and e-voting process.

Thanking You

For Arun Gupta & Associates



Arun Kumar Gupta
Company Secretary in Practice
C.P. No. 8003
(Scrutinizer)

Counter Signed by



Anil Goyal
Director
(Duly authorised by Chairman)

Date: 05th December, 2016

Place: New Delhi

Witnesses:

1) Reema

Name: Reema Miglani
Address: 182, Deepali Chowk,
Pitampura, New Delhi – 110034

2) Monika

Name: Monika Mannan
Address: D-177, Peeragarhi
Camps, New Delhi - 110056

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Annexure I

HB STOCKHOLDINGS LIMITED
(Consolidated Result of Postal Ballot and e-voting)

| Sr. No. | Category | No. of Postal Ballots & e-voting | No. of Votes |
|---------|--|----------------------------------|--------------|
| 1 | Total votes received | 139 | 1647224 |
| 2 | Less - Invalid votes * | 8 | 72500 |
| 3 | Valid votes received | 131 | 1574724 |
| 4 | Total votes cast in favour of resolution | 128 | 1574334 |
| 5 | Total votes cast against the resolution | 4 # | 390 |
| 6 | %age of valid votes cast in favour of resolution | 99.97% | |
| 7 | %age of valid votes cast against the resolution | 0.03% | |

*Invalid votes in Postal Ballots include marking of vote both in favour and against the resolution, Signature of Shareholder not matching with the registered signature, Shareholders not having voted, Shareholders not having signed, Absence of valid authorization to vote, Shareholders not entitled to vote, Shareholders abstain from voting etc. AND in e-voting include cases where Board Resolution/Power of Attorney was not given or abstained from voting by the Corporate Shareholders or Shareholders, as the case may be.

One (1) Shareholder holding 50 equity shares carried out e-voting of the resolution in favour in respect to 10 equity shares and against in respect to 40 equity shares.

For Arun Gupta & Associates



Arun Kumar Gupta
Company Secretary in Practice
C.P. No. 8003
(Scrutinizer)



Date: 05th December, 2016
Place: New Delhi

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Company Secretaries

Annexure II

HB STOCKHOLDINGS LIMITED

(Result of Postal Ballot)

| Sr. No. | Category | No. of Postal Ballots | No. of Votes |
|---------|--|-----------------------|--------------|
| 1 | Total votes received | 131 | 1645396 |
| 2 | Less - Invalid votes * | 8 | 72500 |
| 3 | Valid votes received | 123 | 1572896 |
| 4 | Total votes cast in favour of resolution | 120 | 1572546 |
| 5 | Total votes cast against the resolution | 3 | 350 |
| 6 | %age of valid votes cast in favour of resolution | 99.98% | |
| 7 | %age of valid votes cast against the resolution | 0.02% | |

*Invalid votes in Postal Ballots include marking of vote both in favour and against the resolution, Signature of Shareholder not matching with the registered signature, Shareholders not having voted, Shareholders not having signed, Absence of valid authorization to vote, Shareholders not entitled to vote, Shareholders abstain from voting etc.



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Annexure III

HB STOCKHOLDINGS LIMITED

(Result of e-voting)

| Sr. No. | Category | No. of e-voting | No. of Votes |
|---------|--|-----------------|--------------|
| 1 | Total votes received | 8 | 1828 |
| 2 | Less - Invalid votes * | 0 | 0 |
| 3 | Valid votes received | 8 | 1828 |
| 4 | Total votes cast in favour of resolution | 8 [#] | 1788 |
| 5 | Total votes cast against the resolution | 1 [#] | 40 |
| 6 | %age of valid votes cast in favour of resolution | 97.81% | |
| 7 | %age of valid votes cast against the resolution | 2.19% | |

*Invalid votes in e-voting include cases where Board Resolution/Power of Attorney was not given or abstained from voting by the Corporate Shareholders or Shareholders, as the case may be.

[#] One (1) Shareholder holding 50 equity shares carried out e-voting of the resolution in favour in respect to 10 equity shares and against in respect to 40 equity shares.

