

HB PORTFOLIO LIMITED

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Website : www.hbportfolio.com, CIN : L67120HR1994PLC034148

April 07, 2022

Listing Centre

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

Company Code: 532333

Sub: Proceedings of Postal Ballot

Dear Sir/Madam,

With reference to the captioned subject and in continuation of our letter dated April 06, 2022 in respect of submission of results of postal ballot, we are enclosing herewith certified copy of the proceedings of postal ballot in respect of resolutions set out in the notice of postal ballot dated February 22, 2022.

This is for your information & record.

Thanking you,

Yours truly,

For HB Portfolio Limited

**Ajay Kumar Mohanty
Company Secretary & Compliance Officer**



CERTIFIED COPY OF THE MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF HB PORTFOLIO LIMITED DURING 7TH MARCH, 2022 TO 5TH APRIL, 2022, RESULTS OF WHICH WERE DECLARED ON 6TH APRIL, 2022.

Pursuant to provisions of 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, the postal ballot notice was issued to all the members whose names appeared on the Register of members as on the cut-off date i.e. 04th March, 2022 for seeking their approval by passing requisite resolution(s). In accordance with the MCA Circulars, the Company sent the Postal Ballot Notice in electronic form only. Accordingly, the communication of assent or dissent of the members took place through the remote e-voting system only. The dispatch of said notice was completed on 05th March, 2022 and advertisement in this regard was published on 07th March, 2022 in Business standard (English & Hindi edition). The remote e-voting period commenced on Monday, 07th March, 2022(09:00 hours) and ended on Tuesday, 5th April, 2022(17:00 hours).

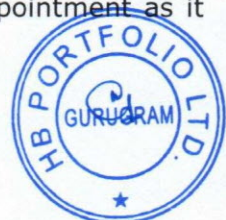
Ms. Jaya Yadav (Membership No. F10822, CP No. 12070), Proprietor, M/s Jaya Yadav & Associates, Company Secretaries was appointed as the scrutiniser for conducting the postal ballot process in a fair and transparent manner by the Board of Directors of the Company. The Scrutiniser after carrying out the scrutiny of votes casted electronically submitted her report on 06th April, 2022.

Following resolutions have been passed with requisite majority.

ITEM NO. 1: ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. ANIL GOYAL AS MANAGING DIRECTOR OF THE COMPANY

"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.

Result of Voting through postal ballot by way of remote e-voting was as follows.

i. Votes in favor of the resolution

Mode	Number of Members Voted	No. of Votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	172	66,65,270	99.9048
Total	172	66,65,270	99.9048

ii. Votes against the resolution

Mode	Number of Members Voted	No. of Votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	13	6,353	0.0952
Total	13	6,353	0.0952

iii. Invalid Votes

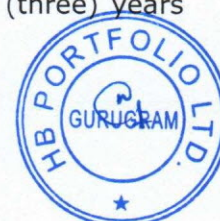
Mode	Number of Members Voted	No. of Votes Cast
Postal Ballot (Remote e-voting)	NA	NA
Total	NA	NA

RESOLVED FURTHER THAT on the basis of the aforesaid results, the resolution be and is hereby passed with requisite majority."

ITEM NO. 2: SPECIAL RESOLUTION

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

"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."

Result of Voting through postal ballot by way of remote e-voting was as follows.

i. Votes in favour of the resolution

Mode	Number of Members Voted	No. of Votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	168	66,65,166	99.9034
Total	168	66,65,166	99.9034

i. Votes against the resolution

Mode	Number of Members Voted	No. of Votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	16	6,442	0.0966
Total	16	6,442	0.0966

ii. Invalid Votes

Mode	Number of Members Voted	No. of Votes Cast
Postal Ballot (Remote e-voting)	NA	NA
Total	NA	NA

RESOLVED FURTHER THAT on the basis of the aforesaid results, the resolution be and is hereby passed with requisite majority."



CHAIRMAN