

Annual Secretarial Compliance Report of HB Stockholdings Limited
for the Financial Year ended 31st March, 2026
under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

To
The Board of Directors
HB Stockholdings Limited
(CIN: L65929HR1985PLC033936)
Plot No. 31, Echelon Institutional Area
Sector - 32, Gurugram -122001 (Haryana)

We have examined:

- (a) all the documents and records made available to us and explanations provided by HB Stockholdings Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the Financial Year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("SEBI LODR Regulations")
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable during the Review Period**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable during the Review Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable during the Review Period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable during the Review Period**)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants), Regulations, 2018;



and circulars /guidelines issued thereunder; and based on the above examination, we hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Advisory/ Clarification on/Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The provisions of the SEBI Act, 1992 and the SEBI PFUTP Regulations mandate that all communications about securities, including stock recommendations, must be accurate, fair, and not misleading. It shall result in market manipulation or mislead investors and should promote legitimate and transparent trading practices.	Under Sub-Section (1), (4) and (4a) of Section 11 and Section 11b of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act, 1992"), Regulation 11 SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 (hereinafter referred to as "SEBI PFUTP Regulations"), and SEBI (Research Analysts) Regulations, 2014 (hereinafter referred to as "RA Regulations")	Ex-Parte Interim Order cum Show Cause Notice no. WTM/KV/ISD/ISD-SEC-6/31471/2025-26 dated 17 th June 2025 under Sub-Section (1), (4) and (4a) of Section 11 and Section 11B of the SEBI Act, 1992, read with Regulation 11 of SEBI PFUTP Regulations, impounding of Rs. 2,42,37,798/- being the amount of unlawful gains earned by the Company from the alleged violations.	Securities and Exchange Board of India ("SEBI")	Interim Order cum Show Cause Notice no. issued by SEBI.	SEBI vide its Ex- Parte Interim Order Cum Show Cause Notice no. WTM/KV/ISD/ISD-SEC-6/31471/2025-26 dated 17 th June, 2025 issued some directions against HB Stockholdings Limited in the matter of Stock recommendations given by Mr. Sanjiv Bhasin in Media Channels and other social media platforms as alleged violation of provisions of clauses (a), (b), (c) and (e) of Section 12A of the SEBI Act, r/w clauses (a), (b), (c) and (d) of Regulation 3, sub-regulation (1) of regulation 4 r/w clause (d) of sub regulation (2) of regulation 4 of the PFUTP Regulations.	Not Applicable	The Securities and Exchange Board of India (SEBI) passed an Ex- Parte Interim Order Cum Show Cause Notice dated 17 th June, 2025 against the Company. As per the said Interim Order, an amount of Rs. 242.38 Lakhs was quantified as unlawful gain earned by the company and restrictions were placed on the Company's Bank and Depository Accounts. Further, the Company was restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly. In compliance with the aforesaid SEBI Interim Order, the Company on 18 th June, 2025, placed an amount of Rs. 242.38 Lakhs in a fixed deposit with a scheduled commercial bank with lien marked in favour of SEBI. Consequent to this fixed deposit, the restrictions imposed on the Company and its Bank and Depository Accounts were removed by SEBI. The company has submitted its detailed reply to SEBI's Ex- Parte Interim Order Cum Show Cause Notice on 30 th November,	Pursuant to the Ex-Parte Interim Order-cum-Show Cause Notice dated 17 th June, 2025 issued by the Securities and Exchange Board of India ("SEBI"), the Company has duly complied with the directions contained therein. The Management is of the view that the Company has not violated any of the provisions of the SEBI Act and regulations framed thereunder, as contained in the said Interim Order. Further, all actions undertaken by the Company were bona fide and in accordance with the applicable legal and regulatory requirements. Accordingly, the Company has submitted a detailed and comprehensive reply to SEBI, and the matter is presently pending adjudication before the Whole-Time Member of SEBI. The Company will pursue all rights, remedies, and legal recourse available to it under the applicable laws.	The matter is pending with SEBI.



						and sub-regulation (2) of regulation 16 and sub-regulation (2) of regulation (21) of the RA Regulations.	2025 Thereafter, the Whole-Time Member of SEBI conducted a personal hearing on 05 th March, 2026 and the matter was part heard. Next date of hearing is awaited.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has made the default good by making the payment of fine to both the stock exchanges	The BSE and NSE issued notices to the listed entity for alleged non-compliance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, on the grounds that prior approval was not obtained for the appointment of a non-executive independent director above the age of 75 years. The management clarified the factual and legal position, stating that the listed entity had duly complied with said Regulation, as shareholder approval was obtained within the prescribed timeline, and the regulation does not mandate 'prior' approval. However, the Company has paid the fines levied by both stock exchanges under protest.	No listed entity shall appoint a person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.	BSE and NSE were of the view that prior shareholders' approval had not been obtained for the appointment of Mr. Yash Kumar Sehgal, as Non-Executive Independent Director who is above the age of 75 years and imposed penalty of Rs. 1,98,240/- (Rupees One Lakh Ninety-Eight Thousand Two Hundred Forty only) each, on the Company.	The listed entity has paid the fines to BSE and NSE under protest.	The listed entity has filed an appeal before the Hon'ble Securities Appellate Tribunal (SAT), Mumbai, against the decision of the stock exchanges. The matter was adjourned by SAT on 24 th April, 2026, since the issue involved in the appeal is pending consideration before Hon'ble Supreme Court.

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None



2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI LODR Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI. 	Yes Yes	None None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes Yes Yes	None None None
4.	<u>Disqualification of Director(s):</u> None of the Director(s) of the listed entity is disqualified under Section 164 of Companies Act, 2013 and confirmed by the listed entity.	Yes	None
5.	<u>Details related to subsidiaries of listed entity have been examined w.r.t.</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	The listed entity has no material subsidiary. The listed entity has only one wholly owned subsidiary, disclosure in respect of which have been made.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations.	Yes	None



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year as prescribed in SEBI LODR Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of audit committee for all related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	None No such event occurred.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Details provided in table (a) above.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities.	N.A.	These was no event of resignation of Statutory Auditor during the Review Period in the listed entity or any of its material subsidiary.



13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None
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* Observations / Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'.

We further report that the requirements for disclosure of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI LODR Regulations is not applicable to the listed entity.

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For A.N Kukreja & Co.
Company Secretaries**

A.N.

(A.N Kukreja)

Proprietor

FCS 1070; CP 2318

Peer Review Cert: 6458/2025

FRN: S1995DE014900

UDIN: F001070H000357041.



Place; New Delhi.

Date: May 14, 2026.