



HB ESTATE DEVELOPERS LTD.

Regd. Office : Plot No :31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : info@hbestate.com

October 30, 2014

Speed Post / E-mail

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

Company Code: 532334
Sub: - Disclosure under Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to Clause 35A of Listing Agreement we would like to inform that all the resolutions placed at the 20th Annual General Meeting of the Company held on Wednesday, 29th October, 2014 have been passed by the Members with requisite majority, the result of which was declared at 02.00 P.M on Thursday, 30th October 2014.

Further the details of the said voting results with respect to the aforesaid resolutions in the format prescribed under Clause 35A of the Listing Agreement is provided below:

| | |
|---|--|
| Date of the AGM | 29 th October, 2014 |
| Total number of Shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting-September 12 th , 2014) | 71,558 |
| No. of Shareholders present in the meeting in person: | |
| - Promoter & Promoter Group: | 1 |
| - Public: | 158 |
| No. of Shareholders present in the meeting through proxy: | |
| - Promoter & Promoter Group: | NIL |
| - Public: | 10 |
| No. of Shareholders present in the meeting through Video Conferencing: | |
| - Promoter & Promoter Group: | No Video Conferencing facility was made available. |
| - Public: | |

CIN No. L99999HR1994PLC034146

Website : www.hbestate.com

DETAILS OF THE AGENDA:

| Resolution No. 1 | Adoption of Audited Financial Statements for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' 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 against on votes polled =$[(5)/(2)] * 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

| Resolution No. 2 | Re-appointment of Mr. Anil Goyal. | | | | | | |
|------------------------------|-----------------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| 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 against on votes polled =$[(5)/(2)] * 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

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| | | | | | | | |
|------------------------------|---|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution No. 3 | Appointment of M/s. P. Bholusaria & Company, Chartered Accountants, Statutory Auditors and fixing 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 against on votes polled =$[(5)/(2)] * 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

| | | | | | | | |
|------------------------------|---|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution No. 4 | Appointment of Mr. Rajesh Jain (DIN 00031590) as an 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 against on votes polled =$[(5)/(2)] * 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

Rajesh Jain

| | | | | | | | |
|------------------------------|---|----------------------------|--|---------------------------------|-------------------------------|--|--|
| Resolution No. 5 | Appointment of Mrs. Asha Mehra (DIN 02658967) as an 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=$\frac{(2)}{(1)} \times 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled =$\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled =$\frac{(5)}{(2)} \times 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

| | | | | | | | |
|-------------------------------|---|----------------------------|--|---------------------------------|-------------------------------|--|--|
| Resolution No. 6 | Adoption of new Articles of Association of the Company. | | | | | | |
| Type | Special Business – Special Resolution | | | | | | |
| Mode of Voting | E-voting and Poll | | | | | | |
| Promoter/Public | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares=$\frac{(2)}{(1)} \times 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled =$\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled =$\frac{(5)}{(2)} \times 100$ |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public- Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

| | | | | | | | |
|-------------------------|---|--|--|--|--|--|--|
| Resolution No. 7 | Passing of fresh resolution for borrowing monies under Section 180(1) (c) of the Companies Act, 2013. | | | | | | |
| Type | Special Business – Special Resolution | | | | | | |
| Mode of Voting | E-voting and Poll | | | | | | |

R. K. Chakraborty

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares= $\frac{(2)}{(1)} \times 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled = $\frac{(5)}{(2)} \times 100$ |
|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| E-VOTING | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 79,38,633 | 100.00 | 79,38,633 | 0 | 100.00 | 0.00 |
| Public- Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 2,60,059 | 6.34 | 2,60,059 | 0 | 100.00 | 0.00 |
| POLL | | | | | | | |
| Promoter & Promoter Group | 79,38,633 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Institutional holders | 1,320 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 41,02,339 | 4,699 | 0.11 | 4,699 | 0 | 100.00 | 0.00 |
| Grand Total | 1,20,42,292 | 82,03,391 | 68.12 | 82,03,391 | 0 | 100.00 | 0.00 |

Please take the above on record.

Thanking You,

Yours faithfully,
For HB Estate Developers Limited


Rajesh Singh Chahar
(Company Secretary)

Report of Scrutinizer(s)
(e-voting)

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of
the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of
20th Annual General Meeting of the Equity Shareholders
of HB ESTATE DEVELOPERS LIMITED to be held on October 29, 2014 at 11.00 A.M
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Dear Sir,

I, CS Jatin Gupta, Partner of M/s. S P J & Co., a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of HB Estate Developers Limited, ("the Company") pursuant to the Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolution(s) contained in the Notice of the Annual General Meeting of the Equity Shareholders of HB Estate Developers Limited to be held on 29th day of October, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, submit our Report as under:

1. The e-voting commenced on October 20, 2014 (09.00 A.M) and was closed on October 22, 2014 (05.30 P.M.).
2. The Management of the Company is responsible for the compliance of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's report for ascertaining the votes casted in favour or against for respective Resolution(s).
3. The e- voting result was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> and the excel file containing the result was opened in the presence of Ms. Preeti Garg and Ms. Jayshree who are not in the employment of the Company.
4. The result of the e-voting is as hereunder:



Handwritten signature of CS Jatin Gupta.

a) Item No. 1-

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2014, including 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 resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Total numbers of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

b) Item No. 2-

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 favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



c) Item No. 3-

Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants 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 and to fix their remuneration.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

d) Item No. 4-

Appointment of Mr. Rajesh Jain (DIN 00031590) as an Independent Director.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



e) Item No. 5-

Appointment of Mrs. Asha Mehra (DIN 02658967) as an Independent Director.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

f) Item No. 6 -

Adoption of new set of Articles of Association of the Company.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



g) Item No. 7 -

Passing of fresh resolution for borrowing monies under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 11 | 81,98,692 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| NIL | NIL | NIL |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

5. The Register of e-voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,
Yours faithfully,



Scrutinizer
CS Jatin Gupta



Partner of M/s S P J & Co.
(Company Secretaries)

CP. No.: 5236
M. No.: 5651

Place: New Delhi
Dated: October 24, 2014



CHAIRMAN



Report of Scrutinizer(s)

(Poll)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of
20th Annual General Meeting of the Equity Shareholders
of HB ESTATE DEVELOPERS LIMITED held on October 29, 2014 at 11.00 A.M.
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Dear Sir,

I, CS Jatin Gupta, Partner of M/s. S P J & Co., a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of HB Estate Developers Limited, ("the Company") for the purpose of the Poll taken on the below mentioned resolution(s) at the Equity Shareholders of HB Estate Developers Limited held on 29th day of October, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, submit our Report as under:

1. After the announcement of poll by the Chairman, Two (2) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized and signed. The poll papers were reconciled with the records maintained by the Company and M/s. RCMC Share Registry Pvt. Ltd., Company's Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as hereunder :



a) Item No. 1-

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2014, including 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 resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Total numbers of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |

b) Item No. 2-

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 favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |



c) Item No. 3-

Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants 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 and to fix their remuneration.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |

d) Item No. 4-

Appointment of Mr. Rajesh Jain (DIN 00031590) as an Independent Director.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |



e) Item No. 5-

Appointment of Mrs. Asha Mehra (DIN 02658967) as an Independent Director.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |

f) Item No. 6-

Adoption of new set of Articles of Association of the Company.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |



g) Item No.7-

Passing of fresh resolution for borrowing monies under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 89 | 4699 | 100.00 |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against the resolution | % of the total number of valid votes cast |
|--|---|---|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Number of members present and voting (in person or by proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 3 | 200 |

5. A compact disc (CD) containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Rajesh Singh Chahar, Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Scrutinizer
CS Jatin Gupta




CHAIRMAN

Partner of M/s S P J & Co.
(Company Secretaries)

CP. No.: 5236
M. No.: 5651

Place: New Delhi
Dated: October 30, 2014




Details of Witnesses for scrutinizing the poll Conducted at 20th AGM dated 29.10.14

M/s HB ESTATE DEVELOPERS LIMITED

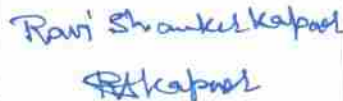
Plot No 31, Echelon Institutional Area, Sector 32,
Gurgaon, Haryana - 122 001

Name Neelam Sharma
1 Address Qtr No 1900, Bhola Nath Nagar, Shaheedara, Delhi-110032
Folio No 12041900\00129504
Contact Details 099997077321

Sign



2 Name Ravi Shanker Kapoor
Address:- 251\C2\1A, GALI NO 5, BHOLA NATH NAGAR, SHAHDARA
NEW DELHI-110032
FOLIO NO 1203800000050251
Contact Details 09818348512











Report of Scrutinizer(s)
(Combined for e-voting & Poll)

To,
The Chairperson of
20th Annual General Meeting of the Equity Shareholders
of HB ESTATE DEVELOPERS LIMITED held on October 29, 2014 at 11.00 A.M.
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001

Sub: Passing of Resolution(s) through e-voting and poll conducted at the AGM held on 29th day
of October, 2014 at 11:00 A.M.

Dear Sir,

I, CS Jatin Gupta, Partner of M/s. S P J & Co., Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of HB Estate Developers Limited, ("the Company") to scrutinize the electronic voting (e-voting) and for the purpose of Poll taken at the Annual General Meeting of the Equity Shareholders of HB Estate Developers Limited held on 29th day of October, 2014 at 11:00 A.M. at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001.

The Company had appointed M/s. Karvy Computershare Private Limited as the service provider for extending the facility of electronic voting to the shareholders of the Company from 20th October, 2014 (09.00 A.M) to 22nd October, 2014 (05.30 P.M). The e-voting results were unblocked by me on the 22nd October, 2014 in the presence of two witnesses who are not in the employment of the Company.

At the AGM of the Company held on 29th day of October, 2014 at 11:00 A.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana) - 122 001, the Chairman of the Company had called for a poll to facilitate the member present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the e-voting together with that of the poll is as under:



| ITEM NO. OF NOTICE | PARTICULARS OF BUSINESS | VOTES IN FAVOUR OF THE RESOLUTION | | VOTES AGAINST THE RESOLUTION | | INVALID VOTES |
|---|-------------------------|-----------------------------------|--------|------------------------------|------|---------------|
| | | Nos. | %age | Nos. | %age | |
| <u>Item No. 1</u> <u>Ordinary Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 2</u> <u>Ordinary Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 3</u> <u>Ordinary Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 4</u> <u>Ordinary Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 5</u> <u>Ordinary Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 6</u> <u>Special Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |
| <u>Item No. 7</u> <u>Special Resolution</u> | E- VOTING | 81,98,692 | 100.00 | Nil | 0.00 | Nil |
| | POLL | 4,699 | 100.00 | Nil | 0.00 | 200 |
| | TOTAL | 82,03,391 | 100.00 | Nil | 0.00 | 200 |


All the resolutions stands passed under e-voting and poll with the requisite Majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other persons as authorized by you.


CHAIRMAN



Thanking you,
Yours faithfully,


Scrutinizer
CS Jatin Gupta
Partner of M/s S P J & Co.
(Company Secretaries)

Dated: October 30, 2014
Place: New Delhi

CP. No.: 5236
M. No.: 5651