



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/AGM/2016

8th September 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

Reg: Amendment of Memorandum of Association by the Shareholders

Dear Sirs,


This is to inform you that Shareholders of the Company has approved the Amendment in the Memorandum of Association of the Company by passing a **Special Resolution** in the 29th Annual General Meeting held on Wednesday, the 7th September 2016.

In Compliance of the Regulation 30, read with Para A Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, a duly amended Copy of the Memorandum of Association of the Company is enclosed.

Kindly take the information on record.

Thanking you.
Yours faithfully

For **HB STOCKHOLDINGS LTD**


ANIL KUMAR MITTAL
COMPANY SECRETARY



Encl: As Above

THE COMPANIES ACT, 1956
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
HB STOCKHOLDINGS LIMITED

- I. The Name of the Company is HB STOCKHOLDINGS LIMITED
- II.* The Registered Office of the Company will be situated in the State of Haryana.
- III. The Objects for which the Company is established are:
 - A. *** THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on And under the business of portfolio investments in equity shares, preference shares, stocks, debentures, (Convertible and Non-convertible), Company Deposits, and to deal in Government Securities, including Government Bonds, Loans, National Savings Certificates, Post Office Savings Schemes, Units of Investments etc., other than Unit Trust of India.
 2. To provide a package .of investments/Merchant Banking Services by acting as managers to public Issue of Securities, by Underwriting Securities, act as Issue House and to carry on the business of Registrars to Investment Schemes.
 - 3: To promote Industrial Finance by way of advance, deposit or Land Money, Securities and Properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, in accordance with and to the extent permissible under the provisions contained in Section 370 & 372 of the Companies Act, 1956 with or without security and on such terms as may be determined from time to time. However, the company shall not carry on the business of Banking as defined under Banking Regulation Act, 1949.
 4. To carry on the business of buying, selling, leasing, letting on hire purchase or easy payment system house and office furniture, domestic or business appliances, computers, tabulators, addressing machines and other sophisticated office machinery, installation fitting, machinery, all kinds of cylinders, motors, taxi-cabs, automobiles, tramcars, motor lorries, tractors, earth-moving machinery, wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam oil, petroleum, electricity or any mechanical or other power or device, agricultural implements and machinery, air-ships, aeroplanes and helicopters, tools, plants, implements, utensils, apparatus and requisites and assessories, wireless and television receivers, telephones, teleprinters or other apparatus ships, dredgers, barges and containers and to carry on the business of hire purchase of movable properties of any kind, including machinery, plant of all kinds to buy, sell, alter repair, exchange and deal in and finance the sale of furniture, apparatus, machinery, materials, goods and articles, to hire out or sell any of the same on hire purchase system.
 5. To manage the funds of the investors by investment in various avenues Growth Funds, Income Fund, Risk-Fund, Tax Exempt Fund, Pension/Superannuation Funds and to pass on the benefits to portfolio investments to the investors as dividends, bonus, interest etc., and to provide a complete range of personal financial services like investments planning, estate planning, tax planning, portfolio management, consultancy/counselling service.
 - 6.** To carry on the business of dealing in real estate, development of land, construction of building for commercial and residential purposes, development of business centres, townships, infrastructure facilities relating thereto, including manufacturing of related building material as well as financing of housing development, commercial complex and business centres, etc.

* *Altered vide resolution passed in the AGM dated 31/3/1997 & confirm by Company Law Board vide order dated 4/12/1997*

** *(Inserted vide Company Law Board order No. 1/90/94 dated 07/04/1995 pursuant to the Special Resolution passed in the Annual General Meeting dated 23rd November, 1993*

*** *Altered vide Special Resolution passed in the AGM dated 7/09/2016*

B. * MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To render assistance to buy, sell, import, export, manipulate, prepare for market, and deal in merchandise of all kinds.
2. To render assistance whether financial or otherwise or to carry on the business of hotelkeepers, lodging houses and restaurant keepers, cafe, tavern, beer house and refreshment room keepers, license victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers purveyors, caterers, manufacturers and dealers in sweets, toffees, chocolates and biscuits of all kinds the business of bakers and ice manufacturers.
3. To aid financially for purchase or for carrying on the business of proprietors and hirers of motors and other vehicles, including taxi caterers for public amusement, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms laundries, reading, writing, newspapers and smoking rooms, libraries, places of amusements, recreation, sports, entertainment and instruction of all kinds, departmental stores, agents for railways, shipping and air planes companies and carriers, theatrical and opera box office proprietors, insurance agents and any other business which can be conveniently carried or in connection therewith.
4. To aid financially the business of exporters of electronics products in the Union of India.
5. To aid financially and transact and all kinds of agency contract business and represents imports and exports in the union of India or elsewhere.
6. To aid financially in India or elsewhere all or anyone or more of the following business namely, buying, selling, dealing in, letting our hire, selling on hire purchase or easy payment system of house hold or office furnitures and domestic or business appliances, installation fittings machinery, and wagons, cycles, bicycles, carriage, coaches and all other vehicles of all kinds, agricultural implements, utensils, appliances and similar articles as the company may think fit.
7. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
8. To advance, subject to the provisions of the Banking Regulation Act, 1949, deposit or lend money and securities to or with any company, body corporate, firm, person or association with or without security and on such forms as may be determined from time to time, subject to Banking Companies Legislation Act, 1949.
9. To draw, make, accept, endorse, execute and discount promissory notes, cheques, bills of exchange, hundis and other negotiable and transferable instruments.
10. Subject to Section 391 to 394 to Act, to acquire or amalgamate with any other company, whose objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other Company as aforesaid, owned by partnership or in any other manner.
11. To enter into partnership or into any arrangements for sharing profits, union of intersects, cooperation, joint venture, reciprocal concessions, or otherwise, with any person, firm or company carrying on or engaged in any business or transaction which this company is authorised to carry on, lend money to guarantee the contracts of or otherwise assist any such persons, firm, Company and to take or otherwise acquire and hold shares or securities of any such person, firm or Company and to sell, re-issue with or without guarantee or otherwise deal with the same.

*** Altered vide Special Resolution passed in the AGM dated 7/09/2016

12. To enter into any agreement with any Government or authorities (Municipal, local or otherwise) or any corporations, 'companies, or persons, which may seem conducive to the Company's objects or any to them and to obtain from any such Government authority, Corporation, Company or person any contracts, rights, privileges and concessions which the Company may thing desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.
13. To be interested to promote, and undertake the formation and establishment of such institutions, business, companies (industrial, agricultural, trading, manufacturing, or other) as may be considered to be conducive to be profit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing, or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly.
14. To obtain any order, licence of autonomous body or authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitutions, or for other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.
15. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporate of the Company.
16. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations, or companies for services, rendered or to be rendered or in rendering technical aid an advice, granting licences or permission for the use of patents, trade secretes, trade marks, processes and acting as trustees for debenture holders or debenture stockholders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture stock, or other securities of the Company or of any Company promoted by this Company for services rendered in or about the formation or promotion for the Company or any about the conduct of the business of this Company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.
17. The procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body, Indian, British, Colonial or foreign for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seen conducive to the Company's objects or any of them and to oppose any proceedings or application which may seen calculated directly to prejudice the Company's interests.
18. To open and keep members register or registers in any state in India or abroad whenever it may bee deemed necessary and expedient so to do and to allocate number of shares in the Company to such register or registers.
19. To undertake and execute any trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
20. To open account or accounts with any individual, firm or Company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
21. To invest, in other than investment in Company's own shares, apply for and acquire or otherwise employ money belonging to or entrusted to or at the disposal of the Company upon securities and shares or without security, upon such terms and may be thought proper and from time to time to vary such transactions in such manner as the Company may thing fit.

22. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such persons or Company and in particular to customers and others having dealings with the Company with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such person or Company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.
 23. To incur debts and obligations for the conduct of any business of the business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of this Company.
 24. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
 - 25.*** Subject to Sec 73, 74, 76A, 179 and 180 of the Companies Act, 2013 or any other enactment in force and rules made thereunder and the direction of R.B.I. to borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the Company may think fit, for the purpose of financing the business of the Company and in particular by the issue or sale of any bonds mortgages, of debentures or debenture stock perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other Company, of perpetual annuities; and in securities of any such money so borrowed, raised or received, to mortgage, or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital assignment or otherwise, and to transfer of sale and other powers as may seem expedient and to purchase, redeem, or payoff any such securities.
 - 26.*** Subject to the provisions of Sec 179 and,180, 185, and 186 of the Companies Act, 2013 or any other enactment in force, to sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of this Company.
 27. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon, or otherwise deal with all or any part of property, rights and concessions of the Company.
 28. To distribute any of the property of the Company amongst the members in specie or in kind in the event of winding up of the Company.
 - 29.*** To create any Depreciation Fund, Reserve Fund, Insurance Fund, or any other Special Fund, excepting funds provisions of Sec 180, 182 &183 of the Companies Act, 2013 or any other enactment in force whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
 30. To manufacture building material related to the main object.
- IV.*** The liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. **** The Authorised Share Capital of the Company is Rs.100,00,00,000/- (One Hundred Crores) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Ten) each and 3,00,00,000 (Three Crore) Redeemable Preference Shares of Rs. 10/- each.

**** Amended vide Special Resolution passed at the 15th Annual General Meeting held on 31/5/2002

*** Altered vide Special Resolution passed in the AGM dated 7/09/2016

We, the undersigned several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Address description of Subscribers	No. of Shares agreed to be taken	Signature of subscribers	Name, Address, Occupation and signature of witness
1. Vijay Bhushan S/o Shri Bharat Bhushan B-5, Swasthya Vihar Delhi - 110092 (Business)	100 (One Hundred only)	Sd/-	<p style="text-align: center;">I witness the signature of all the subscribers</p> <p style="text-align: center;">Sd/- ASHWANI K. SALWAN Chartered Accountant S/o Sh. Dwarka Nath Salwan 4566/13, Jai Mata Market, Tri Nagar Delhi - 110035</p>
2. Harish Chander Bhasin S/o L. Raja Ram Bhasin C-2/7 Safdarjung Dev. Area New Delhi (Business)	100 (One Hundred only)	Sd/-	
3. Bharat Bhushan S/o Late Niranjan Prasad B-5, Swasthya Vihar Delhi - 110092 (Business)	100 (One Hundred only)	Sd/-	
4. Narain Keswani S/o Sh. Shri Lokumal Keswani B-3/23 Azad Apartments Sri Aurobindo Marg New Delhi - 110016 (Service)	100 (One Hundred only)	Sd/-	
5. Sanjeev Kumar S/o Sh. Prem Jullundry 3/6000, Dev Nagar Karol Bagh New Delhi - 110005 (Service)	100 (One Hundred only)	Sd/-	
6. Ajay Kumar S/o Sh. Jagnarain Prasad Agarwal 6/6277, Dev Nagar Karol Bagh New Delhi - 110005 (Service)	100 (One Hundred only)	Sd/-	
7. Naresh Chander Goel S/o Sh. Diya Goel 1679, Jawahar Colony N.I.T. Faridabad Haryana - 121001 (Service)	100 (One Hundred only)	Sd/-	
	700 Seven Hundred only		

Place: New Delhi

Dated: 23rd July, 1985