



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

Tel: 0124-4675500, Fax: 0124-4370985

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

CIN: L67120HR1994PLC034148

NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (**the "Act"**) including General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 6, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, that the resolution(s) appended below are proposed to be passed by the members of **HB Portfolio Limited** ("**the Company**") as an Ordinary Resolution/ Special Resolution as the case may be through postal ballot by way of remote e-voting process ("**e-voting**") only.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only. If the e-

mail address is not registered with the Company/Depositories, the shareholders are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has engaged National Securities Depository Limited ('NSDL') to provide e-voting facility to its Member. The e-voting facility is available at the link www.evoting.nsdl.com from 9.00 hours IST on Monday, 7th March, 2022 up to 17.00 hours IST on Tuesday, 5th April, 2022.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board has appointed Ms. Jaya Yadav (Membership No. F10822, CP No. 12070), Proprietor, M/s Jaya Yadav & Associates, Company Secretaries or falling her Ms. Divya Shukla (Membership No. D/4694/2020), Practicing Advocate, White Span Advisory as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman of the Company or any other person authorised by him after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours from the end of E-voting upon receipt of report of the Scrutinizer and communicated to BSE Limited & NSDL and shall also be displayed on the Company's website at www.hbportfolio.com

In the event, the proposed resolution(s), as set out herein below, are assented to by Members by means of remote e-voting, it shall be deemed to be passed on the last day of e-voting as if the same would have been passed at a General Meeting of the Members convened in that behalf.

An Explanatory Statement pertaining to the said resolution(s) setting out the material facts and the reasons thereof is annexed to this notice ("Postal Ballot Notice") for your consideration.

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER & APPROVE RE-APPOINTMENT OF MR. ANIL GOYAL AS MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the resolution passed by the Board of Directors in their meeting held on 08th February, 2022 and subject to the provisions of Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Anil Goyal (DIN: 00001938) as the Managing Director being the Key Managerial Personnel (KMP) of the Company, for a further period of five (5) years with effect from 20th February, 2022 to

19th February, 2027 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

RESOLVED FURTHER THAT Mr. Anil Goyal, Managing Director shall not be liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

TO APPROVE PAYMENT OF REMUNERATION TO MR. ANIL GOYAL AS MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the resolution passed by the Board of Directors in their meeting held on 08th February, 2022 and subject to the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for payment of remuneration to Mr. Anil Goyal (DIN: 00001938) as Managing Director of the Company for a period of 3 (three) years with effect from 20th February, 2022 to 19th February, 2025, as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN:L67120HR1994PLC034148
Phone: 0124-4675500
Website: www.hbportfolio.com
Place: Gurugram, Haryana
Date: 22nd February, 2022

**By Order of the Board of Directors
For HB Portfolio Limited**

Sd/

**Ajay Kumar Mohanty
Company Secretary
Membership No: FCS-7133**

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with rules made thereunder, stating all material facts and reasons thereof for the proposal are annexed hereto and forms part of this postal ballot notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all members whose email addresses are registered with Company's Registrar and Share Transfer Agent /Depository Participant(s) as on Friday, 4th March, 2022 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India.
3. If the e-mail address is not registered with the Company/Depositories, you may register the same to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by sending a request at evoting@nsdl.co.in
4. Members may note that the Postal Ballot Notice will also be available on the website of the Company i.e. www.hbportfolio.com, the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") i.e. <https://nsdl.co.in> .
5. Voting rights of each Member shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date which is on Friday, 4th March, 2022 and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India, the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, 4th March, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution(s).
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by National Securities Depository Limited (hereinafter referred to as "NSDL"). The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. Once the vote on a resolution is cast by the members, the shareholder shall not be allowed to change it subsequently or cast the vote again.
9. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, 4 th March, 2022 17:00 hours IST
Commencement of voting	Monday, 7 th March, 2022 09:00 hours IST
End of voting	Tuesday, 5 th April, 2022 17:00 hours IST

The e-Voting module will be disabled by the Service provider i.e. NSDL after 17:00 hours IST on Tuesday, 5th April, 2022.

10. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, 5th April, 2022 as if the same had been passed at a General Meeting of the Members convened in that behalf.
11. The assent or dissent received from the Members after the last date and time of e-voting i.e. 17:00 hours IST on Tuesday, 5th April, 2022 shall be treated as if reply from the Member has not been received.
12. All the relevant documents will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the last date for receipt of votes by postal Ballot/e-voting.
13. On account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a. For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email either to the Company by writing an email at corporate@hbportfolio.com or to M/s RCMC Share Registry Private Limited, Registrar & Share Transfer Agent of the Company at investor.services@rcmcdelhi.com. The members shall provide the following information in the email–
Full Name, No of shares held,
Folio Number (if shares held in physical) and PAN,
Share certificate number (if shares held in physical),
DP ID & Client ID (if shares are held in demat),
Email id to be registered and Mobile No.
 - b. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to corporate@hbportfolio.com / investor.services@rcmcdelhi.com.
 - c. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. investor.services@rcmcdelhi.com.
 - d. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Hindi language).
15. Members can also contact Mr. Ajay Kumar Mohanty, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - HB House, Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram, Haryana-122001, Email id: corporate@hbportfolio.com, Phone number +91 0124-4370951.

16. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by National Securities Depository Limited (hereinafter referred to as "NSDL"). The instructions for electronic voting are given in this Notice. E Voting will commence on Monday, 7th March, 2022 at 9:00 hours IST and will end on Tuesday, 5th April, 2022 at 17:00 hours IST. E-Voting shall not be allowed beyond the said time and date.
17. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.
18. Dispatch of the Notice shall be deemed to be completed on the day on which Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.

19. VOTING THROUGH ELECTRONIC MEANS/INSTRUCTIONS FOR E-VOTING

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s), is given below:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider

	<p>i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119428 then user ID is 119428001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jayayadav@whitespan.in/divya@whitespan.in (e-mail ID of Scrutinizer) with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporate@hbportfolio.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporate@hbportfolio.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN:L67120HR1994PLC034148
Phone: 0124-4675500
Website: www.hbportfolio.com
Place: Gurugram, Haryana
Date: 22nd February, 2022

**By Order of the Board of Directors
For HB Portfolio Limited**

Sd/

**Ajay Kumar Mohanty
Company Secretary**

Membership No: FCS-7133

Explanatory Statement
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item Nos. 1 & 2

- (i) Mr. Anil Goyal is a Merit holder and Fellow Member of the Institute of Chartered Accountants of India (ICAI). He has expertise of over three decades in the field of finance, taxation, investment, banking, corporate restructuring and strategic planning. He has been serving the Company/group companies for the last 32 years. Mr. Anil Goyal was re-appointed as Managing Director of the Company for a period of 5 (five) years with effect from 20th February, 2017 to 19th February, 2022.
- (ii) Pursuant to the provisions of Section 196, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination & Remuneration Committee, in their meeting held on 08th February, 2022 has considered and approved re-appointment of Mr. Anil Goyal, Managing Director being the Key Managerial Personnel (KMP) of the Company for further period of 5 (five) years with effect from 20th February, 2022 to 19th February, 2027.
- (iii) After taking in to consideration the benchmark of remuneration drawn by similar professionals in the industry, the Board of Directors on the recommendation of the Nomination & Remuneration Committee, in their meeting held on 08th February, 2022 has approved the following revised remuneration for a period of 3(three) years i.e. from 20th February, 2022 to 19th February, 2025.

a) BASIC SALARY

Rs. 4,35,000/- (Rupees Four Lakhs Thirty Five Thousand only) per month.

b) PERQUISITES

HOUSING

- a. The expenditure by the company on hiring accommodation for the Managing Director will be subject to a ceiling of 60% of the basic salary of the Managing Director, or
- b. In case the accommodation provided to the Managing Director is owned by the Company, the company shall deduct 10% of the basic salary of the Managing Director, or
- c. In case no accommodation is provided by the company to the Managing Director, House Rent Allowance @ 60% shall be paid by the company to the Managing Director.

c) MEDICAL REIMBURSEMENT

Expenses incurred for self and family subject to a ceiling of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) in a year.

d) LEAVE TRAVEL CONCESSION

Expenses incurred for self and family subject to a ceiling of Rs. 3,00,000/- (Rupees Three Lakhs only) in a year.

e) CLUB FEES

Fees of clubs, subject to a maximum of two clubs. However, admission and life membership fees shall not be allowed.

f) PERSONAL ACCIDENT INSURANCE

Premium subject to a maximum of Rs. 10,000/- (Rupees Ten Thousand only) per annum.

g) PROVIDENT FUND

Company's contribution towards Provident Fund, subject to a ceiling, as prescribed under the provisions of law applicable in this regard.

h) SUPERANNUATION FUND/NATIONAL PENSION SCHEME

Company's contribution towards superannuation fund/National Pension Scheme upto Rs. 1,00,000/- (Rupees One Lakh only) per annum.

i) GRATUITY

Half month's basic salary for each completed year of service on the basis of last basic salary drawn.

j) CAR AND TELEPHONE

The Company shall provide car for use on company's business and telephone at the residence of the Managing Director. However, personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

k) LEAVE

Earned / Privilege leave, not exceeding one month for every eleven months of service, on full salary and allowance.

l) ACCUMULATED LEAVE ENCASHMENT

In accordance with the policy of the Company, leaves accumulated and not availed of, in excess of 90 days as at the end of every financial year shall be encashed yearly on the basis of basic salary drawn as at the end of the said financial year and the balance unencashed accumulated leaves may be encashed at the time of ceasing to be Managing Director of the Company.

m) Apart from the aforesaid salary, perquisite, allowances and benefits, the Managing Director will be entitled to reimbursement of expenses incurred in connection with business of the company.

n) No sitting fees will be paid to the Managing Director for attending the meetings of the Board of Directors of the company or committees thereof.

The aforesaid remuneration has been approved by the Board of Directors of the Company for a period of 3 (three) years w.e.f 20th February, 2022 till 19th February, 2025 which may be increased upto 15% per annum in each of the second and third year. If for any reasons, the remuneration is not increased in the second year then it may be carried forward to the third year and the remuneration may be increased upto 30% in the third year.

The aforesaid remuneration shall be payable as minimum remuneration to the Managing Director in the event of absence/inadequacy of profits in any financial year, subject to the overall ceilings laid down in Schedule V of the Companies Act, 2013.

Mr. Anil Goyal who is also the Managing Director of HB Leasing & Finance Co. Ltd. shall not draw any remuneration from HB Leasing & Finance Co. Limited so long as he draws remuneration from HB Portfolio Limited.

iv) The appointment may be terminated by three months' notice on either side or in lieu thereof three months full salary, allowances, perquisites and benefits.

The Board of Directors therefore recommends the resolution as set out in Item no. 1 and 2 of the notice for approval of members of the Company by way of an Ordinary Resolution and Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Goyal is concerned or interested, financially or otherwise, in the said resolutions.

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001

CIN:L67120HR1994PLC034148

Phone: 0124-4675500

Website: www.hbportfolio.com

Place: Gurugram, Haryana

Date: 22nd February, 2022

**By Order of the Board of Directors
For HB Portfolio Limited**

Sd/

**Ajay Kumar Mohanty
Company Secretary**

Membership No: FCS-7133

ANNEXURE-A

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided herein below.

Name of the Director	Mr. Anil Goyal
Directors Identification Number (DIN)	00001938
Designation	Managing Director
Date of Birth	22nd February, 1959
Date of proposed Re-appointment	19th February, 2022
Nationality	Indian
Qualifications	B.Com and Fellow member of ICAI (FCA)
Profile/ Expertise in Specific functional Areas	Mr. Anil Goyal, Managing Director is a fellow member of the Institute of Chartered Accountants of India (ICAI). He brings with him more than three decades of expertise in the fields of finance, taxation, investment banking, corporate restructuring and strategic planning.
List of Directorship in other entities (As on 31st Jan, 2022)	<ol style="list-style-type: none">1. HB Stockholdings Limited2. HB Estate Developers Limited3. HB Leasing & Finance Co. Limited4. HB Securities Limited5. HB Corporate Services Limited6. RRB Securities Limited7. Mount Finance Limited8. Taurus Investment Trust Company Ltd.9. Bhasin Investments Limited10. HB Financial Consultants Pvt. Ltd.11. HBB Properties Pvt. Ltd.12. R.R.B. House Finance Pvt. Ltd.
Membership of Committee of the Board in other Listed entities. (As on 31st Jan, 2022)	<u>Audit Committee</u> <ol style="list-style-type: none">1. HB Stockholdings Limited (Member)2. HB Estate Developers Ltd. (Member) <u>Stakeholders Relationship Committee</u> <ol style="list-style-type: none">1. HB Stockholdings Limited (Member)2. HB Estate Developers Ltd. (Member)3. HB Leasing & Finance Co. Limited (Member)

	<u>Nomination & Remuneration Committee</u> 1. HB Estate Developers Ltd. (Member) <u>CSR Committee</u> 1. HB Stockholdings Limited (Member) 2. HB Estate Developers Ltd. (Member)
Shares held by the Director	NIL
Whether related to any Board Members of the Company	No
Terms & Conditions of Re-appointment	As mentioned in the proposed resolution & explanatory statement
Number of meetings of the Board attended during the financial year	5 out of 5

The Additional disclosures mentioned in Para (B) (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as under:

I. GENERAL INFORMATION:

(1)	Nature of Industry	Financial Services	
(2)	Date or expected date of Commencement of Production	Existing Company. The Company is not engaged in any manufacturing activities.	
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	Not Applicable	
(4)	Financial Performance	(Rs. in Lakhs)	
	Particulars	Nine months ended 31-12-2021 (Un-Audited)	2020-21 (Audited)
	Total Sales and other Income	76.91	647.58
	Profit before Depreciation, Interest & Tax	(63.55)	(33.67)
	Provision for Depreciation	8.08	7.78
	Interest	1.22	0.05

	Provision for Taxation	1.76	(6.50)
	Net Profit	(74.61)	(28.50)
	Other Comprehensive Income	4339.05	2169.9
	Total Comprehensive Income	4264.44	2141.40
	Net Worth	17339.69	13152.73
(5)	Foreign Investments or collaborators, if any.	The Company has no foreign investments or foreign collaborations.	

II. INFORMATION ABOUT THE APPOINTEE:

(1)	Background details	Mr. Anil Goyal is a Chartered Accountant with nearly thirty nine years of experience in the field of finance, taxation, investment, banking, corporate restructuring and strategic planning.
(2)	Past remuneration	Rs. 80.00 Lakhs for the period from 01st April, 2020 to 31st March, 2021.
(3)	Recognition or awards	None
(4)	Job profile and his suitability	Being top level position, the job profile essentially requires a leader who is innovative, self-motivated and result oriented. Mr. Anil Goyal being an expert in finance and taxation , investment, banking, corporate restructuring and strategic planning with his vast experience is most suitable for the job.
(5)	Remuneration proposed	As mentioned in the Explanatory statement.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	Though the exact latest data of the comparative profile with remuneration of CEO/MD/Key Managerial Personnel of Financial Services Companies is not available, generally the CEO's/MDs/Key Managerial Personnel of financial services/NBFC Companies of comparable status are receiving remuneration above Rs. 150 lakhs per annum.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He does not have any other pecuniary relationship with the Company nor is he related to or has pecuniary relationship with any of the Directors of the Company.

III. OTHER INFORMATION:

(1)	Reasons of loss or inadequate profits	The Divestment / Investment activity of the Company was curtailed due to extreme volatile market conditions.
(2)	Steps taken or proposed to be taken for improvement	<p>The process of improving the profitability is an ongoing process which shall be adhered to by taking the following steps:-</p> <ul style="list-style-type: none">• Professionalise the management of operations.• Additional recruitment of staff in areas of investment management, research, operations and new business development.• Review current HR & compensation policies and bring them in line with market practice.• Review and modify current accounting and investment management systems, processes and controls as well as the IT systems supporting them.• Reduce concentration risk of the investment portfolio, exit from all non remunerative investments except where there is a strategic intent and also appoint professional outside money managers for a part of the portfolio to inject competition and external benchmarking.
(3)	Expected increase in productivity and profits in measurable terms.	Increased return on the Investment Portfolio leading to enhanced Stakeholder's value.

IV. DISCLOSURES:

Remuneration payable to Mr. Anil Goyal, Managing Director of the Company has been disclosed in the commencing paragraph of Explanatory Statement.

Except Mr. Anil Goyal, Managing Director, none of the other Directors and Key Managerial Personnel (KMP) or their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the Resolution(s) enumerated in the Notice for the approval of the members.

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN:L67120HR1994PLC034148
Phone: 0124-4675500
Website: www.hbportfolio.com
Place: Gurugram, Haryana
Date: 22nd February, 2022

**By Order of the Board of Directors
For HB Portfolio Limited**

Sd/

**Ajay Kumar Mohanty
Company Secretary
Membership No: FCS-7133**