



HB PORTFOLIO LIMITED

CIN: L67120HR1994PLC034148

Regd. Off: Plot No. 31, Echelon Institutional Area, Sector – 32, Gurgaon – 122 001 (Haryana)

Ph: 0124-4675500, Fax: 0124-4370985

Website: www.hbportfolio.com, Email: corporate@hbportfolio.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

FOLIO NO. / *DP ID / CLIENT ID
(*Applicable to members holding
shares in dematerialized form)

Sr. No.:

NAME AND REGISTERED ADDRESS
OF THE SOLE / FIRST NAMED
SHAREHOLDER / MEMBER

NAME OF THE JOINT HOLDER(S), IF ANY

NO. OF EQUITY SHARES HELD

I / We hereby exercise my / our vote(s) in respect of the following Resolution(s) as set out in the Postal Ballot / e-voting Notice dated 19th October, 2016, by conveying my / our assent (for) or dissent (against) by placing the tick mark [✓] at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval to the Composite Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL) and HB Estate Developers Limited (HBEDL) and their respective members and creditors under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013.			

Place:

Date:

(Signature of the Member / Beneficial Owner)

Members who wish to opt for e-voting may use the following credentials.

E-VOTING PARTICULARS

EVEN (E-voting event number)	User ID	Password / PIN

NOTE:

- Kindly read the instructions printed overleaf before filling the form.
- Last date for receipt of Postal Ballot Form by the Scrutinizer is 02nd December, 2016 upto 05.00 P.M.
- If you opt to cast your vote by e-voting, than there is no need to fill up and sign this form.

INSTRUCTIONS

1) General:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted through Postal Ballot, then he/she should not vote through e-voting and vice versa. However, in case members cast their vote through Postal Ballot as well as e-voting, then vote cast through e-voting shall prevail and vote cast through Postal Ballot shall be considered as invalid.
- c. Voting in the Postal Ballot/e-voting cannot be exercised by a proxy. However, Corporate and Institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated herein below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.
- e. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 21st October, 2016.
- f. The voting period for Postal Ballot and e-voting commences on 03rd November, 2016 at 09.00 A.M and ends on 02nd December, 2016 at 05.00 P.M.
- g. The members are also requested to refer the Notes given in the Postal Ballot / e-voting Notice dated 19th October, 2016.

2) Voting by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Arun Kumar Gupta, Company Secretary in Whole-time Practice (Membership No.: 21227, C.P. No.: 8003) in the enclosed self addressed postage prepaid business reply envelope. Further, any envelopes containing Postal Ballot, if deposited in person or sent by Courier / Registered Post at the expense of the Registered Member(s) will also be accepted.
- b. The self addressed postage prepaid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be duly completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot forms shall be rejected.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark [✓] in the appropriate column in the Postal Ballot Form. Postal Ballot Form bearing [✓] in both the columns will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified as above. In case the Company receives both original as well as duplicate form, then the duplicate form shall be considered for the purpose of voting.
- h. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- i. In respect of shares held by Corporate and Institutional members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- j. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 05:00 P.M on 02nd December, 2016. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- k. The results of the voting through the Postal Ballot / e-voting shall be declared on 05th December, 2016 at the Registered Office of the Company at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon – 122 001, Haryana by the Chairman of the Company or person duly authorized by him. The Voting Results along with the Scrutinizer's Report(s) shall forthwith be communicated to the Bombay Stock Exchange (BSE) and shall also be available on the website of the Company, www.hbportfolio.com and on Karvy's website, <https://evoting.karvy.com>

3) Remote e-voting:

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide Remote e-voting facility for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot form. For the procedure to be followed for e-voting, kindly refer to Notes given in the Postal Ballot / e-voting Notice dated 19th October, 2016.