



HB PORTFOLIO LIMITED

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)
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September 17, 2014

Speed Post/E-mail

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

Company Code: 532333

**Sub: - Proceedings of 19th AGM held on 16-09-2014 under Clause 31(d)
of the Listing Agreement**

Dear Sir,

This is to inform you that the 19th Annual General Meeting (AGM) of the Company was held on 16th day of September, 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 on all resolutions proposed at Item No. 1 to 10 of the AGM Notice dated 27th May, 2014 to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Poll was conducted under the supervision of CS. Jatin Gupta, Scrutinizer appointed by the Board to scrutinize the polling process in a fair and transparent manner. The Poll was then concluded in due course.

The Chairman thanked the members and proxies present and adjourned the meeting till the declaration of results at 02.00 P.M on Wednesday, 17th September, 2014.

The Chairman declared the results at 02.00 P.M on Wednesday, 17th September, 2014 on the basis of 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 year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March, 2014, 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. 1.50 (Rupees One & Fifty Paise only) 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 05th September, 2014 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 05th September, 2014 as per the details furnished by the Depositories for the purpose.



CIN No. L67120HR1994PLC034148

Website : www.hbportfolio.com

3. Mr. Lalit Bhasin (DIN 00002114), 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. Mr. Bhuneshwar Lal Chadha (DIN 00242990) 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 16th September, 2014 and he shall not be liable to retire by rotation.
6. Mr. Raj Kumar Bhargava (DIN 00016949) 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 16th September, 2014 and he shall not be liable to retire by rotation.
7. Mr. Ramesh Chandra Sharma (DIN 00023274) 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 16th September, 2014 and he shall not be liable to retire by rotation.
8. The Shareholders accorded their consent by way of Special Resolution for the variation in the terms of appointment of Mr. Anil Goyal, Managing Director (DIN 00001938) who shall now be liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013. All other terms and conditions of his appointment including remuneration shall remain same as approved by the Shareholders in the Annual General Meeting held on 05th September, 2012.
9. The new set of Articles of Association as per the provisions of the Companies Act, 2013 was approved and adopted by the Shareholders by way of Special Resolution.
10. The Shareholders accorded their consent by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors for borrowing monies for the purpose of business of the Company from time to time for an aggregate amount of Rs. 200 Crores only (Rupees Two Hundred Crores only).

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)

