

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/2016

Dated 28th July 2016

The General Manager (Listing) Bombay Stock Exchange 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) <u>MUMBAI – 400 051</u>
Company Code-532216	<u>Stock Code HBSTOCK</u>

Sub: 29th Annual General Meeting of the Company

Dear Sir/Madam,

We wish to inform that the 29th Annual General Meeting of the members of the Company will be held on Wednesday, the 7th September, 2016 at 11.00 A.M at GIA House, I.D.C. Mehrauli Road, Opp. Sector 14, Gurgaon – 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 29th AGM with Explanatory Statement
- 2.) E Voting Notice with Instructions of Voting
- 3.) Proxy Form and Attendance slip
- 4.) Route Map of the Meeting Venue

The above documents in respect of 29th 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 29TH 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 : Wednesday
Date : 7th September, 2016
Time : 11.00 A.M
Place : GIA House, I.D.C., Mehrauli Road,
Opp. Sector 14, Gurgaon - 122 001 (Haryana)
 (Please see route map 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 2016 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 2016
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 in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with underlying rules viz. Companies (Audit and Auditors) Rules 2014, as may be applicable and pursuant to the Resolution passed by the members at the previous Annual General Meeting, M/s P Bholusaria & Co. Chartered Accountants, (Firm Registration No: 000469 N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the Conclusion of this Meeting i. e Twenty Ninth Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting of the Company, on a remuneration inclusive of service tax and such other taxes and reimbursement of all out of pocket expenses in connection with the Audit of Accounts of the Company to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in connection with the audit of the accounts of the Company for the year ended March 2017."

AS SPECIAL BUSINESS

4. **Alteration in the Nomenclature of the Main Objects, Objects Incidental or Ancillary and Deleting existing clause (s) in Other objects in the Memorandum of Association (MOA) 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 provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby granted as a Special Resolution for alteration of the Memorandum of Association (MOA) of the Company as follows:
 - (a) The words "Clause III (A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION" be replaced with the words "Clause III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"
 - (b) The words "Clause III (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS" be replaced with the words "Clause III (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:"
 - (c) In Sub-clause 25 of Clause III (B) the words "Subject to Section 58A, 292 and 293 of the Act" be replaced with " Subject to Sec 73, 74, 76A, 179 and 180 of the Companies Act, 2013 or any other enactment in force"
 - (d) In Sub clause 26 of Clause III (B) the words " Subject to Sec 293 of the Act," be replaced with " Subject to the provisions of Sec 179 and,180, 185, and 186 of the Companies Act, 2013 or any other enactment in force"
 - (e) In Sub clause 29 of Clause III (B) the words " for political purpose u/s 293A of the Act," with "provisions of Sec 180, 182 &183 of the Companies Act, 2013 or any other enactment in force"
 - (f) the Clause III (C) OTHER OBJECTS of the Memorandum of Association of the Company be deleted altogether
 - (g) The words "Clause IV The liabilities of the members is limited" be replaced with the followings:
 "Clause IV The liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution."
5. **To approve the reappointment of Mr. Vijay Sood, Managing Director and payment of remuneration**
 To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**
"RESOLVED THAT in accordance with the provisions of Sections 196, 197, and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval of the Company be and

is hereby accorded as a Special Resolution, to the re-appointment of Mr. Vijay Sood (DIN 01473455) as the Managing Director of the company for a further period of 2 years w. e. f. 30th April 2016 on the terms and conditions including remuneration set out in the Explanatory Statement accompanying this Notice.

RESOLVED FURTHER THAT the remuneration to the Managing Director as set out in the Explanatory Statement shall be paid as the Minimum Remuneration in the event of absence / inadequacy of profits in any of the financial years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things including the power to settle all questions or difficulties that may arise with regard to the said re-appointment or as may be necessary and incidental in the matter, including seeking the approval, consent, permission(s) from such other authorities, as may be required from time to time."

**By the Order of the Board
 For HB STOCKHOLDINGS LIMITED**

Place : Gurgaon
Date : 28th May, 2016

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

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 FOUR 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. An Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business herein is annexed hereto and form part of this Notice.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from **3rd September, 2016 to 7th September, 2016** (Both days inclusive).
4. 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.
5. Members/Proxies should bring Attendance Slips duly filled in for attending the meeting.
6. 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.
7. 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.
8. Members are requested to:
 - (a) Notify any change in their 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, 26387323
Fax: 011 - 26387322
E-mail: shares@rcmcdelhi.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.
9. 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 8 (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.



10. 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. 31st August, 2016**, 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. 31st August, 2016 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 4th September, 2016 (09.00 A.M) and ends on 6th September, 2016 (05.00 P.M).** The Remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (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. Sukh Raj 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 Bombay Stock Exchange 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 overleaf. 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".
 - (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."
 - 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.
11. 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.
 12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013; 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.
 13. Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] enclosed with the Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the act")

ITEM No. 4

The Company was incorporated in the year 1985 under the Companies Act, 1956. The Memorandum of Association of the Company has since been modified from time to time to enable the Company to pursue new objects in furtherance of its business objective. Presently the Main Objects of the Company comprises of the business of Portfolio Investments in equity shares, preference shares, stocks, debentures, (Convertible and Non-Convertible), Company Deposits, and to deal in Government Securities.

As per the provisions of the Companies Act, 2013, the Memorandum of Association (MOA) of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. It shall also state that the liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the Shares held by them. Further, any provision contained in the Memorandum of Association shall, to the extent to which it is repugnant to the provisions of the Companies Act, 2013, become or be void, as the case may be. Therefore, Other Objects clause mentioned in the Memorandum of Association of the Company is repugnant to the provisions of Memorandum of Association under the Companies Act, 2013. Accordingly, the Board of Directors has decided to alter the existing Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013 by making suitable changes thereto.

An amended copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM No.5

The Board of Directors of the Company in their meeting held on 11th February 2016, on the recommendation of the Nomination and Remuneration Committee, reappointed Mr. Vijay Sood Managing Director of the Company for a period of 2 (Two) years w. e. f. 30-04-2016, including the Remuneration payable to Mr. Vijay Sood and such other terms and conditions as set out hereunder.

The re-appointment and payment of remuneration to Mr. Vijay Sood, the Managing Director requires the approval of the members in the ensuing Annual General Meeting by Special Resolution pursuant to Schedule V of the Companies Act, 2013 read with Section 196, 197 and Sec 198 of the said Act. The terms and conditions of re-appointment of Mr. Vijay Sood as approved by the Board of Directors is as under: -

S. No.	Particulars	Amount in Rs.
1	Basic Salary Rs. 4,68,500X 12	56,22,000
2	Housing Rent Allowance Rs. 242000X12	29,04,000
3	Medical Reimbursement (Annual)	24,000
4	Leave Travel Concession (payable annually)	75,000
	Cost to the Company – per annum	86,25,000

In addition to the remuneration proposed as mentioned herein above, Board of Directors of the Company shall be given an authority by the shareholders, to increase the remuneration payable to Mr. Vijay Sood by a maximum of 15 % per annum in the 2nd year of his tenure.

Mr. Vijay Sood, Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration payable as mentioned herein above:-



- a. Company maintained Car with driver.
- b. Reimbursement of Telephone facility at residence/ Mobile phone
- c. Personal Accident Insurance, annual premium not to exceed Rs. 10,000/-

Other Terms of Re-appointment

1. The appointment may be terminated by either party with 3 months' Notice or payment of 3 months' remuneration in lieu thereof.
2. Reimbursement of expenses incurred during the course of business of the company shall be allowed.
3. Leave with Full pay and allowances in a year as under:-
 - a) Privilege Leave (30 days with accumulation up to 45 days) Accumulated Privilege Leave to be encashed on the basis of last Basic Salary drawn at the time of his ceasing to hold office of Managing Director.
 - b) Medical Leave (10 days, with accumulation up to 30 days) and
 - c) Casual Leave (7 days, no accumulation)
4. No sitting fee will be paid to the Managing Director for attending the Meetings of the Board of Directors or Committees thereof.
5. The above remuneration shall be paid as the minimum remuneration in the event of absence/ inadequacy of profits in any financial year.

The Additional Disclosures as required in Para 1(B) (iv) of Section II of Part I of Schedule V to the Companies Act, 2013 is as under:

I. GENERAL INFORMATION:

1. Nature of Industry	The Company is a NBFC registered with RBI and engaged in the business of financial services sector since the year 2000.	
2. Date or expected date of Commencement of Production	The Company is existing operational listed Company and it is not engaged in any manufacturing activities. The Company is engaged in the business of investments in the shares, stocks & securities and financing of loans and advances.	
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	Re- appointment of Managing Director is in an existing company which is in operation since.	
4. Financial Performance based on given indicators	Information given are hereunder:-	
	(₹ in Lacs)	
	2014-2015	2013-2014
Particulars		
Total Sales and other Income	813.27	1469.06
Profit before Depreciation & Tax	527.11	1134.59
Depreciation	22.28	9.36
Provision for Taxation	5.28	126.43
Exception item (Add)	0.00	0.00
Transfer to Statutory Reserve	99.91	199.76
Surplus –	399.64	799.04
5. Export performance and net foreign Exchange collaborations.	The Company is not engaged in Import and Export trade activity. There is no Foreign Collaboration with any company.	
6. Foreign investments or collaborators, if any	The company has no foreign investments or foreign collaborations. The company does not have any foreign investments or collaboration overseas.	

II. INFORMATION ABOUT THE APPOINTEE

1. Background details	Mr. Vijay Sood holds B A (Hons) Degree in Economics from Delhi University, passed in 1977 and completed MBA from Indian Institute of Management (IIM) Ahmedabad in the year 1979, the premier Business School of India. Mr. Sood is also an Associate Member of Institute of Cost & Works Accounts of India (ICWA) since 1986. He has also completed an Advanced Management Programme from Wharton Business School, USA in 2003. Mr. Vijay Sood brings with him more than 36 years of experience in the fields of funds management, investment banking and corporate finance and has held senior and top management positions in M N Cs and in foreign Banks.
-----------------------	---

2. Past remuneration	Rs. 86,25,000/- per annum.
3. Recognition or awards	Not applicable
4. Job profile and his suitability	Position of Managing Director is a top management level position and job profile essentially requires a dynamic leader who is mature, innovative, self-motivated and result oriented. The appointee for the top Job viz. Managing Director should be a hard core finance professional and who has experience in conceptualizing, planning, directing and implementing business and financial strategies and translates them in long terms business growth.
5. Remuneration proposed	As set out in the explanatory statement forms part of the Notice of the 29 th AGM
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 w. r. t. the country of his origin.)	Though the latest data with the comparative profile with remuneration of the CEO / MD / Key Managerial Personnel of Financial Services Companies was not available, however generally the CEOs/ MDs/ Key Managerial personnel of financial services sector / NBFC Companies of comparable status are generally receiving remuneration over and above Rs.100 lakhs per annum.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Managing Director, the appointee in the Company does not have any other pecuniary relationship with the company and its subsidiary and he is not related to any Director or KMP and has no pecuniary relationship with any of the existing Directors of the company. He does not hold any Equity Shares in the Company and of its subsidiary company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	1. Provisioning requirements under Reserve Bank's Prudential Norms applicable to Non-Banking Financial Companies may Result small reported figures of Profit 2. Losses may sometime occur on account of sudden crash in the stock indices and also on account of losses in the F & O segment due to higher Intra-day volatility in the stock market
2. Steps taken or proposed to be taken for improvement	The company has undertaken a comprehensive review of its investments Portfolio to identify and eliminate the low return yielding and illiquid stocks/ scrip's / securities so as to improve the average return / profitability. All these efforts yielded results and performance of the company improved significantly in the year 2013-2014 and 2014-2015 and company posted significant improvement in its operations.
3. Expected increase in productivity and profits in measurable terms	The aforesaid measures undertaken have boosted performance of the company since last 3-4 years. The performance of the Company improved all round resulting adequate Cash flow and also surplus generated for creation of Statutory Reserve as per the RBI guidelines.

IV. DISCLOSURES

Remuneration payable to Mr. Vijay Sood, Managing Director of the company has been disclosed in the explanatory statement forming part of the Notice.

All elements of Remuneration breakup to all other Directors' of the company are disclosed in the Corporate Governance Report annexed to the Director's Report.

The particulars set out hereinabove may be treated as the abstract of the terms and conditions of re-appointment of Mr. Vijay Sood as Managing Director of the Company, to be sent to the shareholders of the Company under Section 196 of the Companies Act, 2013.

None of the Directors except Mr. Vijay Sood is concerned or interested in this resolution. The Board of Directors' recommends the **Special Resolution** for the approval of the Members.

**By the Order of the Board
For HB STOCKHOLDINGS LTD.**

**Place : Gurgaon
Date : 28th May 2016**

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

PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN THE ENSUING AGM (Please Refer Items: 2 & 5 of the Notice of AGM).

Name of the Director	Mr. Anil Goyal	Mr. Vijay Sood
DIN	00001938	01473455
Date of Birth	22nd February 1959	12th June 1958
Qualification(s)	B Com FCA	B A (Hons) Economics, MBA, IIM (Ahmedabad) AICWA. Advanced Management Programme, Wharton USA
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.	He held Senior and top positions in International Financial House / Banks like ANZ Grindlays, Hong Kong Bank, WI Carr. and brings with him rich experience in funds management, investment banking and corporate finance.
Other Listed Companies in which directorship held as on 31.3.2016	HB Portfolio Limited - Managing Director HB Leasing & Finance Co Ltd. - Managing Director HB Estate Developers Ltd. - Director RRB Securities Ltd. - Director	MPS Limited- Director
Membership of the Committees of the Board as on 31.3.2016	<p>Member in HB Stockholdings Ltd.</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • CSR Committee <p>Member in RRB Securities Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Stakeholders Relationship Committee <p>Member in HB Portfolio Limited</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee • CSR Committee <p>Member in HB Estate Developers Limited</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee • CSR Committee <p>Member in HB Leasing & Finance Co. Limited</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee 	<p>Committee membership in MPS Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • CSR Committee <p>Member in HB Stockholdings Ltd in</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee
Shareholding of Director as on 31.03.2016	Nil	NIL
Whether related to any Board Members of the Company	No	No

By the Order of the Board
For HB STOCKHOLDINGS LTD.

Place : Gurgaon
Date : 28.05.2016

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

 **HB STOCKHOLDINGS LIMITED**

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

Ph: 0124-4675500, Fax: 0124-4370985

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

CIN: L65929HR1985PLC033936

E-VOTING NOTICE

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

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **HB Stockholdings Limited** (“HBSH” or “the Company”) is providing its members the facility to cast their votes by electronic means from a remote location (“Remote e-voting”) in respect of all the resolutions proposed to be considered at the **29th Annual General Meeting scheduled to be held on Wednesday, 07th September, 2016 at 11.00 A.M.**

The Company has engaged the services of **Karvy Computershare Private Limited** (“Karvy”) as the Authorised Agency to provide Remote e-voting facility. The e-voting particulars are set out below:

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

The Remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting : From 09.00 A.M. (IST) on 4th September, 2016

End of Remote e-voting : Up to 05.00 P.M. (IST) on 6th September, 2016

The cut-off date (i.e. the record date) for the purpose of Remote e-voting is 31st August, 2016.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice for the 29th Annual General Meeting scheduled to be held on 7th September, 2016. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.hbstockholdings.com

Please read the instructions printed overleaf before exercising your vote.

**BY ORDER OF THE BOARD
For HB STOCKHOLDINGS LIMITED**

**Sd/-
ANIL KUMAR MITTAL
(Company Secretary)
Membership No.: FCS-2360**

**Place : Gurgaon
Date : 15th July, 2016**

Instructions and other information relating to e-voting are as under:

1. **A. In case a Member receives an E mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). 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.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) 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.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for HB Stockholdings Limited.
 - (vii) 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 overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.
 - (ix) 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.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) 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).
 - (xii) **Corporate I 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 I 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 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."
- B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:**
 - (i) User ID and initial password as provided overleaf.
 - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query 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. 1-800-34-54-001** for any further clarification.
4. The e-voting rights of the Members shall be in proportion to the paid-Up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Wednesday, 31st August, 2016.
5. The Board of Directors has appointed Mr. Pramod Prakash Agarwal (FCS-4950), a Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
7. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the 29th Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.hbstockholdings.com and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of result by the Chairman on passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).



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, Gurgaon - 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 **29th ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, the **07th day of September 2016 at 11:00 A.M. at GIA HOUSE, I.D.C. Mehrauli Road, Opp. Sector 14, Gurgaon - 122001, 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, 2016 and the report of Board of Directors and Auditors' thereon.
2. Re-appointment of Mr. Anil Goyal as Director of the Company.
3. Appointment of M/s. P.Bholusaria & Co. Chartered Accountants, Statutory Auditors and fixing their remuneration.

SPECIAL BUSINESS:

4. Alteration of Nomenclature of the Main Object clause of Memorodam of Association of the Company.
5. Re-appointment of Mr. Vijay Sood, Managing Director.

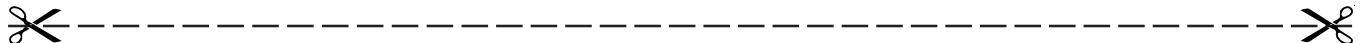
Signed this _____ day of _____, 2016

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

29TH ANNUAL GENERAL MEETING

Day : **Wednesday**
 Time : **11.00 A.M., 07th day of September, 2016**
 Place : **GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 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 29th Annual General Meeting held on Wednesday, 07th day of September, 2016 at 11.00 A.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 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

