



HB ESTATE DEVELOPERS LTD.

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbestate.com
Website : www.hbestate.com, CIN : L99999HR1994PLC034146

11th March, 2024

Listing Centre

The Listing Department
BSE Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Company Code: 532334

Sub: - Submission of Proceedings along with Voting Results and Scrutinizer's Report for the Extra-Ordinary General Meeting ("EGM") of the Company held on 11th March, 2024 pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We wish to inform you that the Extra-Ordinary General Meeting ("EGM") of the Company was held today i.e. Monday, 11th March, 2024 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act") and Circular(s) issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") to transact the special business as stated in the Notice of EGM dated 14th February, 2024.

The Board of Directors had appointed Mr. Dikshant Malhotra, Company Secretary in Practice, C/o Dikshant Malhotra and Associates as the Scrutinizer for the remote e-voting process and e-voting at the EGM.

As per the Consolidated Report of the Scrutinizer, all the resolutions placed at the EGM of the Company held on 11th March, 2024 have been passed with the requisite majority.

In this regard, please find enclosed the following:

- 1) Proceedings of the EGM of the Company as required under Regulation 30 of Para A of Schedule-III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as 'Annexure - I'.
- 2) Voting Results of the business transacted at the EGM as required under Regulation 44(3) of SEBI Listing Regulations as 'Annexure - II.'
- 3) Consolidated Scrutinizer's Report dated 11th March, 2024 for votes casted through Remote e-voting and e-voting at the meeting pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as 'Annexure - III'.

The Voting Results along with Scrutinizer's Report are also available on the Company's website, <http://www.hbestate.com> and on the website of National Securities Depository Limited ("NSDL"), <https://www.evoting.nsdl.com>

This is for your information and records.

Thanking you,

Yours faithfully,
For HB ESTATE DEVELOPERS LIMITED


RADHIKA KHURANA
(Company Secretary & Compliance Officer)

Encl: As Above

Summary of Proceedings of Extra-Ordinary General Meeting

The Extraordinary General Meeting ("EGM") of the Company was held on 11th March, 2024 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue in terms of Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 08th December, 2021, Circular No. 03/2022 dated 05th May, 2022, Circular No. 11/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 and other circulars issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars").

The Company Secretary welcomed the members present at the EGM of the Company.

Mr. Lalit Bhasin (DIN: 00002114), Director (Chairperson) took the Chair. The requisite quorum being present, the Chairperson welcomed the shareholders and called the meeting to order and thereafter authorized the Company Secretary to carry out the proceedings of the meeting.

After that, the Company Secretary introduced all the Directors, who attended the meeting through their respective locations. The Chairman of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committee along with Secretarial Auditor and the Scrutinizer were also present during the meeting.

The Company Secretary informed that in compliance with the Circulars, Notice of the EGM was sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

Accordingly, the Notice of EGM was taken as read.

All documents referred to in the Notice of the meeting were available for inspection in electronic mode, from the date of circulation of the Notice upto the date of the meeting. The same has been made available for inspection by the members in electronic mode at National Securities Depository Limited ("NSDL") e-voting system during the EGM.

Pursuant to MCA and SEBI Circulars read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company engaged the services of NSDL to provide facility to the members to attend the meeting through VC/ OAVM and to exercise their vote electronically through Remote e-voting and e-voting at the EGM in respect of all the business set forth in the Notice of EGM. The remote e-voting period commenced on **Friday, 08th March, 2024 (09.00 A.M) and ended on Sunday, 10th March, 2024 (05.00 P.M).**

Members who were present in the EGM through VC/OAVM facility and had not casted their vote through remote e-voting were provided an opportunity to cast their votes electronically at the EGM through the NSDL platform.

Mr. Dikshant Malhotra, Company Secretary in Whole-time Practice (Membership No.: F11008, C.P. No.: 12070) was appointed as the Scrutinizer(s) for scrutinizing the voting process in a fair and transparent manner.



The following items of business were transacted at the meeting:

Special Business:

1. To Issue Convertible Warrants on Preferential Basis to the Promoter and Promoter Group of the Company – **SPECIAL RESOLUTION**
2. To Issue Convertible Warrants on Preferential Basis to the Non-Promoter Category of the Company – **SPECIAL RESOLUTION**

The Company Secretary then requested the moderator to invite the speakers, who had already registered their names to express their views, give suggestions and had queries related to any of the business transacted at this meeting. Mr. Anil Goyal, Director of the Company responded to the questions raised by the members adequately. Queries received in the chat box during the meeting were also responded suitably by Mrs. Radhika Khurana, Company Secretary of the Company.

It was further informed that the Company shall submit details regarding the voting results to the Stock Exchange, BSE Limited, within stipulated time. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company and on the website of NSDL immediately after the declaration of results.

The meeting was concluded with a formal vote of thanks to the Chairman, Directors, Members and Invitees of the Company for attending the EGM of the Company. The e-voting facility was kept open for the next 15 minutes to enable the members to cast their votes.

The meeting concluded at 12:32 P.M.



Annexure – II

Details of Voting Results of the EGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM / EGM	11 th March, 2024
Total number of Shareholders on record date:	67,278
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	NA
- Public:	NA
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):	
- Promoters & Promoter Group:	7
- Public:	88



HB ESTATE DEVELOPERS LIMITED

VOTING RESULTS OF EGM HELD ON 11TH MARCH, 2024

Agenda Item No. 1					To Issue Convertible Warrants on Preferential Basis to the Promoter and Promoter Group of the Company			
Resolution required (Ordinary / Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	Remote E-Voting	13448149	13448149	100.00	13448149	0	100.00	0.00
	E-Voting at EGM		0	0.00	0	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		13448149	13448149	100.00	13448149	0	100.00
Public-Institutions	Remote E-Voting	3759	0	0.00	0	0	0.00	0.00
	E-Voting at EGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3759	0	0.00	0	0	0.00
Public-Non-Institutions	Remote E-Voting	6008039	1422557	23.68	409177	1013380	28.76	71.24
	E-Voting at EGM		433	0.01	433	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6008039	1422990	23.68	409610	1013380	28.79
Total		19459947	14871139	76.42	13857759	1013380	93.19	6.81



HB ESTATE DEVELOPERS LIMITED

VOTING RESULTS OF EGM HELD ON 11TH MARCH, 2024

Agenda Item No. 2					To Issue Convertible Warrants on Preferential Basis to the Non-Promoter Category of the Company			
Resolution required (Ordinary / Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	Remote E-Voting	13448149	13448149	100.00	13448149	0	100.00	0.00
	E-Voting at EGM		0	0.00	0	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		13448149	13448149	100.00	13448149	0	100.00
Public-Institutions	Remote E-Voting	3759	0	0.00	0	0	0.00	0.00
	E-Voting at EGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3759	0	0.00	0	0	0.00
Public-Non-Institutions	Remote E-Voting	6008039	1422557	23.68	409108	1013449	28.76	71.24
	E-Voting at EGM		433	0.01	433	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6008039	1422990	23.68	409541	1013449	28.78
Total		19459947	14871139	76.42	13857690	1013449	93.19	6.81



DIKSHANT MALHOTRA & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended); & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Circulars issued by "MCA" and "SEBI"]

To

THE CHAIRMAN

HB ESTATE DEVELOPERS LIMITED

(CIN: L99999HR1994PLC034146)

Plot No. 31, Echelon Institutional Area,

Sector -32, Gurugram-122001, Haryana

SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR THE EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HB ESTATE DEVELOPERS LIMITED HELD ON MONDAY, MARCH 11, 2024 AT 12:00 NOON THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").

I, Dikshant Malhotra, Company Secretary in Practice, C/o M/s Dikshant Malhotra & Associates, having office at Unit No. 7C, Tower - B4, Spaze I Tech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018, have been appointed as Scrutinizer by the Board of Directors of **HB ESTATE DEVELOPERS LIMITED** ("the Company") for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-voting and e-voting by the members during the Extra-Ordinary General Meeting ("**EGM**") of the Company held on Monday, March 11, 2024 at 12:00 Noon through Video Conferencing ("**VC**")/ Other audio-visual means ("**OAVM**") in terms of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**the Rules**") and Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and other applicable Circulars issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "**the Circulars**") in respect of the resolution(s) mentioned in Notice dated February 14, 2024 ("**Notice**") proposed at the EGM of the Company held on Monday, March 11, 2024 At 12:00 Noon through VC/OAVM. My



Registered Office: Unit No. 7C, Tower B4, Spaze I-Tech Park, Sohna Road, Sector 49, Gurugram – 122018
Email: csdikshant@dmassociates.in Website: www.dmassociates.in

Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

1. Dispatch of Notice convening the EGM

The Company hosted the notice of EGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the EGM and also intimated the same to BSE Limited on February 17, 2024.

In terms of the Circulars, the Company has dispatched the EGM Notice on February 17, 2024, by e-mail to the Members who had registered their email ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners furnished by the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

Pursuant to the MCA Circulars, advertisement was published in Business Standard (English and Hindi) on February 19, 2024 specifying the date and time of the EGM, availability of the EGM notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and Demat) who are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or e-voting system at the EGM, etc.

2. Cut-off date

The Company had fixed **Monday, March 04, 2024**, as the cut-off date for reckoning the members, who are eligible to attend the meeting and vote through remote e-voting before EGM and e-voting at the EGM.

3. Remote E-voting process

3.1 Agency

The Company appointed NSDL, as the agency providing the platform for attending the meeting through VC/ OAVM, remote e-voting and e-voting at the EGM.

3.2 Remote E-voting period

Remote e-voting commenced at **09:00 A.M. on Friday, March 08, 2024** and ended at **05:00 P.M. on Sunday, March 10, 2024**.

4. Voting at the EGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, the facility for voting through E-voting at the EGM was made available only to the members who had not casted their vote by Remote e-voting prior to the EGM.



5. Counting Process

On completion of e-voting during the EGM, I unblocked the results of the remote e-voting and e-voting by members at the EGM, on the NSDL e-voting platform in the presence of two witnesses, who are not in the employment of the Company and downloaded the results for scrutiny.

6. Results

Consolidated Results with respect to each item on the agenda as set out in the Notice of the EGM dated February 14, 2024, are enclosed herewith.

Based on the aforesaid results, I report that all the resolutions as set out in the Notice of the EGM dated February 14, 2024, have been duly passed with the requisite majority.



ITEM NO. 1- SPECIAL RESOLUTION

TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP 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	90	13857326	93.18
E-voting at the EGM	30	433	0.00
Total	120	13857759	93.18

(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	15	1013880	6.82
E-voting at the EGM	0	0	0
Total	15	1013380	6.82

~~(iii) Invalid Votes/ Abstain from Voting/ Less voted/ Not Voted:~~

Particulars	Number of members	Number of Votes
Remote E-voting	0	0
E-voting at the EGM	0	0
Total	0	0

Based on the aforesaid results, I report that the Special Resolution as contained in **Item No. 1** of the Notice of the EGM has been passed with requisite majority.



ITEM NO. 2- SPECIAL RESOLUTION**TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE NON-PROMOTER CATEGORY 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	89	13857257	93.18
E-voting at the EGM	30	433	0.00
Total	119	13857690	93.18

(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	16	1013499	6.82
E-voting at the EGM	0	0	0
Total	16	1013499	6.82

(iii) ~~Invalid Votes/ Abstain from Voting/ Less voted/ Not Voted:~~

Particulars	Number of members	Number of Votes
Remote E-voting	0	0
E-voting at the EGM	0	0
Total	0	0

Based on the aforesaid results, I report that the Special Resolution as contained in **Item No. 2** of the Notice of the EGM has been passed with requisite majority.



7. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the EGM.
8. The results of the Voting shall be declared by the Chairman, or any other person authorized by Board.

Thanking You,
Yours faithfully,

For Dikshant Malhotra & Associates
Company Secretaries


Dikshant Malhotra
Practicing Company Secretary
M. No.: F11008
CP No.: 14622
UDIN: F011008E003565152


Date: March 11, 2024
Place: Gurugram

Countersigned by


Anil Goyal
(Director/Person duly authorized by
the Chairman)

Date: March 11, 2024
Place: Gurugram

Witnesses:

1) 
Name: Rishika Dhingra
Address: Unit No.7, Tower B4,
Spaze I-Tech Park, Sohna Road,
Sector 49, Gurugram - 122018

2) 
Name: Ritika Dudeja
Address: Unit No.7, Tower B4,
Spaze I-Tech Park, Sohna Road,
Sector 49, Gurugram - 122018