



# HB PORTFOLIO LIMITED

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)  
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : corporate@hbportfolio.com  
Website : www.hbportfolio.com, CIN No. L67120HR1994PLC034148

September 04, 2015

Speed Post / Listing Centre

The Listing Department  
Bombay Stock Exchange Limited  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

Company Code: 532333

Sub: - Disclosure under Clause 35A of the Listing Agreement

Dear Sir/Madam,

Pursuant to Clause 35A of Listing Agreement, we would like to inform that all the resolutions placed at the 20<sup>th</sup> Annual General Meeting of the Company held on Thursday, 03<sup>rd</sup> September, 2015 have been passed by the Members with requisite majority, the result of which was declared by the Chairman of the meeting on Friday, 04<sup>th</sup> September, 2015, immediately on the receipt of report submitted by the Scrutinizer, copy of which is enclosed herewith.

<b>Date of the AGM</b>	03 <sup>rd</sup> September, 2015
<b>Total number of Shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to vote through Remote e-voting &amp; at the meeting - August 27<sup>th</sup>, 2015)</b>	69,949
<b>No. of Shareholders present in the meeting in person:</b>	
- Promoter & Promoter Group:	1
- Public:	195
<b>No. of Shareholders present in the meeting through proxy:</b>	
- Promoter & Promoter Group:	NIL
- Public:	13
<b>No. of Shareholders present in the meeting through Video Conferencing:</b>	
- Promoter & Promoter Group:	No Video Conferencing facility was made available.
- Public:	

The combined results of Remote e-voting and Poll with respect to the following resolutions in the format prescribed under Clause 35A of the Listing Agreement is given below:

**DETAILS OF THE AGENDA:**

<b>Resolution No. 1</b>	Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended 31st March, 2015 together with the reports of the Directors' and Auditors' thereon.						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No. 2</b>	Declaration of Dividend on Equity Shares.						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No. 3</b>	Re-appointment of Mr. Anil Goyal, who retires by rotation and being eligible offers himself for re-appointment						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

*Dr. Anil Goyal*

<b>Resolution No. 4</b>	Re-appointment of M/s. P. Bholusaria & Co., Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No. 5</b>	Appointment of Mrs. Anita Jain (DIN: 00031612) as an Independent Director						
<b>Type</b>	Special Business – Ordinary Resolution						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No. 6</b>	Approval of remuneration of Mr. Anil Goyal, Managing Director (DIN: 00001938) for the remaining currency of his tenure						
<b>Type</b>	Special Business – Special Resolution						
<b>Mode of Voting</b>	Remote e-voting and Poll						
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares=<math>[(2)/(1)] * 100</math></b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled =<math>[(4)/(2)] * 100</math></b>	<b>% of Votes against on votes polled =<math>[(5)/(2)] * 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	78,58,464	78,58,464	100.00	78,58,464	0	100.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	6,234	0.15	6,231	3	99.95	0.05
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,64,698</b>	<b>65.58</b>	<b>78,64,695</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

Yours faithfully,  
For HB Portfolio Limited

  
Dinesh Kapoor  
(Company Secretary)

# Arun Gupta & Associates

Company Secretaries

## Consolidated Scrutinizer's Report

To,

The Chairman  
Annual General Meeting of the Equity Shareholders  
M/s HB PORTFOLIO LIMITED

Dear Sir,

Sub : Consolidated Scrutinizer's Report on Remote e-voting and 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) Amendment Rules, 2015 and Clause 35B of the Listing Agreement thereof for the 20<sup>th</sup> Annual General Meeting of M/s HB Portfolio Limited held on Thursday, 03<sup>rd</sup> September, 2015 at 11.00 A.M

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of M/s HB PORTFOLIO 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement thereof, 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 Thursday, 03<sup>rd</sup> 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 and Poll on the Resolutions contained in the Notice of the 20<sup>th</sup> Annual General Meeting of the Company.



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# Arun Gupta & Associates

## Company Secretaries

- 2) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and 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. Thursday, 27<sup>th</sup> August, 2015 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4) The Remote e-voting commenced from Monday, 31<sup>st</sup> August, 2015 at 09.00 A.M. and ended on Wednesday, 2<sup>nd</sup> September, 2015 at 05.00 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 casted 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 box containing the ballot papers was 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://evoting.karvy.com> in the presence of Ms. Megha Gaur and Ms. Heena who are not in employment of the Company.
- 8) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions:-



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# Arun Gupta & Associates

Company Secretaries

## 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 31<sup>st</sup> March, 2015, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Director's and Auditor's 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	12	78,58,616	100.00
Poll	86	6,079	99.95
Total	98	78,64,695	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	-	-	-
Poll	3	3	0.05
Total	3	3	0.00

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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# Arun Gupta & Associates

Company Secretaries

## ITEM NO. 2: Ordinary Resolution

To Declare Dividend on Equity Shares.

(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	12	78,58,616	100.00
Poll	86	6,079	99.95
<b>Total</b>	<b>98</b>	<b>78,64,695</b>	<b>100.00</b>

(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	-	-	-
Poll	3	3	0.05
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0.00</b>

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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Company Secretaries

## ITEM NO. 3: 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.

(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	12	78,58,616	100.00
Poll	86	6,079	99.95
<b>Total</b>	<b>98</b>	<b>78,64,695</b>	<b>100.00</b>

(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	-	-	-
Poll	3	3	0.05
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0.00</b>

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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# Arun Gupta & Associates

Company Secretaries

## ITEM NO.4: Ordinary Resolution

To re-appoint M/s. P. Bholusaria & Co., Chartered Accountants (Firm Registration No.: 000468N) as the 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	12	78,58,616	100.00
Poll	86	6,079	99.95
<b>Total</b>	<b>98</b>	<b>78,64,695</b>	<b>100.00</b>

(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	-	-	-
Poll	3	3	0.05
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0.00</b>

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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# Arun Gupta & Associates

Company Secretaries

## ITEM NO. 5: Ordinary Resolution

To appoint Mrs. Anita Jain (DIN: 00031612) as an Independent Director of the Company.

### (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	12	78,58,616	100.00
Poll	86	6,079	99.95
Total	98	78,64,695	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	-	-	-
Poll	3	3	0.05
Total	3	3	0.00

### (iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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Company Secretaries

## ITEM NO. 6: Special Resolution

To approve remuneration of Mr. Anil Goyal, Managing Director (DIN: 00001938) for the remaining currency of his tenure.

(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	12	78,58,616	100.00
Poll	86	6,079	99.95
<b>Total</b>	<b>98</b>	<b>78,64,695</b>	<b>100.00</b>

(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	-	-	-
Poll	3	3	0.05
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0.00</b>

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	-	-
Poll	20	110



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## Company Secretaries

- (i) All the resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and Poll and deemed to have been passed as on the date of the AGM.
- (ii) I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the Shareholders of the Company. I shall arrange to hand over these records to the Company Secretary of the Company.
- (iii) You may accordingly declare the results of Poll and Remote e-voting process.

Thanking you,  
Yours faithfully,

For Arun Gupta & Associates



Arun Kumar Gupta  
(Scrutinizer)  
Company Secretary  
Membership No. 21227  
C.P. No. 8003

Counter signed by



Lalit Bhasin  
(Chairman of the meeting)

Place: New Delhi  
Date: 04-09-2015

Witnesses:

1)  \_\_\_\_\_

Name: Ms. Megha Gaur  
Address: H. NO 15 B,  
Ghounddy Krishna  
Nagar, Delhi 110051

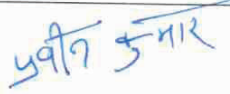

2)  \_\_\_\_\_

Name: Ms. Heena  
Address: 12/A, Kundan Nagar  
near P.D Vihar, Delhi - 110092

# Arun Gupta & Associates

## Company Secretaries

Details of witnesses to the process of Polling conducted at the 20<sup>th</sup> Annual General Meeting of HB Portfolio Limited at 11.00 A.M. at GIA House, I.D.C Mehrauli Road, Opp. Sector -14, Gurgaon – 122 001 (Haryana)

Name & Address	Folio No. / DP ID / Client ID	Signature
Mr. Praveen Kumar 4267 Bahuji Street, Pahari Dhiraj, Delhi-110006	377580	
Mr. Ravi Shankar Kapoor 251/C-2/1A, Gali No.5, Bholanath Nagar, Shahdra, Delhi-110052	120380000050251	

For Arun Gupta & Associates



Arun Kumar Gupta  
(Scrutinizer)

Company Secretary

Membership No. 21227

C.P. No. 8003



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