

**HB ESTATE DEVELOPERS LIMITED**

Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram - 122 001, Haryana
 Ph : 0124-4675500, Fax : 0124-4370985 Email: corporate@hbestate.com
 CIN: L99999HR1994PLC034146

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF HB ESTATE DEVELOPERS LIMITED WILL BE HELD ON MONDAY, 11TH MARCH, 2024 AT 12:00 NOON THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE, TO TRANSACT THE BUSINESSES MENTIONED BELOW:

SPECIAL BUSINESS:**1. TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY.**

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“**SEBI ICDR Regulations**”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be modified or re-enacted from time to time (“**SEBI Listing Regulations**”), and subject to any other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued thereunder from time to time by the, the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Ministry of Corporate Affairs (“**MCA**”), concerned Stock Exchange and/or any other statutory or regulatory authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the RBI, SEBI, MCA, Stock Exchange(s), etc.), and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, up to 2000000 (Twenty Lakhs) Convertible Warrants (“**Warrant A**”), for cash, at an issue price of Rs. 65.25 (Rupees Sixty-Five and Paise Twenty-Five Only), which is higher than the minimum price determined in accordance with the provisions of SEBI ICDR Regulations, aggregating upto Rs. 13,05,00,000/- (Rupees Thirteen Crores and Five Lakhs Only) and each Warrant A is convertible into 1 (one) Equity Share of the Company of face value of Rs. 10/- each fully paid up at a premium of Rs. 55.25 (Rupees Fifty-Five and Paise Twenty-Five Only), (“**Warrant A Issue Price**”) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrant A until expiry of 12 (Twelve) months, to the following Promoter/ Promoter Group (hereinafter referred to as “**Proposed Allottees**”), by way of a preferential issue with the terms of the Warrant A as set out herein, and in the explanatory statement to this Notice calling EGM and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter-V of the SEBI ICDR Regulations and the Act, as the Board may, in its absolute discretion, think fit:

Sr. No.	Name of the Warrant A Allottee(s)	Number of Warrant A to be allotted	Total Consideration (In Rs.)
1.	Mr. Lalit Bhasin	10,00,000	6,52,50,000/-
2.	HB Stockholdings Limited	10,00,000	6,52,50,000/-
Total		20,00,000	13,05,00,000/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the issue price of the Warrant A is Friday, 09th February, 2024, being 30 (thirty) days prior to the date of this EGM. (since the relevant date falls on a holiday, the date preceding the holiday has been taken as relevant date).

RESOLVED FURTHER THAT the Preferential issue of Warrant A and allotment of Equity Shares on the exercise of warrant A, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) Each Warrant A holder shall, subject to the SEBI ICDR Regulations and any other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant A and can be exercised any time within a period of 12 (twelve) months from the date of issue of such Warrant A, in one or more tranches.



- b) In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the minimum amount equivalent to 25% (twenty-five) of the Warrant A Issue Price, shall be paid at the time of subscription and allotment of Warrant A. The balance part, which is equivalent to 75% (seventy-five) of the Warrant A Issue Price shall be paid at the time of allotment of the equity shares pursuant to exercise of option against each Warrant A by the Proposed Warrant A Allottees. The amount paid against Warrant A shall be adjusted / set-off against the price payable for the resultant equity shares;
- c) the Warrant A shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance, provided that where the allotment of said Warrant A is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the Equity Shares to be allotted on exercise of the Warrant A shall be in dematerialized form and shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the necessary permissions or approvals as the case may be and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;
- e) the Warrant A shall not carry any voting rights until they are converted into equity shares and the Warrant A by itself, until exercised and converted into equity shares, shall not give the Warrant A holders any rights with respect to that of an equity shareholder of the Company;
- f) the rights attached to the Warrant A may be exercised by the Warrant A holder, in one or more tranches, at any time on or before the expiry of 12 (twelve) months from the date of allotment of the Warrant A by issuing a written notice to the Company specifying the number of Warrants A proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant A Exercise Amount from the Warrant A holder in the designated bank account of the Company;
- g) the tenure of the Warrant A shall not exceed 12 (twelve) months from the date of allotment of the Warrant A. If the entitlement against the Warrant A to apply for the equity shares of the Company is not exercised by the Warrant A holder within the aforesaid period, the entitlement of the Warrant A holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant A holder on such Warrant A shall stand forfeited by the Company;
- h) the Warrant A allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrant A shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- i) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- j) Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrant A and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant A converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrant A and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrant A.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Key Managerial Personnel, be and are hereby jointly and severally authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrant A and such number of equity shares that may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrant A, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrant A to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrant A;



- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrant A to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required and/or deemed fit.
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrant A and the equity shares to be allotted pursuant to the conversion of the Warrant A, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrant A and listing of the equity shares to be allotted pursuant to the conversion of the Warrant A on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrant A and the equity shares to be allotted pursuant to the conversion of Warrants A on a preferential and private placement basis);
- (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE NON-PROMOTER CATEGORY OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“**SEBI ICDR Regulations**”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be modified or re-enacted from time to time (“**SEBI Listing Regulations**”), and subject to any other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued thereunder from time to time by the, the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Ministry of Corporate Affairs (“**MCA**”), concerned Stock Exchange and/or any other statutory or regulatory authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the RBI, SEBI, MCA, Stock Exchange(s), etc.), and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, up to 1500000 (Fifteen Lakhs) Convertible Warrants (“**Warrant B**”), for cash, at an issue price of Rs. 65.25 (Rupees Sixty-Five and Paise Twenty-Five Only), (“**Warrant B Issue Price**”), which is higher than the minimum price determined in accordance with the provisions of SEBI ICDR Regulations, aggregating upto Rs. 9,78,75,000/- (Rupees Nine Crores Seventy Eight Lakhs Seventy-Five Thousand Only) and each Warrant B is convertible into 1 (one) Equity Share of the Company of face value of Rs. 10/- each fully paid up at a premium of Rs. 55.25 (Rupees Fifty-Five and Paise Twenty-Five Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrant B until expiry of 18 (Eighteen) months, to the following Non-Promoter Category (hereinafter referred to as “**Proposed Allottees**”), by way of a preferential issue with the terms of the of the Warrant B as set out herein, and in the explanatory statement to this notice calling EGM and on such other terms and conditions

as set out herein, subject to applicable laws and regulations, including the provisions of Chapter-V of the SEBI ICSR Regulations and the Act, as the Board may, in its absolute discretion, think fit:

Sr. No.	Name of the Warrant B Allottee(s)	Number of Convertible Warrant B to be allotted	Total Consideration (In Rs.)
1.	Ms. Neha Jain	7,50,000	4,89,37,500/-
2.	Meridian Securities Private Limited	7,50,000	4,89,37,500/-
Total		15,00,000	9,78,75,000/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the issue price of the Warrant B is Friday, 09th February, 2024, being 30 (thirty) days prior to the date of this EGM. (since the relevant date falls on a holiday, the date preceding the holiday has been taken as relevant date).

RESOLVED FURTHER THAT the Preferential issue of Warrants B and allotment of Equity Shares on the exercise of warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) Each Warrant B holder shall, subject to the SEBI ICDR Regulations and any other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant B and can be exercised any time within a period of 18 (eighteen) months from the date of issue of such warrants, in one or more tranches.
- b) In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the minimum amount equivalent to 25% (twenty-five) of the Warrant B Issue Price, shall be paid at the time of subscription and allotment of Warrant B. The balance part, which is equivalent to 75% (seventy-five) of the Warrant B Issue Price shall be paid at the time of allotment of the equity shares pursuant to exercise of option against each Warrant B by the Proposed Warrant B Allottees. The amount paid against Warrant B shall be adjusted / set-off against the price payable for the resultant equity shares;
- c) the Warrant B shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance, provided that where the allotment of said Warrant B is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the Equity Shares to be allotted on exercise of the Warrant B shall be in dematerialized form, shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the necessary permissions or approval as the case may be and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;
- e) the Warrant B shall not carry any voting rights until they are converted into equity shares and the Warrant B by itself, until exercised and converted into equity shares, shall not give the Warrant B holders any rights with respect to that of an equity shareholder of the Company;
- f) the right attached to the Warrant B may be exercised by the Warrant B holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrant B by issuing a written notice to the Company specifying the number of Warrant B proposed to be converted and the date designated as the specified conversion date (“Conversion Date”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant B Exercise Amount from the Warrant B holder in the designated bank account of the Company
- g) the tenure of the Warrant B shall not exceed 18 (eighteen) months from the date of allotment of the Warrant B. If the entitlement against the Warrant B to apply for the equity shares of the Company is not exercised by the Warrant B holder within the aforesaid period, the entitlement of the Warrant B holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant B holder on such Warrant B shall stand forfeited by the Company;
- h) the Warrant B allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrant B shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- i) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- j) Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrant B and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share



split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant B converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrant B and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrant B.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrant B and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrant B, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrant B to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrant B;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrant B to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required and/or deemed fit.
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrant B and the equity shares to be allotted pursuant to the conversion of the Warrant B, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrant B and listing of the equity shares to be allotted pursuant to the conversion of the Warrant B on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrant B and the equity shares to be allotted pursuant to the conversion of Warrant B on a preferential and private placement basis);
- (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
For HB Estate Developers Limited**

**14th February, 2024
Gurugram, Haryana**

**Sd/-
Radhika Khurana
Company Secretary & Compliance Officer**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 8th December, 2021, Circular No. 03/2022 dated 5th May, 2022, Circular No. 11/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 and other applicable Circulars issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”) permitted the Companies to hold the Extraordinary General Meeting (EGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and the Circulars as mentioned hereinabove, this EGM of the Company is being held through VC / OAVM. The deemed venue of this EGM shall be the Registered Office of the Company.
2. Since this EGM is being held through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the Circulars, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. The Company has appointed National Securities Depository Limited (“NSDL”), to provide VC/OAVM facility for the EGM and the attendant enablers for conducting the EGM.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 05th March, 2024 to Monday, 11th March, 2024** (Both days inclusive).
5. The Members can join the EGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1000 Members on first come first served basis as per the Circulars. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to Section 113 of the Act, Body Corporates/Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Authorization Letter authorizing its representative to attend the EGM through VC / OAVM and to vote on their behalf through remote e-voting or through e-voting at the EGM. The said Resolution or Authorization Letter shall be sent to the Scrutinizer, Mr. Dikshant Malhotra by an e-mail through its registered email address to csdikshant@dmassociates.in with a copy marked to evoting@nsdl.co.in.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at this EGM.
9. In line with the aforesaid Circulars, the Notice of EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participants.

The Notice of EGM will also be available on the website of the Company, i.e. www.hbestate.com; and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <http://www.evoting.nsdl.com>.
10. An Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Business herein is annexed hereto and forms an integral part of this Notice.
11. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at corporate@hbestate.com and the Company shall endeavour to provide inspection of documents by such Member.



12. INFORMATION ON REMOTE E-VOTING, ATTENDING THE EGM THROUGH VC / OAVM AND E-VOTING DURING EGM:

(A) VOTING THROUGH ELECTRONIC MEANS:

- (i) In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and various Circulars as mentioned above, the Members are provided with the facility to attend EGM through VC / OAVM, to cast their vote electronically through the remote e-voting before the EGM and through e-voting during the EGM, through the Authorised Agency, **National Securities Depository Limited (NSDL)**.
- (ii) The remote e-voting period commences on **Friday, 08th March, 2024 (09.00 A.M)** and ends on **Sunday, 10th March, 2024 (05.00 P.M)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
- (iii) 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 dematerialised form, as on the **cut-off date i.e. Monday, 04th March, 2024**, may cast their vote by remote e-voting / e-voting at the meeting.
- (iv) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding Shares as on the **cut-off date, i.e. Monday, 04th March, 2024** may obtain the login Id and password by sending a request at **evoting@nsdl.co.in**. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (v) Mr. Dikshant Malhotra, Company Secretary in Whole-time Practice (Membership No.: F11008, C.P. No.: 14622) failing him Ms. Divya Malhotra, Company Secretary in Whole-time Practice (Membership No: A54069, C.P. No. 26659) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & e-voting at EGM in a fair and transparent manner.
- (vi) **In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Senior Manager - NSDL, e-mail ID: evoting@nsdl.co.in or call on Toll Free No.: 1800-222-990. Members may also write to the Company Secretary at the e-mail ID: corporate@hbestate.com**

(B) INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO EGM ARE AS UNDER:

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

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>





Step 2: Cast your vote electronically and join the EGM on NSDL e-voting system.

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

I. Login method for e-voting and joining virtual meeting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, in relation to 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.

Login method for **Individual shareholders** holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered with NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open that 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 i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for NSDL IDEAS facility, 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 3. 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 that will prompt you to enter your User ID (i.e. your sixteen digit demat account number held 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 NSDL e-Voting service provider 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. 4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) 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. 2) 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 (ESP) i.e. NSDL. Click on NSDL to cast your vote. 3) 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 & e-mail 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at above mentioned 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

II. Login Method for e-voting and joining virtual meeting for shareholders OTHER THAN INDIVIDUAL SHAREHOLDERS holding securities in demat mode and shareholders holding securities in physical mode:

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 101456 then User ID is 101456001***

5. Your password details 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’?
 - If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .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’.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose emails 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.
 - 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 and join the EGM 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 and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join General Meeting”.
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. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
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/ grievances, 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 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.**

(C) INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- (i) The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
- (iii) Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for remote e-voting.

**(D) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**

- (i) Member will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the meeting may pre-register themselves as a speaker by sending a request from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at corporate@hbestate.com. Those Members who have registered themselves as a speaker on or before **Thursday, 07th March, 2024 till 5:00 P.M.** will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Questions that remain unanswered at the EGM will be appropriately responded by the Company at the earliest post the conclusion of the EGM.

(E) PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF EGM

- (i) **Members holding shares in physical form** who have not registered their e-mail ID are requested to send scanned copy of duly signed request letter to Company's Registrar and Share Transfer Agent (RTA), RCMC Share Registry Private Limited through an e-mail at investor.hb@rcmcdelhi.com providing Folio No., Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and any one of the following documents viz., Aadhaar Card, Driving Licence, Voter Card, Passport or Utility bill in support of the address proof of the Member as registered with the Company for the purpose of obtaining e-voting User ID & Password, Notice of EGM.
- (ii) **Members holding shares in demat form** can update their e-mail ID and Bank Account Details with their Depository Participants.

(F) DECLARATION OF RESULTS ON THE RESOLUTIONS:

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first unblock the votes cast at the meeting through e-voting, 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 forty eight (48) hours 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.
- (ii) The Company shall submit to the BSE Limited, within two days 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.hbestate.com and on the website of NSDL, <http://www.evoting.nsdl.com> immediately after the declaration of results.
- (iii) Subject to the receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated 14th February, 2024:

The Board of Directors of the Company (“Board”) at their meeting held on 14th February, 2024, approved raising of funds by way of issuance of warrants convertible into or exchangeable for equity share of the Company of face value of Rs. 10/- each by way of a preferential issue through private placement offer (the “Preferential Issue”). In this regard, the Board, pursuant to its resolution dated 14th February, 2024 has noted and accepted the Securities Committee recommendations and also the Letter of Intent received by the Proposed Allottees, subject to customary closing conditions.

Particulars	Warrant A	Warrant B
No. of warrants	20,00,000	15,00,000
No. of equity shares of face value Rs. 10 each of the Company to be issued upon conversion	20,00,000	15,00,000
Issue Price (including premium) per warrant	Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five only)	Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five only)
Aggregate amount proposed to be raised	Rs. 13,05,00,000 (Rupees Thirteen Crores and Five Lakhs Only)	Rs. 9,78,75,000 (Rupees Nine Crores Seventy Eight Lakhs Seventy-Five Thousand Only)
Last date upto which proposed allottee should exercise right to convert warrants into equity shares	Within 12 (twelve) months from the date of allotment of Warrant A	Within 18 (eighteen) months from the date of allotment of Warrant B
Category of Proposed Allottee(s)	Promoter and Promoter Group	Non Promoter / Public

The Proposed Allottees for Warrant A and Warrant B have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the respective Warrant to be issued pursuant to the Preferential Issue.

Pursuant to the provisions of Section(s) 23, 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder (“Act”) further read with provisions of the SEBI ICDR Regulations and on the terms and conditions as stipulated in the Act and the SEBI Listing Regulations, a company is eligible to undertake preferential allotment/private placement of such convertible warrants only after obtaining prior approval of the Members of the Company by way of special resolution.

Accordingly, the Board of Directors of the Company (“Board”) in their meeting held on 14th February, 2024, subject to necessary approval(s), have approved the proposal for raising of funds by issue of the following securities at an issue price determined in accordance with the SEBI ICDR Regulations and applicable laws.

Convertible warrants to following Proposed Allottee(s) on preferential basis:

Sr. No.	Name of the Proposed Warrant Allottee(s)	Number of Convertible Warrants proposed to be allotted	Total Consideration (In Rs.)
Warrant A			
1.	Mr. Lalit Bhasin	10,00,000	6,52,50,000
2.	HB Stockholdings Limited	10,00,000	6,52,50,000
Total (A)		20,00,000	13,05,00,000
Warrant B			
1.	Neha Jain	7,50,000	4,89,37,500
2.	Meridian Securities Private Limited	7,50,000	4,89,37,500
Total (B)		15,00,000	9,78,75,000

The following details of the Preferential Issue of the warrants are disclosed in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1. The Objects of the Preferential Issue:

The total funds proposed to be issued by way of preferential allotment of Warrant A and Warrant B is Rs. 22,83,75,000 (Rupees Twenty Two Crore Eighty Three Lakhs and Seventy Five Thousand only). The Company intends to utilise the proceeds of the proposed preferential issue by issue of Warrant A and Warrant B towards the following objects:

Sr. No.	Object	Estimated amount to be utilised for each of the Objects (rounded off)	Percentage of the Proceeds being utilised*	Tentative timelines for utilisation of Issue Proceeds from the date of receipt of funds
1	To fund the long term working capital requirement of the Company	Rs. 18.27 cr	80.00%	Within 12 (twelve) months from the date of receipt of funds for the respective warrants
2	General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, refurbishment of existing infrastructure expenses incurred in ordinary course of business	Rs. 4.57 cr	20.00%	
	Total	Rs. 22.84 cr	100.00%	

* considering 100% conversion of Warrant A and Warrant B into equity shares within the stipulated time. If any of the proposed allottee fail to exercise the right to convert the warrant and to pay the warrant issue price / warrant exercise price, the Company shall utilise the aggregate funds actually received in such a manner that the amount used towards General Corporate Purpose does not exceed 20% of the total funds received by the Company.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of BSE notice No. 20221213-47 each dated 13th December 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws. However, the amount stated for the general corporate purposes, shall not exceed Rs. 4.57 Crores i.e., 20.00% of proceeds from the Preferential Issue.

Further, pending the utilisation of the funds, the proceeds may be kept as deposits / investments with banks or in debt / liquid Mutual Funds schemes & similar securities or could be invested as per investment policy of the Company, subject to the applicable laws.

2. Monitoring of Utilization of Funds:

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size of the total cash consideration pursuant to this Notice is less than Rs. 100 crores.

3. Relevant Date with reference to which the price has been arrived to:

The "Relevant Date" in terms of Regulation 161(a) and (b) of the SEBI ICDR Regulations read with the explanation given thereunder, for determination of minimum price is 09th February, 2024, being a date, which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting of the Company (since the relevant date falls on a holiday, the date preceding the holiday has been taken as relevant date).

4. Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board, at its meeting held on 14th February, 2024 has, subject to the approval of the Members and such other approvals as may be required, has approved the issuance of (a) 20,00,000 (Twenty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10 each ("Warrant A") at a price of Rs. 65.25 each payable in cash, and (b) (a) 15,00,000 (Fifteen Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10 each ("Warrant B") at a price of Rs. 65.25 each payable in cash, by way of a preferential issue on a private placement basis.



5. Kind of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:

The Board intends to offer, issue and allot up to (a) 20,00,000 convertible warrants having face value of Rs. 10 each at an issue price of Rs. 65.25 per Warrant A, aggregating but not exceeding Rs. 13,05,00,000, determined as on the Relevant Date; and (b) (a) 15,00,000 convertible warrants having face value of Rs. 10 each at an issue price of Rs. 65.25 per Warrant B, aggregating but not exceeding Rs. 9,78,75,000, determined as on the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations and applicable laws.

6. Amount which the company intends to raise by way of such securities”

Aggregating up to Rs. 13,05,00,000 by issue of Warrant A and Rs. 9,78,75,000 by issue of Warrant B.

7. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue:

The Equity Shares of Company are listed on BSE Limited (“BSE”) and infrequently traded in terms of Regulation 164(5) of the SEBI ICDR Regulations.

Further, the Articles of Association of the Company does not contain any restrictive provision for preferential allotment and does not contain any article which provides for particular method for determination of price in case of preferential issue.

Also, the proposed allotment does not exceed 5% of the post issue fully diluted equity share capital of the Company to the Proposed Allottees and therefore the provisions of Regulation 166A of the SEBI ICDR Regulations is not applicable.

Accordingly, the floor price in terms of the SEBI ICDR Regulations is Rs. 65.17 (Rupees Sixty Five and Paise Seventeen only) per equity share. The issue price is Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five only) per equity share, which is not lower than the floor price determined in compliance with applicable provisions of the SEBI ICDR Regulations.

Valuation Report received from Sundae Capital Advisors Private Limited, registered with IBBI (Securities or Financial Assets): Registration No. – IBBI/RV-E/03/2021/136, Independent Registered Valuer has been obtained by the Company and has been hosted on the website of the Company which can be accessed at <https://www.hbestate.com/Investor%20Information/index.htm>.

The summary of the valuation is as under:

Method / Approaches for valuation	HB Estate Developers Limited	
	Equity Value (In Cr)	Weight
Income Approach	135.06	1
Market Approach	119.65	1
Asset Approach	125.75	1
Weighted Average Equity Value (in Cr)		126.82
Total Number of Shares Outstanding as on Date of Valuation		1,94,59,947
Fair Value (in INR per share)		65.17

8. Material Terms of raising such securities:

The convertible warrants would be allotted on the following terms:

Sr. No.	Warrant A	Warrant B
(a)	Each Warrant A holder shall, subject to the SEBI ICDR Regulations and any other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant A and can be exercised any time within a period of 12 (twelve) months from the date of issue of such Warrant A, in one or more tranches.	Each Warrant B holder shall, subject to the SEBI ICDR Regulations and any other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant B and can be exercised any time within a period of 18 (eighteen) months from the date of issue of such Warrant B, in one or more tranches.



Sr. No.	Warrant A	Warrant B
(b)	In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the minimum amount equivalent to 25% (twenty-five) of the Warrant A Issue Price, shall be paid at the time of subscription and allotment of Warrant A. The balance part, which is equivalent to 75% (seventy-five) of the Warrant A Issue Price shall be paid at the time of allotment of the equity shares pursuant to exercise of option against each Warrant A by the Proposed Warrant A Allottees. The amount paid against Warrant A shall be adjusted / set-off against the price payable for the resultant equity shares.	In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the minimum amount equivalent to 25% (twenty-five) of the Warrant B Issue Price, shall be paid at the time of subscription and allotment of Warrant B. The balance part, which is equivalent to 75% (seventy-five) of the Warrant B Issue Price shall be paid at the time of allotment of the equity shares pursuant to exercise of option against each Warrant B by the Proposed Warrant B Allottees. The amount paid against Warrant B shall be adjusted / set-off against the price payable for the resultant equity shares.
(c)	The Warrant A shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance, provided that where the allotment of said Warrant A is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission.	The Warrant B shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance, provided that where the allotment of said Warrant B is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission.
(d)	The Equity Shares to be allotted on exercise of the Warrant A shall be in dematerialized form, shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the necessary permissions or approvals as the case may be and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights.	The Equity Shares to be allotted on exercise of the Warrant B shall be in dematerialized form, shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the necessary permissions or approvals as the case may be and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights.
(e)	The Warrant A shall not carry any voting rights until they are converted into equity shares and the Warrant A by itself, until exercised and converted into equity shares, shall not give the Warrant A holders any rights with respect to that of an equity shareholder of the Company.	The Warrant B shall not carry any voting rights until they are converted into equity shares and the Warrant B by itself, until exercised and converted into equity shares, shall not give the Warrant B holders any rights with respect to that of an equity shareholder of the Company.
(f)	The right attached to the Warrant A may be exercised by the Warrant A holder, in one or more tranches, at any time on or before the expiry of 12 (twelve) months from the date of allotment of the Warrant A by issuing a written notice to the Company specifying the number of Warrant A proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant A Exercise Amount from the Warrant A holder in the designated bank account of the Company.	The right attached to the Warrant B may be exercised by the Warrant B holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrant B by issuing a written notice to the Company specifying the number of Warrant B proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant B Exercise Amount from the Warrant B holder in the designated bank account of the Company.



Sr. No.	Warrant A	Warrant B
(g)	The tenure of the Warrant A shall not exceed 12 (twelve) months from the date of allotment of the Warrant A. If the entitlement against the Warrant A to apply for the equity shares of the Company is not exercised by the Warrant A holder within the aforesaid period, the entitlement of the Warrant A holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant A holder on such Warrant A shall stand forfeited by the Company.	The tenure of the Warrant B shall not exceed 18 (eighteen) months from the date of allotment of the Warrant B. If the entitlement against the Warrant B to apply for the equity shares of the Company is not exercised by the Warrant B holder within the aforesaid period, the entitlement of the Warrant B holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant B holder on such Warrant B shall stand forfeited by the Company.
(h)	The Warrant A allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrant A shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.	The Warrant B allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrant B shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
(i)	The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.	The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
(j)	Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrant A and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant A converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares.	Pursuant to Regulation 166 of the SEBI ICDR Regulations, Adjustment Events shall also become applicable to the Warrant B and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant B converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares.

9. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the Offer:

Warrant A:

The Proposed Allottees are Promoter and Promoter Group entities of the Company. The Company has received letter of intent from the Proposed Allottees for Warrant A, informing the Company of their intention to invest and aggregate amount of Rs. 13,05,00,000 in the Company, subject to customary closing conditions. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer for Warrant A.

Warrant B:

The Proposed Allottees are not part of the Promoter and Promoter Group entities of the Company. The Company has received letter of intent from the Proposed Allottees for Warrant B, informing the Company of their intention to invest and aggregate amount of Rs. 9,78,75,000 in the Company, subject to customary closing conditions. None of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer for Warrant B.

10. Time frame within which the proposed preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrant A and Warrant B shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution(s) by the Members of the Company, provided where the allotment is pending on account of pendency of any approval(s) or permission(s) from any Regulatory Authority/Body including in-principle approval from the stock exchange where the equity shares of the Company are listed, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).

11. Shareholding pattern of the issuer before and after the preferential issue:

Shareholding pattern	Pre Issue shareholding pattern (on fully diluted basis) (as on 09 th February, 2024)		Warrants for cash consideration	Post Issue shareholding pattern (on fully diluted basis) ***	
	No. of shares	%age	No. of Warrant A / Warrant B	No. of shares	%age
A. Promoter & Promoter Group					
➤ Indian Promoter					
Mr. Lalit Bhasin	99,62,280	51.19	10,00,000 *	1,09,62,280	47.75
HB Stockholdings Limited	1,25,400	0.64	10,00,000 *	11,25,400	4.90
Other Promoter Group	33,60,469	17.27	-	33,60,469	14.64
➤ Foreign Promoter	0	0.00	-	0	0.00
Sub-total (PROMOTER)	1,34,48,149	69.11	20,00,000	1,54,48,149	67.28
B. Public Shareholdings (Institutions)					
➤ Mutual Funds	2733	0.01	-	2733	0.01
➤ Foreign Institutional Investors	0	0.00	-	0	0.00
➤ Banks/Financial Institutions	105	0.00	-	105	0.00
➤ NBFC Registered with RBI	85	0.00	-	85	0.00
C. Central Govt. /State Govt. /President of India	836	0.00		836	0.00
D. Public Shareholdings (Non-Institutional)					
➤ Indian Public					
Neha Jain	-	-	7,50,000 **	7,50,000	3.27
Others	43,44,007	22.32		43,44,007	18.92
➤ Bodies Corporate					
Meridian Securities Private Limited	-	-	7,50,000 **	7,50,000	3.27
➤ Others	3,94,824	2.03	-	3,94,824	1.72
➤ Clearing Members	764	0.00	-	764	0.00
➤ NRIs	78,197	0.40	-	78,197	0.34
➤ Trusts	58,575	0.30	-	58,575	0.26
➤ LLP	1,752	0.01	-	1,752	0.01
➤ Suspense Escrow Account	255	0.00	-	255	0.00
E. IEPF	11,29,645	5.80	-	11,29,645	4.92
Sub-total (PUBLIC)	60,11,798	30.89	15,00,000	75,11,798	32.72
TOTAL	1,94,59,947	100.00	35,00,000	2,29,59,947	100.00

* Issue and allotment of Warrant A

** Issue and allotment of Warrant B

*** Post Issue shareholding is calculated after considering allotment of entire 35,00,000 warrants to promoter and non-promoter (Under Resolution no. 1 and 2, both) on fully diluted basis



12. Name of the Proposed Allottees along with the percentage of post preferential offer capital along with the Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottees	Class / Category of Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Warrants to be allotted	Pre-Issue Shareholding (as on December 31, 2023)		Post Issue shareholding pattern (on fully diluted basis) *	
					No.	%age	No.	%age
Warrant A								
1.	Mr. Lalit Bhasin	Promoter	Individual	10,00,000	99,62,280	51.19	1,09,62,280	47.75
2.	HB Stockholdings Limited	Promoter Group	Not applicable, as the equity shares of the proposed allottee are listed on stock exchange	10,00,000	1,25,400	0.64	11,25,400	4.90
Warrant B								
1	Neha Jain	Non Promoter	Individual	7,50,000	-	-	7,50,000	3.27
2	Meridian Securities Private Limited	Non Promoter	Refer Note 1 below	7,50,000	-	-	7,50,000	3.27
	Total			20,00,000		51.83	1,20,87,680	52.65

*Post Issue shareholding is calculated after considering allotment of entire 3500000 warrants to promoter and non-promoter (Under Resolution no. 1 and 2, both) on fully diluted basis.

Note 1: 49.97% of the paid up equity share capital of the proposed allottee is held by Cheerful Distributors Private Limited and 49.64% of the paid up equity share capital of the proposed allottee is held by Jhankar Suppliers Private Limited. Mr. Praveen Tandon and Mr. Lokesh Sachdeva are the natural person who are the ultimate beneficial owners / persons who control the proposed allottees.

13. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotments under Resolution 1 and 2 except to the extent of respective increase / decrease in the shareholding of the Proposed Allottees under both the resolutions.

14. Undertaking:

- a) Neither the Company nor any of its Directors or Promoters is a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue of Warrant A and Warrant B to the Proposed Allottees respectively under the SEBI ICDR Regulations;
- c) As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").



15. The justification for the allotment to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

17. The Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

The Proposed Allottees for Warrant A are Promoter and Promoter Group entity of the Company and such status will continue to remain the same post the Preferential Issue.

The Proposed Allottees for Warrant B are not related to the Promoter and Promoter Group of the Company and will be classified as part of the public category shareholders of the Company post the Preferential Issue.

18. Principle terms of assets charged as securities:

Not Applicable.

19. Certificate of Practicing Company Secretary:

The Certificate from Jyoti Sharma & Associates, Practicing Company Secretary, certifying that the Preferential issue is made in accordance with the requirements contained in the SEBI ICDR Regulations which shall be made available for inspection by the members during the meeting and will also be made available on the Company's website <https://www.hbestate.com/Investor%20Information/index.htm>.

20. Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) and lock-in period of shares:

The entire shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants. The Proposed Allottee(s) have Permanent Account Number.

Lock-in Period:

The Warrant A and Warrant B and their resultant equity shares, to be allotted to the Proposed Allottee shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Warrant A to be allotted to the Proposed Allottees shall not be listed on BSE, therefore, the Warrant A will be locked-in for a period of one year from the date of allotment. Further, the equity shares allotted pursuant to the Warrant A will be locked-in for a period of eighteen months from the date of receipt of trading approval for resulting Equity Shares.

The Warrant B to be allotted to the Proposed Allottees shall not be listed on BSE, therefore, the Warrant B will be locked-in for a period of one year from the date of allotment. Further, the equity shares allotted pursuant to the Warrant B will be locked-in for a period of six months from the date of receipt of trading approval for resulting Equity Shares.

The Proposed Allottees for Warrant A and Warrant B have confirmed that they shall comply with the requirement of proposed lock-in for any Equity Shares in the Company as on the Relevant Date and further, have not sold any equity shares of the Company during the 90 trading days period prior to the Relevant Date. Further, the Proposed Allottees has also undertaken that they will not deal in the Equity Shares of the Company till the allotment of respective warrants is completed.

21. Listing of resulting equity shares:

The Equity Shares to be issued under Resolution 1 & 2 on conversion of Warrant A and Warrant B, shall be listed on BSE where the existing shares of the Company are already listed or such other exchange where the Equity Shares of the Company are listed at the time of conversion.



HB ESTATE DEVELOPERS LIMITED

Mr. Lalit Bhasin (Promoter and Director of the Company), Mr. Anil Goyal and Mrs. Asha Mehra are the Directors of the Company and HB Stockholdings Limited may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company. Except them, none of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives are in way financially or otherwise concerned or interested, either directly or indirectly in passing of this Special Resolution as set out at Item No. 1 & 2 of this Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 & 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board of Directors
For HB Estate Developers Limited**

**14th February, 2024
Gurugram, Haryana**

**Sd/-
Radhika Khurana
Company Secretary & Compliance Officer**