

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman of
31st Annual General Meeting of
HB Stockholdings Limited
held on 27th September, 2018 at 11.00 A.M.
at GIA House, I.D.C. Mehrauli Road,
Opp. Sector 14, Gurugram - 122 001 (Haryana)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-Voting and on Poll pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the 31st Annual General Meeting of the members of HB Stockholdings Limited held on 27th September, 2018 at 11.00 A.M.

I, Pramod Prasad Agarwal, Proprietor of M/s. P. P. Agarwal & Co., Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. **HB STOCKHOLDINGS LIMITED** ("the Company") to scrutinize the votes cast by the remote e-Voting process and physical polling at the Annual General Meeting (AGM) held on Thursday, the 27th September, 2018 submit my Report as under:

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. by remote e-Voting) and voting by poll using polling/ ballot paper at the AGM for resolutions contained in the Notice of the 31st Annual General Meeting of the Company.
2. As Scrutinizer for the voting process at the AGM our responsibility is to provide the Scrutinizer's Report on the votes cast in "favour" or "against" the resolutions stated in the Notice, based on the votes cast through ballot papers at the meeting and reports generated from the e-Voting system provided by Karvy Computershare Private Limited ("Karvy"), authorised agency to provide e-Voting facility at its portal i.e. <https://evotingkarvy.com>.
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, the 20th September, 2018 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting of the Company.
4. The remote e-Voting commenced from Monday, the 24th September, 2018 at 09:00 A.M. and ended on Wednesday, the 26th September, 2018 at 5:00 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 did not cast 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.
7. Thereafter, the result of remote e-Voting was unblocked from the website of Karvy i.e. <https://evotingkarvy.com> in the presence of above two witnesses Ms. Neelam and Ms. Suman Kapoor who are not in employment of the company (placed at Annexure-1).
8. Accordingly, I hereby submit my Consolidated Report as follows, on the results of the remote e-Voting and Poll conducted at the meeting:

ITEM No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement (including Consolidated Financial Statement) of the Company for the financial year ended on 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018, 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 the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-Voting	15	3778508	99.93
Poll	30	2717	0.07
Total	45	3781225	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	60	0
Poll	-	-	-
Total	1	60	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-Voting	1	21
Poll	2	2
Total	3	23

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.



ITEM No.2: Ordinary Resolution

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

(ii) Voted in favour 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	3778508	99.93
Poll	30	2717	0.07
Total	45	3781225	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	60	0
Poll	-	-	-
Total	1	60	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-Voting	1	21
Poll	2	2
Total	3	23

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

ITEM No.3: Ordinary Resolution

To re-appoint of M/s. G C Agarwal & Associates, Chartered Accounts (Firm Registration No. 017851N) as 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 of the Company and to fix their remuneration.

(iii) Voted in favour 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	3778508	99.93
Poll	30	2717	0.07
Total	45	3781225	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	60	0
Poll	-	-	-
Total	1	60	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-Voting	1	21
Poll	2	2
Total	3	23

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

9. Further, it is to inform you that I am maintaining the registers and other records in respect of the votes cast through remote e-Voting and Poll by the shareholders of the Company.
10. I shall hand over these records to the Company Secretary of the Company for safe keeping after the Chairman considers, approves and signs the minutes.
11. The results of the voting be declared by Mr. Anil Goyal, Director of the company, authorised by the Chairman of the meeting.

For **P. P. Agarwal & Co**
Company Secretaries

Pranod P Agarwal
(Scrutinizer)
B. Com (Hons.), FCS, ACMA
CP No. 10566 FCS 4955



Counter signed by

Anil Goyal
Director

Place: New Delhi

Date: 27-09-2018

Annexure - 1

Details of the witnesses in whose presence the remote e-Voting was unblocked and Ballot boxes were opened for the 31st Annual General Meeting of the members of HB Stockholdings Limited held on Thursday, the 27th September, 2018 at 11.00 A.M. at GIA House, IDC Mehrauli Gurugram Road, Opp. Sector 14, Gurugram 122 001, (Haryana)

S.No	Name	Address	Signature
1	SUMAN RAJ	251/2/1A Gali No 5 - Bhola Nalla Nagar Shahdara Delhi 110032	1203330000356282 [Signature]
2	NEELAM	H.No. 163, H Block Sector - 23 Soupt - 13/001	IN 30051311318808 [Signature]

For P. P. Agarwal & Co
Company Secretaries

[Handwritten Signature]



Pramod P Agarwal
B. Com (Hons.), FCS, ACMA
CP No. 10566 FCS 4955