



# 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

September 17, 2014

Speed Post / E-mail

**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,

Pursuant to Clause 35A of Listing Agreement we would like to inform that all the resolutions placed at the 19<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 16<sup>th</sup> September, 2014 have been passed by the Members with requisite majority, the result of which was declared at 02.00 P.M on Wednesday, 17<sup>th</sup> September 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:

<b>Date of the AGM</b>	16 <sup>th</sup> September, 2014
<b>Total number of Shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting-August 01<sup>st</sup>, 2014)</b>	71,496
<b>No. of Shareholders present in the meeting in person:</b>	
- Promoter & Promoter Group:	1
- Public:	157
<b>No. of Shareholders present in the meeting through proxy:</b>	
- Promoter & Promoter Group:	NIL
- Public:	10
<b>No. of Shareholders present in the meeting through Video Conferencing:</b>	
- Promoter & Promoter Group:	No Video Conferencing facility was made available.
- Public:	



CIN No. L67120HR1994PLC034148  
Website : www.hbportfolio.com

**DETAILS OF THE AGENDA:**

<b>Resolution No. 1</b>	Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon.						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,809	0.33	13,762	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,460</b>	<b>65.65</b>	<b>78,72,388</b>	<b>72</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No. 2</b>	Declaration of Dividend on Equity Shares.						
<b>Type</b>	Ordinary Business						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	187	0	100.00	0.00
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,882	0.34	13,835	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,533</b>	<b>65.65</b>	<b>78,72,486</b>	<b>47</b>	<b>99.99</b>	<b>0.01</b>



Resolution No.	Re-appointment of Mr. Lalit Bhasin.						
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= $\frac{(2)}{(1)} \times 100$	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)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,882	0.34	13,835	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,533</b>	<b>65.65</b>	<b>78,72,461</b>	<b>72</b>	<b>99.99</b>	<b>0.01</b>

Resolution No.	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= $\frac{(2)}{(1)} \times 100$	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)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,881	0.34	13,833	48	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,532</b>	<b>65.65</b>	<b>78,72,459</b>	<b>73</b>	<b>99.99</b>	<b>0.01</b>



<b>Resolution No. 5</b>	Appointment of Mr. Bhuneshwar Lal Chadha (DIN 00242990) as an Independent Director.						
<b>Type</b>	Special Business – Ordinary Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,881	0.34	13,833	48	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,532</b>	<b>65.65</b>	<b>78,72,459</b>	<b>73</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No. 6</b>	Appointment of Mr. Raj Kumar Bhargava (DIN 00016949) as an Independent Director.						
<b>Type</b>	Special Business – Ordinary Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,881	0.34	13,833	48	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,532</b>	<b>65.65</b>	<b>78,72,459</b>	<b>73</b>	<b>99.99</b>	<b>0.01</b>



<b>Resolution No.</b> 7	Appointment of Mr. Ramesh Chandra Sharma (DIN 00023274) as an Independent Director.						
<b>Type</b>	Special Business – Ordinary Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,882	0.34	13,835	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,533</b>	<b>65.65</b>	<b>78,72,461</b>	<b>72</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No.</b> 8	Variation in the terms of appointment of Mr. Anil Goyal, Managing Director.						
<b>Type</b>	Special Business – Special Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,881	0.34	13,833	48	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,532</b>	<b>65.65</b>	<b>78,72,459</b>	<b>73</b>	<b>99.99</b>	<b>0.01</b>



<b>Resolution No. 9</b>	Adoption of new Articles of Association of the Company.						
<b>Type</b>	Special Business – Special Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,882	0.34	13,835	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,533</b>	<b>65.65</b>	<b>78,72,461</b>	<b>72</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No. 10</b>	Passing of fresh resolution for borrowing monies under Section 180(1) (c) of the Companies Act, 2013.						
<b>Type</b>	Special Business – Special Resolution						
<b>Mode of Voting</b>	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>\frac{(2)}{(1)} \times 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>\frac{(4)}{(2)} \times 100</math></b>	<b>% of Votes against on votes polled =<math>\frac{(5)}{(2)} \times 100</math></b>
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
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	187	0.00	162	25	86.63	13.37
<b>POLL</b>							
Promoter & Promoter Group	78,58,464	0	0.00	0	0	0.00	0.00
Public- Institutional holders	1,300	0	0.00	0	0	0.00	0.00
Public-Others	41,32,565	13,857	0.34	13,810	47	99.66	0.34
<b>Grand Total</b>	<b>1,19,92,329</b>	<b>78,72,508</b>	<b>65.65</b>	<b>78,72,436</b>	<b>72</b>	<b>99.99</b>	<b>0.01</b>

Please take the above on record.  
Thanking You,

Yours faithfully  
For HB Portfolio Limited

*Dinesh Kapoor*  
Dinesh Kapoor  
(Company Secretary)



Report of Scrutinizer(s)

[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  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB PORTFOLIO LIMITED to be held on September 16, 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 Portfolio 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 Portfolio Limited to be held on 16<sup>th</sup> day of September, 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 September 10, 2014 (09.00 A.M) and was closed on September 12, 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:



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a) Item No. 1-

Adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> 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	78,58,626	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
1	25	0.00

(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-

Declare dividend on equity shares.

(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
12	78,58,651	100%

(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



*Bohra*

*Dit*



c) Item No. 3-

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 **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	78,58,626	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
1	25	0.00

(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-

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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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



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e) Item No. 5-

Appointment of Mr. Bhuneshwar Lal Chadha (DIN 00242990) 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	78,58,626	100%

(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
1	25	0.00

(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-

Appointment of Mr. Raj Kumar Bhargava (DIN 00016949) 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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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



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**g) Item No. 7-**

**Appointment of Mr. Ramesh Chandra Sharma (DIN 00023274) 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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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

**h) Item No. 8-**

**Variation in the terms of appointment of Mr. Anil Goyal (DIN 00001938), Managing Director 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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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



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i) Item No. 9-

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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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

j) Item No.10---

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	78,58,626	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
1	25	0.00

(iii) **Invalid** votes:

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






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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: September 15, 2014



(CHAIRMAN)  
16/09/2014

Report of Scrutinizer(s)

[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  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB PORTFOLIO LIMITED held on September 16, 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 Portfolio Limited**, ("the Company") for the purpose of the Poll taken on the below mentioned resolution(s) at the Equity Shareholders of HB Portfolio Limited held on 16<sup>th</sup> day of September, 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. The poll papers were reconciled with the records maintained by the Company and M/s. KCMC 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 (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> 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
85	13,762	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	75

b) Item No. 2-

Declare dividend on equity shares.

(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
86	13,835	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	75



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c) Item No. 3-

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 **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
86	13,835	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75

d) Item No. 4-

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
85	13,833	99.66

(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
4	48	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75



A handwritten signature in blue ink, appearing to be 'Bhasin', written over the stamp.



e) Item No. 5-

Appointment of Mr. Bhuneshwar Lal Chadha (DIN 00242990) 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
85	13,833	99.66

(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
4	48	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75

f) Item No. 6-

Appointment of Mr. Raj Kumar Bhargava (DIN 00016949) 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
85	13,833	99.66

(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
4	48	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75



*Handwritten signature*

**g) Item No. 7-**

**Appointment of Mr. Ramesh Chandra Sharma (DIN 00023274) 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
86	13,835	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75

**h) Item No. 8-**

**Variation in the terms of appointment of Mr. Anil Goyal (DIN 00001938), Managing Director 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
85	13,833	99.66

(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
4	48	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75



*Handwritten signature in blue ink.*

**i) Item No. 9-**

**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
86	13,835	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75

**j) Item No.10-**

**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
85	13,810	99.66

(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
3	47	0.34

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
7	75



*Handwritten signature*

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. Dinesh Kapoor, Company Secretary authorized by the Board for safe keeping.

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: September 17, 2014



(CHAIRMAN)  
17/09/2014

Details of Witnesses for the process of Polling held in 19<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 122 002, Haryana

Name & Residential Address	Folio No./DP ID	No. of Shares held	Signature
Ravi Shankar Kapoor R/o 251/C2/1a, Gali No. 5, Bhola Nath Nagar, Shahdara, Delhi	1203800000050251	3160	Ravi Shankar Kapoor
Suman Kapoor R/o 251/C2/1a, Gali No. 5, Bhola Nath Nagar, Shahdara, Delhi	30282210046578	200	सुमन कपूर

I, CS Jatin Gupta Partner of M/s S P J & Co., Company Secretaries having office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 do hereby state and confirm that the witnesses named above have consented to act as such and Ballot boxes were opened by me in their presence. The Ballot Papers were duly signed by both the witnesses and were countersigned by me.

For S P J & CO.,

Company Secretaries



CS Jatin Gupta

Partner



*CS Jatin Gupta*  
17/09/2014



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR HB PORTFOLIO LIMITED**

To,  
The Chairperson of  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HB PORTFOLIO LIMITED held on September 16, 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 16<sup>th</sup> day  
of September, 2014 at 11:00 A.M.

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 Portfolio 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 Portfolio Limited held on 16<sup>th</sup> 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 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 10<sup>th</sup> September, 2014 (09.00 A.M) to 12<sup>th</sup> September, 2014 (05.30 P.M). The e-voting results were unblocked by me on the 13<sup>th</sup> September, 2014 in the presence of two witnesses who are not in the employment of the Company.

At the AGM of the Company held on 16<sup>th</sup> 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 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	Nos.
<u>Item No. 1 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,762	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,388</b>	<b>99.99</b>	<b>72</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 2 Ordinary Resolution</u>	E- VOTING	78,58,651	100.00	0	0.00	NIL
	POLL	13,835	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,486</b>	<b>99.99</b>	<b>47</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 3 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,835	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,461</b>	<b>99.99</b>	<b>72</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 4 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,833	99.66	48	0.34	75
	<b>TOTAL</b>	<b>78,72,459</b>	<b>99.99</b>	<b>73</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 5 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,833	99.66	48	0.34	75
	<b>TOTAL</b>	<b>78,72,459</b>	<b>99.99</b>	<b>73</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 6 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,833	99.66	48	0.34	75
	<b>TOTAL</b>	<b>78,72,459</b>	<b>99.99</b>	<b>73</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 7 Ordinary Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,835	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,461</b>	<b>99.99</b>	<b>72</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 8 Special Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,833	99.66	48	0.34	75
	<b>TOTAL</b>	<b>78,72,459</b>	<b>99.99</b>	<b>73</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 9 Special Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,835	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,461</b>	<b>99.99</b>	<b>72</b>	<b>0.01</b>	<b>75</b>
<u>Item No. 10 Special Resolution</u>	E- VOTING	78,58,626	100.00	25	0.00	NIL
	POLL	13,810	99.66	47	0.34	75
	<b>TOTAL</b>	<b>78,72,436</b>	<b>99.99</b>	<b>72</b>	<b>0.01</b>	<b>75</b>

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.

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: September 17, 2014

  
(CHAIRMAN)  
17/09/2014  
17th September 2014

