



HB STOCKHOLDINGS LTD.

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : corporate@hbstockholdings.com
Website : www.hbstockholdings.com, CIN No. L65929HR1985PLC033936

HBSH/2018

Dated 24th August 2018

The General Manager (Listing) BSE Limited, Pheeroze Jee Jee Bhoy Towers, Dalal Street, Fort, Mumbai – 400 001	The Vice President, National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (East) MUMBAI – 400 051
Company Code-532216	Stock Code HBSL

Sub: 31st Annual General Meeting of the Company

Dear Sir/Madam,

We wish to inform that the 31st Annual General Meeting of the members of the Company will be held on Thursday, the 27th September, 2018 at 11.00 A.M at GIA House, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram – 122 001, Haryana.

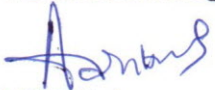
In compliance to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Reg 2015 read with Part A para A of Schedule III of the SEBI Listing Regulations, we are pleased to enclosed the following:-

- 1.) Notice of the 31st AGM with Explanatory Statement
- 2.) Proxy Form and Attendance Slip
- 3.) Route Map of GIA House for AGM Venue

The above documents in respect of 31st AGM is also available at the web site of the Company at **www.hbstockholdings.com**

You are requested to take the above information on record.

Thanking you,
Yours Faithfully,
For HB Stockholdings Limited


Anil K Mittal
(Company Secretary)



Encl: As above

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF HB STOCKHOLDINGS LIMITED WILL BE HELD AS FOLLOWS:

(Note: The Company is providing facility for voting by electronic means and the business of this meeting may be transacted through electronic voting system.)

Day : Thursday
Date : 27th September, 2018
Time : 11.00 A.M
Place : GIA House, I.D.C., Mehrauli Road,
Opp. Sector 14, Gurugram - 122 001 (Haryana)

(Please see Route Map of venue provided in this Annual Report)

to transact the following business(es):

AS ORDINARY BUSINESS

1. To receive, consider and adopt;
 - a. the Audited Financial Statements of the Company for the Financial year ended 31st March 2018 and the Reports of the Board of Directors' and Auditors' thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2018
2. To appoint a Director in place of Mr. Anil Goyal (DIN: 00001938) who retires by rotation and being eligible offers himself for re-appointment.
3. **To consider, and it thought fit, to pass following Resolution as an Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s G C Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 017851N) be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of one year commencing from the conclusion of the 31st Annual General Meeting of the Company until the conclusion of the next Annual General Meeting on such remuneration plus taxes as may be applicable, to be fixed by the Board of Directors of the Company."

**By the order of the Board
FOR HB STOCKHOLDINGS LIMITED**

**Sd/-
ANIL KUMAR MITTAL
COMPANY SECRETARY
M. No. FCS 2360**

Place : Gurugram
Dated : 25th May, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER, A PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2018 to 27th September, 2018 (Both days inclusive).
3. **Shareholders of the Company holding shares in physical form are requested to convert their holdings into Demat Form.**
4. **Shareholders of the Company are requested to provide / update their e mail ID with their Depository Participant (DP) / Registrar & Share Transfer Agent (RCMC Share Registry Private Limited) for communication purposes.**
5. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 Dated April 20, 2018 all listed companies have to ensure that any payment of Dividend to the Shareholders is made through electronic channels such as NECS/NEFT/ RTGS. In view of the above, the Company hereby requests you to:
Update your Bank Account details with your Depository Participant (DP) to avoid any kind of rejection by the banker;
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are,

therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely, RCMC Share Registry Pvt. Ltd. New Delhi.

7. Members/Proxies should bring Attendance Slips duly filled in for attending the meeting.
8. Corporate Members are requested to send a duly Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Shareholders seeking any information with regard to Financial Statements are requested to write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
10. Members are requested to:
 - (a) Notify any change in their residential / postal address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely,
RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor,
Okhla Industrial Area, Phase-II,
New Delhi – 110 020
Phone: 011 – 26387320, 26387321,
Fax: 011 - 26387322
E-mail: investor.services@rcmcldhi.com
 Members whose shareholding is in electronic mode are requested to direct change of address to their respective Depository Participants.
 - (b) Bring their copies of Annual Report with them at the meeting as the same will not be supplied again as a measure of economy.

11. The Company is implementing the "Green Initiative" to enable electronic delivery of Notices / Documents and Annual Reports to the Shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL / CDSL will be deemed to be your registered email address for serving Notices / Documents including those covered under Section 136 of the Companies Act, 2013. The Notice of Annual General Meeting and the copies of Audited Financial Statements, Director's Report, Auditors Report etc. will also be displayed on the website of the Company, www.hbstockholdings.com and also on the website of Stock Exchange(s), www.bseindia.com and www.nseindia.com

The Members holding Shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding Shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned in 10 (a) above quoting their folio number(s).

Copies of the Annual Report are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report including Attendance Slip and Proxy Form are being sent by the permitted mode.

12. Voting through Electronic means:

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes by electronic means on all the resolutions proposed to be considered in this Annual General Meeting from a remote location ("Remote e-voting").
- (ii) The Company has engaged the services of Karvy Computershare Pvt. Ltd. ("Karvy") to provide the facility of Remote e-voting.
- (iii) The facility for voting through Physical Ballot Papers shall be made available at the meeting and members attending the meeting, who have not already cast their vote by Remote e-voting shall be able to exercise their right to vote at the meeting through Ballot Papers.
- (iv) The e-voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company. Members of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2018, may cast their vote by remote e-voting / at the meeting.
- (v) Any person who acquires Shares of the Company and becomes member of the Company after dispatch of the Notice and holding Shares as on the cut-off date i.e. 20th September, 2018 may obtain the login Id and password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.



- (vi) **The Remote e-voting period commences on Monday 24th September, 2018 (09.00 A.M) and ends on Wednesday 26th September, 2018 (05.00 P.M). The Remote e-voting module shall be disabled by Karvy for voting thereafter.**
- (vii) Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by Remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (viii) Mr. Pramod Prakash Agarwal (Membership No. F-4955; C.P. No.10566), Company Secretary in Whole-time Practice has been appointed as the Scrutinizer to scrutinize the remote e-voting & polling process in a fair and transparent manner. Mr. S R Sharma, Practicing Company Secretary has been appointed as the Alternate Scrutinizer in the event Mr. Pramod Prakash Agarwal fails to discharge his duties on the designated date due to any reason whatsoever.
- (ix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith upon submission of the Scrutinizer's Report.
- (x) The Company shall submit to the BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE), within forty eight hours of the conclusion of the Meeting, details regarding the voting results in the prescribed format. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company, www.hbstockholdings.com and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of results.
- (xi) In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website, <https://evoting.karvy.com> or call their Toll Free No. 1800-345-4001 for any further clarification.
- (xii) The instructions for availing the Remote e-voting facility indicating the process and manner of e-voting are given as hereunder:-
- **In case a Member receives Notice through e-mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (b) Enter the login credentials (i.e. User ID and Initial Password provided by Karvy in e-mail). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for HB Stockholdings Limited.
 - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned in voting slip. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - **In case a Member receives Notice in physical form [for Members whose email IDs are not registered with the Company / Depository Participants]:**
 - (a) User ID and Initial Password as given in the e-voting notice sent along with the Annual Report.
 - (b) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: fcs.ppa@gmail.com with a copy to Karvy at e-mail ID: evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
13. All documents referred to in this Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.00 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
15. Details of Director's seeking Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the Notice.

**PROFILE OF DIRECTORS SEEKING REAPPOINTMENT IN THE ENSUING AGM
(Please Refer Item no.2 of the Notice of the AGM)**

Name of the Director	Mr. Anil Goyal
DIN	00001938
Date of Birth	22 nd February 1959
Qualification(s)	B Com FCA
Brief Resume & Expertise in specific functional areas	A Fellow member of the Institute of Chartered Accountants of India with expertise in the fields of Finance, taxation, investment banking, corporate restructuring and strategic planning. He has good experience of Corporate and Legal matters including SEBI related Laws.
Other Listed Companies in which directorship held as on 31.3.2018	HB Portfolio Limited- Managing Director HB Leasing & Finance Co Ltd- Managing Director HB Estate Developers Ltd – Director Chairman Director
Chairmanship / Membership of the Committees of the Board as on 31.3.2018 of Listed entities	Member in HB Stockholdings Ltd • Audit Committee • Stakeholders Relationship Committee • CSR Committee Member in HB Portfolio Limited • Stakeholders Relationship • CSR Committee Member in HB Estate Developers Limited • Stakeholders Relationship • CSR Committee Member in HB Leasing & Finance Co. Limited • Stakeholders Relationship
Shareholding of the Director as on 31.03.2018	NIL
Whether related to any Board members of the Company	No

By the order of the Board
FOR HB STOCKHOLDINGS LIMITED

Sd/-
ANIL KUMAR MITTAL
COMPANY SECRETARY
M. No. FCS 2360

Place : Gurugram
Dated : 25th May, 2018



HB STOCKHOLDINGS LIMITED

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L65929HR1985PLC033936
 Name of the Company : HB Stockholdings Limited
 Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram - 122 001 (Haryana)
 Name of the Member(s) :
 Regd. Address :
 Email Id :
 Folio No./Client Id :
 DP Id :

I/We, being the member(s) of Shares of the above named Company, hereby appoint:

- 1) Name.....Address.....
Email.....Signature.....or failing him
- 2) Name.....Address.....
Email.....Signature.....or failing him
- 3) Name.....Address.....
Email.....Signature..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st ANNUAL GENERAL MEETING of the Company to be held on **Thursday, the 27th day of September 2018 at 11:00 A.M. at GIA HOUSE, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram - 122 001, Haryana** and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the financial year ending March 31, 2018 and the report of Board of Directors and Auditors' thereon.
2. Re-appointment of Mr. Anil Goyal (DIN: 00001938), who retires by rotation and being eligible offers him self for appointment, as Director of the Company.
3. Re-appointment of M/s. G.C. Agarwal & Associates, Chartered Accountants, Delhi as the Statutory Auditors of the Company for a term of One (1) year and authorise the Board to fix their remuneration.

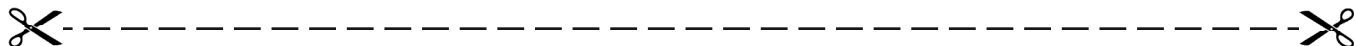
Signed this _____ day of _____, 2018

Signature of the Shareholder _____ Signature of Proxyholder(s) _____

Affix
Rupee 1/-
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



HB STOCKHOLDINGS LIMITED

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

Day : **Thursday**
 Time : **11.00 A.M., 27th day of September, 2018**
 Place : **GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurugram - 122 001, Haryana**

FULL NAME OF THE FIRST SHAREHOLDER.....

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)

I/We hereby record my/our presence at the 31st Annual General Meeting held on **Thursday, 27th day of September, 2018 at 11.00 A.M.** at GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurugram - 122 001, Haryana

Folio No. / DP-Id :

Client-Id :

No. of Shares :

Signature(s).....

Members may please note that the Auditorium Authorities do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.

ROUTE MAP OF GIA HOUSE

