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/2015 **10th September 2015**

Speed Post/Fax

The Vice President,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East)
MUMBAI – 400 051

Sub: Compliance of Clause 35A of the Listing Agreement

Code-HBSTOCK

Dear Sir,

In Compliance of Clause 35A of the Listing Agreement, it is hereby informed that all the Resolution(s) proposed by the Company in the 28th Annual General Meeting of the Company held on Wednesday, the 9th September 2015 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 28th Annual General Meeting was concluded.

The details of the said Voting Results (Remote e voting and Ballot 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	**9th September 2015**
Total number of Shareholders on Record date: (i.e. the Cut-off date for determining the Shareholders entitled to e voting 2nd September, 2015	**70180**
No. of shareholders present in the meeting in person:	
- **Promoters & Promoters Group**	**1**
- **Public**	**147**
No. of Shareholders present in the meeting through proxy:	
- **Promoters & Promoters Group**	**0**
- **Public**	**12**
No. of Shareholders present in the meeting through Video Conferencing:	
- **Promoters & Promoters Group**	**No Video conference**
- **Public**	**Facility was made available.**

The Combined results of Remote E voting and Poll with respect of the following Resolutions in the format prescribed under Clause 35A of the Listing Agreement is given below:

HB STOCKHOLDINGS LTD. GURGAON

DETAILS OF AGENDA ITEM(S)

Resolution No.1	Audited Financial Statement (including Consolidated Financial Statement) for the financial year ended 31-03-2015 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)
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	128358	1.16%	128358	00	100%	100%
Grand Total	23792218	12789479	53.75%	12789479	00	100%	100%

Resolution No.2	To Reappointment of Mr Lalit Bhasin (DIN 00002114) Director of the Company liable to retire by rotation
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)
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	128348	1.16%	128296	52	99.96%	0.04%
Grand Total	23792218	12789469	53.75%	12789417	52	100%	00

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Resolution No.3	To Re-appoint M/s. P. Bholusaria & Co. Chartered Accountants (FRN 000468N) the Statutory Auditors of the Company and authorised the Board to fix their Remuneration
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)
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	128348	1.16%	128306	42	99.97%	0.03%
Grand Total	23792218	12789469	53.75%	12789427	42	100.00%	100%

Resolution No.4	To approve the Appointment of Mrs. Asha Mehra (DIN 02658967) 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)
Promoters & Promoters Group	12661121	12661121	100	12661121	0	100	0
Public Institutional holders	28790	00	00	00	00	00	00
Public-others	11102307	128348	1.16%	128287	63	99.95%	0.05%
Grand Total	23792218	12789469	53.75%	12789406	63	100.00%	100%

Please arrange to take the above information on record.

Thanking you,
Yours faithfully,
For HB Stockholdings Limited

HB STOCKHOLDINGS LTD. GURGAON

Anil Kumar Mittal
Company Secretary
Encl: Copy of Report(s) Submitted by the Scrutinizer (One)

P. P. AGARWAL & CO.
Company Secretaries

C-5/64, D.D.A. FLATS
EAST OF KAILASH
NEW DELHI - 110065
M-9810008621
mail: fcs.ppa@gmail.com

COMBINED SCRUTINIZER'S REPORT

To
The Chairman of
Annual General Meeting of the Equity Shareholders
M/s. HB Stockholdings Ltd
Gurgaon

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and on poll pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement thereof for the 28th Annual General Meeting of the members of HB Stockholdings Limited held on 9th September, 2015 at 11.00 A.M.

I, Pramod P Agarwal, Proprietor of M/s. P. P. Agarwal & Co., Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of M/s. **HB STOCKHOLDINGS LIMITED** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended as amended from time to time and clause 35B of the Listing Agreement, to scrutinize the Remote e-voting process and Poll conducted through physical ballot forms in respect of the below mentioned resolutions at the Annual General Meeting (AGM) held on Wednesday, 9th September, 2015.

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. Remote e-voting process and Poll on the Resolutions contained in the Notice of the 28th Annual General Meeting of the Company.

2. As Scrutinizer for the Remote e-voting process and Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's Report on the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes cast through ballot papers at the meeting and

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reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy).

3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, the 2nd day of September, 2015 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 Saturday, 5th day of September, 2015 at 09:00 a.m. and ended on Tuesday, 8th day of September, 2015 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 have not already 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 being Shareholders present at the meeting.

7. Thereafter, the result of Remote e-voting was unblocked from the website of M/s. Karvy Computershare Private Limited i.e. https://evotingkarvy.com in the presence of two witnesses Mr. Himanshu Kaushik and Mr. Himanshu Uniyal who are not in employment of the company.

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 Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, 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 favor** of the resolution

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	18	12785807	99.97
Poll	74	3672	0.03
Total	92	12789479	100.00

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(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	-	-	0.00
Poll	2	2	0.00
Total	2	2	0.00

(iii). Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	2	1

ITEM NO.2: Ordinary Resolution

To appoint a Director in place of Mr. Lalit Bhasin (DIN: 00002114) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	17	12785757	99.97
Poll	73	3662	0.03
Total	90	12789419	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	50	0.00
Poll	2	2	0.00
Total	3	52	0.00

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	2	1

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ITEM NO.3: Ordinary Resolution

To ratify the re-appointment of M/s. P. Bholusaria & Co., Chartered Accounts (Firm Registration No. 000468N) 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.

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	17	12785767	99.97
Poll	73	3662	0.03
Total	90	12789429	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	40	0.00
Poll	2	2	0.00
Total	3	42	0.00

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	2	1

ITEM NO.4: Ordinary Resolution

To approve the Appointment of Mrs. Asha Mehra (DIN02658967) as an Independent Director pursuant to the provisions of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made hereunder, read with Schedule IV to the said Act, and Companies (Appointment and Qualification of Directors) Rules 2014.

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	17	12785746	99.97
Poll	73	3662	0.03
Total	90	12789408	100.00

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(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	61	0.00
Poll	2	2	0.00
Total	3	63	0.00

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	2	1

a) I hereby confirm that all the resolutions mentioned hereinabove stand passed with the requisite majority through Remote e-voting and Poll conducted on the date of the AGM. You may declare the results accordingly.

b) Further, it is to inform you that I am maintaining the registers and other records in respect of the votes cast through Poll and Remote e-voting mode by the Shareholders of the Company. I shall arrange to hand over these records to the Company Secretary of the Company after you declare the results of the voting.

Thanking You,

Yours faithfully,
For P. P. Agarwal & Co
Company Secretaries

P.P. AGARWAL & CO. New Delhi C.P. No. 10566 Company Secretaries

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

Place: Gurgaon
Date: 10.09.2015

Counter Signed by

Lalit Bhasin
(Chairman of the Meeting)

Witnesses:

1) 

Name: Himanshu Kaushik
Address: House No- 450,Chirag Delhi,
New Delhi- 110017

2) Himanshu

Name: Himanshu Uniyal
Address: 107/3, Top Floor, Krishna Nagar,
New Delhi, 110029

Details of the witnesses to the process of Polling conducted at the 28th Annual General Meeting of the members of HB Stockholdings Limited held at 11.00 A. M. at GIA House, IDC Mehrauli Gurgaon Road, Opp. Sector 14, Gurgaon 122 001, (Haryana)

Name & Address	Folio No. / DP ID/ Client ID	Signature
Praveen Kumar House No- 5036,Gali Daroga, Chalu Singh Pahari, Dhiraj , Delhi-110006 Mob. No- 9911162894	IN300118/10449827	Praveen Kumar
Krishan lal Chadha 9/38 A Moti Nagar , New Delhi-110015 Mob.No- 9818205100	1201410000010073	K L Chadha

For P. P. Agarwal & Co.
Company Secretaries

P.P. AGARWAL & CO. New Delhi C.P. No. 10566 Company Secretaries

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