

# Arun Gupta & Associates

## Company Secretaries

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended]

To,

The Chairman  
**22<sup>nd</sup> Annual General Meeting of the  
Equity Shareholders of HB Portfolio Limited**  
held on 26<sup>th</sup> September, 2017 at 03:00 P.M.  
at GIA House, I.D.C. Mehrauli Road,  
Opp. Sector 14, Gurugram-122001, Haryana

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **M/s HB PORTFOLIO LIMITED** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended to scrutinize the Remote e-voting process and physical poll process at the 22<sup>nd</sup> Annual General Meeting (AGM) held on **Tuesday, 26<sup>th</sup> day of September, 2017** at 03:00 P.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram-122001, Haryana:

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice to the 22<sup>nd</sup> Annual General Meeting of the Company.
- 2.) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by **Karvy Computershare Private Limited (Karvy)**.



# Arun Gupta & Associates

## *Company Secretaries*

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- 3.) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, 19<sup>th</sup> September, 2017 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4.) The Remote e-voting was open between 9.00 A.M. to 5.00 P.M. for three days from 23<sup>rd</sup> September, 2017 to 25<sup>th</sup> September, 2017 (both days inclusive). The e-voting platform was blocked thereafter by Karvy.
- 5.) The facility for voting through physical ballot papers was made available at the meeting for the members who were present and had not casted their vote by Remote e-voting. Such members exercised their right to vote at the meeting through ballot papers.
- 6.) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers were opened in the presence of two witnesses who were not in employment of Company and votes were counted.
- 7.) Thereafter, the result of Remote e-voting was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> in the presence of Ms. Reema Miglani and Ms. Monika Mannan who are not in employment of the Company.
- 8.) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions:



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statements 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 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	18	78,92,837	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>72</b>	<b>80,60,260</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / Abstain from Voting:**

Particulars	Number of members	Number of votes
Remote e-voting	0	0
Poll	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 2: Ordinary Resolution**

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 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	18	78,92,837	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>72</b>	<b>80,60,260</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / ~~Abstain from Voting:~~**

Particulars	Number of members	Number of votes
Remote e-voting	0	0
Poll	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.



# Arun Gupta & Associates

## *Company Secretaries*

### ITEM NO. 3: Ordinary Resolution

To appoint M/s G.C Agrawal & Associates, Chartered Accountants, Delhi (FRN 017851N) as Statutory Auditors of the Company and to fix their remuneration

**(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	18	78,92,837	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>72</b>	<b>80,60,260</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / ~~Abstain from Voting:~~**

Particulars	Number of members	Number of votes
Remote e-voting	0	0
Poll	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 4: Special Resolution**

Re-appointment of Mr. Anil Goyal, Managing Director 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	18	78,92,837	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>72</b>	<b>80,60,260</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / ~~Abstain from Voting:~~**

Particulars	Number of members	Number of votes
Remote e-voting	0	0
Poll	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been **passed with requisite majority.**



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 5: Ordinary Resolution**

Subscription of Rights Issue of Equity Shares of Taurus Asset Management Company Limited

**(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	10	34,373	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>64</b>	<b>2,01,796</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / \*Abstain from Voting:**

Particulars	Number of members	Number of votes
Remote e-voting	8*	78,58,464
Poll	1	5
<b>Total</b>	<b>9</b>	<b>78,58,469</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 5** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 6: Ordinary Resolution**

Purchase of Equity Shares of Taurus Asset Management Company Limited held by RRB Securities Limited

**(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	10	34,373	100 %
Poll	54	1,67,423	100 %
<b>Total</b>	<b>64</b>	<b>2,01,796</b>	<b>100 %</b>

**(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	0	0	0%
Poll	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**(iii) Invalid Votes / \*Abstain from Voting:**

Particulars	Number of members	Number of votes
Remote e-voting	8*	78,58,464
Poll	1	5
<b>Total</b>	<b>9</b>	<b>78,58,469</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 6** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.





# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 7: Ordinary Resolution**

Purchase of Property from HB Estate Developers Limited

**(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	10	34,373	100%
Poll	52	1,67,373	99.97 %
<b>Total</b>	<b>62</b>	<b>2,01,746</b>	<b>99.97 %</b>

**(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	0	0	0%
Poll	2	50	0.03 %
<b>Total</b>	<b>2</b>	<b>50</b>	<b>0.03 %</b>

**(iii) Invalid Votes / \*Abstain from Voting:**

Particulars	Number of members	Number of votes
Remote e-voting	8*	78,58,464
Poll	1	5
<b>Total</b>	<b>9</b>	<b>78,58,469</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 7** of the Notice of the AGM dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.



# Arun Gupta & Associates

*Company Secretaries*

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- 9.) I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the shareholders of the Company to record the assent or dissent received, duly mentioning the particulars of name, address, folio number or client ID/DP ID of the members, number of shares held by them, nominal value of such shares.
- 10.) I shall arrange to hand over these records to the Company Secretary of the Company for safe keeping after the Chairman considers, approves and signs the minutes.
- 11.) The results of the Voting be declared by the Chairman or any other person authorized by the Chairman.

Thanking you  
Yours faithfully

For Arun Gupta & Associates




**Arun Kumar Gupta**  
(Scrutinizer)  
Membership No. 21227  
C.P. No. 8003


Counter signed by




**(Chairman of the Meeting)**

Place: New Delhi  
Date: 27.09.2017

Witnesses:

1)  \_\_\_\_\_

Name: Reema Miglani  
Address: 192, Dr. Mukherjee Nagar,  
New Delhi-110009

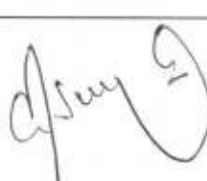
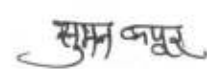
2)  \_\_\_\_\_

Name: Monika Mannan  
Address: D-177, Peera Garhi Camp  
New Delhi-110056

# Arun Gupta & Associates

## Company Secretaries

Details of witnesses to the process of Polling conducted at the 22nd Annual General Meeting of HB Portfolio Limited held on Tuesday, 26<sup>th</sup> September, 2017 at 03.00 P.M. at GIA House, I.D.C Mehrauli Road, Opp. Sector -14, Gurugram – 122 001 (Haryana)

Name & Address	Folio No. / DP ID / Client ID	Signature
M. S. SHARMA X-11, Second Floor, Green Park (Main) New Delhi 110016	0 444 335	
SUMAN KAPOOR 251/2/1A Malinos Bhula Mathi Nagar Shahdara Delhi	0 418 713	

For Arun Gupta & Associates




**Arun Kumar Gupta**  
(Scrutinizer)

Membership No. 21227  
C.P. No. 8003

Place: New Delhi

Date: 27/09/2017