



# HB ESTATE DEVELOPERS LTD.

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)  
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : info@hbestate.com  
Website : www.hbestate.com, CIN No. L99999HR1994PLC034146

4<sup>th</sup> February, 2015

Speed Post / E-mail

## Bombay Stock Exchange Limited

Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

Company Code: 532334

### Sub: - Disclosure under Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to Clause 35A of Listing Agreement we would like to inform that all the resolutions as mentioned in the Postal Ballot Notice dated 12<sup>th</sup> December, 2014 have been passed by the Members with requisite majority, the result of which has been declared on 4<sup>th</sup> February 2015.

Further the details of the said results with respect to the aforesaid resolutions in the format prescribed under Clause 35A of the Listing Agreement is provided below:

Resolution No.	Increase of the Authorized Share Capital of the Company and amendment to the Memorandum of Association of the Company.						
1							
Type	Ordinary Resolution						
Mode of Voting	E-voting and Postal Ballot						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled = $[(4)/(2)] * 100$	% of Votes against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
Promoter & Promoter Group	1,20,34,628	79,38,633	65.96	79,38,633	0	100.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	1,820	0.04	1,820	0	100.00	0.00
<b>POSTAL BALLOT</b>							
Promoter & Promoter Group	1,20,34,628	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	2,59,984	6.33	2,59,984	0	100.00	0.00
<b>Grand Total</b>	<b>1,61,38,287</b>	<b>82,00,437</b>	<b>50.81</b>	<b>82,00,437</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No.	Issue of Redeemable Non-Cumulative Non-Convertible Preference Shares – Series II
2	
Type	Special Resolution
Mode of Voting	E-voting and Postal ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled = $[(4)/(2)] * 100$	% of Votes against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
Promoter & Promoter Group	1,20,34,628	79,38,633	65.96	79,38,633	0	100.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	1,820	0.04	1,495	325	82.14	17.86
<b>POSTAL BALLOT</b>							
Promoter & Promoter Group	1,20,34,628	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	2,59,984	6.33	2,59,984	0	100.00	0.00
<b>Grand Total</b>	<b>1,61,38,287</b>	<b>82,00,437</b>	<b>50.81</b>	<b>82,00,112</b>	<b>325</b>	<b>100.00</b>	<b>0.00</b>

Resolution No.	Raising of additional long-term funds through further Issuance of Securities						
Type	Special Resolution						
Mode of Voting	E-voting and Postal Ballot						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares= $[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled = $[(4)/(2)] * 100$	% of Votes against on votes polled = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E-VOTING</b>							
Promoter & Promoter Group	1,20,34,628	79,38,633	65.96	79,38,633	0	100.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	1,820	0.04	1,820	0	100.00	0.00
<b>POSTAL BALLOT</b>							
Promoter & Promoter Group	1,20,34,628	0	0.00	0	0	0.00	0.00
Public-Institutional holders	1,320	0	0.00	0	0	0.00	0.00
Public-Others	41,03,659	2,59,984	6.33	2,59,984	0	100.00	0.00
<b>Grand Total</b>	<b>1,61,38,287</b>	<b>82,00,437</b>	<b>50.81</b>	<b>82,00,437</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Also find attached the Scrutinizer's report.  
Please take the above on record.  
Thanking You,

Yours faithfully  
For HB Estate Developers Limited

Rajesh Singh Chahar  
(Company Secretary)

# Arun Gupta & Associates

## Company Secretaries

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of  
The Companies (Management and Administration) Rules, 2014]

To,  
Mr. Lalit Bhasin  
Chairman  
HB ESTATE DEVELOPERS LIMITED  
Plot No. 31, Echelon Institutional Area,  
Sector-32, Gurgaon – 122001 (Haryana)

Dear Sir,

I, Arun Kumar Gupta, Company Secretary having its office at 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026, appointed as the Scrutinizer by the Board of Directors of HB Estate Developers Limited, (“the Company”) pursuant to the Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolution(s) contained in the Postal Ballot / E-Voting Notice dated 12<sup>th</sup> December, 2014, submit our Report as under:

1. The e-voting commenced on January 02, 2015 (09.00 A.M) and was closed on January 31, 2015 (05.30 P.M.).
2. The Management of the Company is responsible for the compliance of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's report for ascertaining the votes casted in favor or against for respective Resolution(s).
3. The e- voting result was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> and the excel file containing the result was opened in the presence of Ms. Heena Taneja and Mr. Anshul Jain who are not in the employment of the Company.
4. The result of the e-voting is as hereunder:



# Arun Gupta & Associates

*Company Secretaries*

a) Item No. 1-

Increase of the Authorized Share Capital of the Company and amendment to the Memorandum of Association of the Company.

(i) Voted in favor of resolution:

No of Members who have casted vote	Number of votes cast in favor of resolution	% of total number of valid votes cast
20	79,40,453	100.00

(ii) Voted against the resolution:

No of Members who have casted vote	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) Item No. 2-

Issue of Redeemable Non-Cumulative Non-Convertible Preference Shares - Series II

(i) Voted in favor of resolution:

No of Members who have casted vote	Number of votes cast in favor of resolution	% of total number of valid votes cast
18	79,40,128	100.00

(ii) Voted against the resolution:

No of Members who have casted vote	Number of votes cast against the resolution	% of total number of valid votes cast
02	325	0.00

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



# Arun Gupta & Associates

## *Company Secretaries*

c) Item No. 3-

Raising of additional long-term funds through further Issuance of Securities

(i) Voted in favor of resolution:

No of Members who have casted vote	Number of votes cast in favor of resolution	% of total number of valid votes cast
20	79,40,453	100.00

(ii) Voted against the resolution:

No of Members who have casted vote	Number of votes cast against the resolution	% of the total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. The Register of e-voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes in compliance with Rule 20(3)(xiii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,  
Yours faithfully,

  
  
 Arun Kumar Gupta  
 Company Secretary in Practice  
 C.P. No. 8003  
 SCRUTINIZER

  
 CHAIRMAN

Date: 02/02/2015  
Place: New Delhi

# Arun Gupta & Associates

## Company Secretaries

### SCRUTINIZER'S REPORT (Combined for Postal Ballot / E-voting)

To,  
Mr. Lalit Bhasin  
Chairman  
HB ESTATE DEVELOPERS LIMITED  
Plot No. 31, Echelon Institutional Area,  
Sector-32, Gurgaon – 122001 (Haryana)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 12<sup>th</sup> December, 2014 has appointed me as the Scrutinizer for conducting the Postal Ballot including e-voting for in accordance with Sec 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the following resolution(s) contained in the Postal Ballot/e-voting Notice dated 12<sup>th</sup> December, 2014:

**Item No. 1:**

Increase of the Authorized Share Capital of the Company and Amendment to the Memorandum of Association of the Company.

**Item No. 2:**

Issue of Redeemable Non-Cumulative Non-Convertible Preference Shares – Series II.

**Item No. 3:**

Raising of Additional long-term funds through further issuance of Securities.

2. I hereby submit my report as under:
  - 2.1 The Company has completed on 27<sup>th</sup> December, 2014 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 12<sup>th</sup> December, 2014.
  - 2.2 The e-voting commenced from 02<sup>nd</sup> January, 2015 at 9.00 A.M. and ended on 31<sup>st</sup> January, 2015 at 05.30 P.M.



# Arun Gupta & Associates

## Company Secretaries

- 2.3 The e- voting results was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> and the excel file containing the result was opened in the presence of Ms. Heena Taneja and Mr. Anshul Jain who are not in the employment of the Company.
- 2.4 The e-voting data was scrutinized by me for verification of votes cast in favor and against the Resolution.
- 2.5 All postal ballot forms received on 31<sup>st</sup> January, 2015 up to 05.30 P.M., the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes containing postal ballot forms received after 05.30 P.M. on 31<sup>st</sup> January, 2015 were not considered for my scrutiny.
- 2.6 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.7 The ballot boxes were opened on 31<sup>st</sup> January, 2015 after 05.30 P.M. in my presence and two witnesses namely Ms. Heena Taneja and Mr. Anshul Jain who are not in the employment of the Company and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 12<sup>th</sup> December, 2014.
- 2.8 Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
3. The results of Postal Ballot including e-voting is as hereunder:-

ITEM NO. AND TYPE OF RESOLUTION	PARTICULARS OF BUSINESS	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	
		No. of Members	No. of Votes	%age	No. of Members	No. of Votes	%age	No. of Members	No. of votes
Item No. 1 Ordinary Resolution	E- VOTING	20	79,40,453	100.00	Nil	Nil	0.00	Nil	Nil
	PHYSICAL BALLOT	01	2,59,984	100.00	Nil	Nil	0.00	01	25
	TOTAL	21	82,00,437	100.00	Nil	Nil	0.00	01	25
Item No. 2 Special Resolution	E- VOTING	18	79,40,128	100.00	02	325	0.00	Nil	Nil
	PHYSICAL BALLOT	01	2,59,984	100.00	Nil	Nil	0.00	01	25
	TOTAL	19	82,00,112	100.00	02	325	0.00	01	25
Item No. 3 Special Resolution	E- VOTING	20	79,40,453	100.00	Nil	Nil	0.00	Nil	Nil
	PHYSICAL BALLOT	01	2,59,984	100.00	Nil	Nil	0.00	01	25
	TOTAL	21	82,00,437	100.00	Nil	Nil	0.00	01	25

*B. Gupta*

*Arun*



# Arun Gupta & Associates

## Company Secretaries

---

4. All the resolutions stands passed with the requisite majority under Postal Ballot / e-voting.
5. I hereby confirm that I am maintaining the registers in respect of the votes cast through Postal Ballot / e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Company Secretary of the Company.
6. You may accordingly declare the results of Postal Ballot / e-voting process.

Thanking You



Arun Kumar Gupta  
Company Secretary in Practice  
C.P. No. 8003  
SCRUTINIZER

  
CHAIRMAN

Date: 02/02/2015  
Place: New Delhi