



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

E-mail

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

Company Code: 532333

Sub: - Proceedings of 20th AGM held on 03-09-2015
under Clause 31(d) of the Listing Agreement

Dear Sir/Madam,

This is to inform you that the 20th Annual General Meeting (AGM) of the Company was held on 03rd day of September, 2015 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001.

The Chairman welcomed the members present at the 20th AGM of the Company. The Chairman explained the objective and implications of the Resolutions before putting them for voting at the Meeting. Thereafter, the Chairman called for a poll on all resolutions proposed at Item No. 1 to 6 of the AGM Notice dated 28th May, 2015.

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.

The Poll was conducted under the supervision of Scrutinizer, Mr. Arun Kumar Gupta, Company Secretary in practice who had been appointed by the Board to scrutinize the Remote e-voting and polling process in a fair and transparent manner. The Poll was then concluded in due course.

Immediately after the conclusion of voting at the meeting, the Scrutinizer first counted the votes casted at the meeting, thereafter unblocked the votes casted through Remote e-voting in the presence of two witnesses being Shareholders present at the meeting who are not in employment of the Company.

The Scrutinizer submitted on 04th September, 2015, a consolidated report of the votes casted through Remote e-voting and Poll conducted at the meeting, to the Chairman of the meeting who has countersigned the same.

The Chairman declared the results forthwith on 04th September, 2015 on the basis of consolidated report submitted by the Scrutinizer and the following resolutions stands passed with the requisite majority.

Ordinary Business:

1. The Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 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 were adopted.

2. The dividend recommended by the Board of Directors at the rate of Rs. 0.50/- (5%) per equity share was declared by the Shareholders.

The dividend declared is payable in respect of Shares held in physical form, to those members whose names appear on the Register of Members of the Company after giving effect to all valid requests for transfer of shares lodged with the Company on or before the close of business hours on 27th August, 2015 or to their mandates. The dividend in respect of Shares held in dematerialised form would be payable to the beneficial owners of shares recorded with the depositories as at the end of 27th August, 2015 as per the details furnished by the Depositories for the purpose.

3. Mr. Anil Goyal (DIN: 00001938), who retired by rotation at the aforesaid Annual General Meeting was reappointed as Director.
4. M/s. P. Bholusaria & Co. Chartered Accountants (Firm Registration No.: 000468N), the Statutory Auditors of the Company were reappointed to hold office from the conclusion of the captioned Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors.

Special Business:

5. Mrs. Anita Jain (DIN: 00031612) was appointed as a Non-Executive Independent Director of the Company to hold office for five (5) consecutive years with effect from AGM date i.e 03rd September, 2015 and she shall not be liable to retire by rotation.
6. The Shareholders accorded their approval by way of Special Resolution for payment of same remuneration to Mr. Anil Goyal, Managing Director (DIN: 00001938) for the remaining currency of his tenure i.e. 20th February, 2015 to 19th February, 2017. The remuneration may be increased up to 30% per annum in the second year and shall be payable as minimum remuneration to the Managing Director in the event of absence/inadequacy of profits in any financial year.

The above may please be treated as compliance of Clause 31(d) of the Listing Agreement.

Thanking you,
Yours faithfully,
For **HB PORTFOLIO LIMITED**



DINESH KAPOOR
(Company Secretary &
Compliance Officer)