



# HB ESTATE DEVELOPERS LIMITED

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

Email: corporate@hbestate.com Website: www.hbestate.com

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CIN: L99999HR1994PLC034146

## **POSTAL BALLOT/ E-VOTING NOTICE**

### **(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)**

To  
The Member(s),

#### **Sub: Passing of Resolution(s) by Postal Ballot / E-voting**

NOTICE is hereby given that the following resolution(s) are circulated herewith for approval of the members of HB Estate Developers Limited ("the Company") to be accorded by Postal Ballot (Physical Ballot / e-voting) in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Management and Administration) Rules, 2014 ("Rules"):

1. **Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of loan/ borrowings.**

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

**"RESOLVED THAT** in supersession of the resolution passed by members of the Company in their Meeting held on 28th September, 2010, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to sell, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the company and / or the interest held by the company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the company availed / to be availed by way of loan(s) and securities (comprising non-convertible debentures, bonds or other debt instruments), issued / to be issued by the company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the company and the lender(s), agent(s) and / or trustee(s); provided that the total amount of such loans together with the interest accrued thereon or any additional, compound interest, liquidated damages and all other money payable by the Company in respect of such Loans, shall not, at any time exceed the limit of Rs.500 Crores.

**RESOLVED FURTHER THAT** the board of directors of the company (including any committee thereof), be and is hereby authorised to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.

**RESOLVED FURTHER THAT** the members of the Company do hereby ratify the borrowing powers exercised by the Board of Directors of the Company and the consequent mortgages/charges created upon the properties of the Company, if any till the date of this resolution and confirm the same to be the decision of the Company."

2. **To Empower the Board to Convert Loan/Borrowings into Equity:**

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

**"RESOLVED THAT** pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014 as amended, other applicable laws and Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to issue and allot equity shares of the Company of face value Rs. 10/- each, on preferential basis to Yes Bank Limited, 48, Nyaya Marg, Chanakyapuri, New Delhi – 110021 or an assignee thereof ("Lender"), at such price and on such terms and conditions as may be agreed by the Board, upon exercise of option by the Lender for conversion of the Term Loan facility ("Facility") of up to INR 100 Crores & Overdraft facility of up to INR 10 Crores availed from Yes Bank Limited vide Facility Reference Number YBL/DEL/FL/0449A/2016-17 dated 21st July 2016, in case of an Event of Default in terms of the Facility Agreement dated 28th July 2016 and in the event of Strategic Debt Restructuring Scheme as per circular no. DBR.BP.BC.No.101/21.04.132/2014-15, as amended or modified or replaced from time to time by the Reserve Bank of India on 8 June 2015.

**RESOLVED FURTHER THAT** the new Equity Shares of Rs. 10/- each, to be allotted post conversion of the Facility, and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, size and terms and conditions of the offer / issue, including but not limited to valuation of the equity shares and the premium to be charged at the time of conversion, if any, to accept and give effect to any modifications, changes, variations, alterations, deletions and additions as the Board may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members, to finalize and execute all documents and writings and to give such directions and / or instructions as may be necessary, proper, desirable or expedient as it may deem fit from time to time.

**RESOLVED FURTHER THAT** the acts, deeds and things already done in this regard, by and with the authority of the Board, be and are hereby confirmed, approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to negotiate and accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid including any modifications required from time to time and to do all such acts and things as may be necessary to give effect to the above resolution.”

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

**Sd/-  
Rajesh Singh Chahar  
Company Secretary and Compliance Officer  
Membership No.: A31104**

**Place: Gurgaon**

**Date : 19<sup>th</sup> October, 2016**

**NOTES:**

- 1) Explanatory Statement for the proposed Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with applicable rules thereunder setting out material facts is appended hereto.
- 2) The Postal Ballot Notice is being sent to the registered address of all the Equity Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on October 28, 2016. The Equity Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode would also be sent the Notice of Postal Ballot by e-mail.
- 3) Voting rights shall be reckoned on the paid up value of the Equity Shares registered in the names of the Equity Shareholders as on October 28, 2016 i.e. the cut-off date for dispatch of Postal Ballot Notice.
- 4) Equity Shareholders can also download the Postal Ballot Form from the Company's website at [www.hbestate.com](http://www.hbestate.com) or seek duplicate Postal Ballot Form from the Company.
- 5) The voting period for Postal Ballot commences on November 10, 2016 at 9.00 A.M. and ends on December 9, 2016 at 5.00 P.M. after which the e-voting module shall also be closed.
- 6) Mr. Arun Kumar Gupta, Company Secretary in Whole-time Practice (Membership No.: 21227, C.P. No.: 8003) failing him Mr. Sachin Arora, Company Secretary in Whole-time Practice (Membership No.: 8224, C.P. No.: 9142) has been appointed as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
- 7) All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India, during office hours on all working days except Saturdays, Sundays and Public Holidays between 11.00 A.M. to 2.00 P.M. up to the last date for receipt of the Postal Ballot specified in the accompanying Notice.
- 8) Equity Shareholders are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.
- 9) Kindly note that each Equity Shareholder can opt for only one mode of voting, i.e. either by Postal Ballot Form or e-voting. If you opt for e-voting, then, do not vote by Postal Ballot and vice-versa. In case of an Equity Shareholder exercising his/its right to vote via both modes, i.e. Postal Ballot as well as e-voting, then voting done through e-voting shall prevail and Postal Ballot of such Equity Shareholder shall be treated as invalid.

**VOTING THROUGH POSTAL BALLOT:**

The detailed procedure is as under:

- 1) An Equity Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form enclosed herewith (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the enclosed self-addressed postage prepaid business reply envelope. Thus, postage has been borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Equity Shareholder will also be accepted.
- 2) The Postal Ballot Form should be signed by the Equity Shareholder as per specimen signature registered with the Company. In case, Equity Shares are jointly held, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. A person holding Power of Attorney (POA) on behalf of any Equity Shareholder may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- 3) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 P.M.) on, December 9, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
- 4) In case of Equity Shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
- 5) Equity Shareholders are requested not to send any paper (other than the Resolution / Authority as mentioned under item Nos. 2 & 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- 6) The exercise of vote by Postal Ballot is not permitted through proxy.
- 7) There will be only one Postal Ballot Form for every Registered Folio / Client ID irrespective of the number of Joint Member(s).
- 8) The Equity Shareholder need not use all the votes nor does he / she need to cast all the votes in the same way.
- 9) The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- 10) A Postal Ballot Form shall be considered invalid if: (a) A form other than one issued by the Company has been used; (b) It has not been signed by or on behalf of the Equity Shareholder; (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company; (d) It is not possible to determine without any doubt the assent or dissent of the Equity Shareholder; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the

Equity Shareholder; (g) The envelope containing the Postal Ballot Form is received after the last date of voting mentioned in the Notice; (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (j) Equity Shareholder has made any amendment to the Resolution or imposed any condition while exercising his/her vote.

- 11) The Scrutinizer shall submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots including votes casted through e-voting
- 12) The Chairman or any other person authorised by him in writing as the case may be, shall announce the results of Postal Ballot and e-Voting on December 12, 2016 at the Registered Office of the Company, at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India. The date of declaration of result of Postal Ballot and e-voting will be taken to be the date of passing of the Resolution(s).
- 13) The Result of Postal Ballot and e-voting will be published in the Newspaper (English and vernacular) within 48 hours of the declaration of the result and will be placed at the web-site of the Company at [www.hbestate.com](http://www.hbestate.com) for the information of Equity Shareholders besides being communicated to all the Stock Exchanges on which the shares / securities are listed. The results will also to be displayed on website of the Karvy Computershare Private Limited, <https://evoting.karvy.com>

#### **VOTING THROUGH E-VOTING:**

- 1) The Company is pleased to provide Equity Shareholders facility to exercise their right to vote on resolutions mentioned in this notice through e-voting Services. The facility of casting the votes by the Equity Shareholders using an electronic voting system will be provided by Karvy Computershare Private Limited ("Karvy").
- 2) The e-voting Period commences on November 10, 2016 at 9.00 A.M. and ends on December 9, 2016 at 5.00 P.M. During this period, Equity Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being October 28, 2016, may cast their vote by e-voting. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by a Equity Shareholder, such Equity Shareholder shall not be allowed to change it subsequently.
- 3) The process and manner for remote e-voting are as under:
  - (a) **In case a Member receives notice through e-mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
    - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password provided in e-mail / Postal Ballot Form). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, click on "LOGIN".
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for HB Estate Developers Limited.
    - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
    - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
    - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
    - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
    - (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the **Scrutinizer at e-mail ID: [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com)** They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
  - (b) **In case a Member receives Notice in physical form [for Members whose email IDs are not registered with the Company / Depository Participants]:**



- (i) User ID and initial password as mentioned in the Postal Ballot Form in the following format.

EVEN (E Voting Event Number)	USER ID	PASSWORD
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- (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- (c) The e-voting facility will be available during the following voting period:  
**Commencement of e-voting : November 10, 2016 from 09.00 A.M. (IST)**  
**End of e-voting : December 9, 2016 up to 05.00 P.M. (IST)**  
 The e-voting module shall be disabled by Karvy for voting thereafter.
- (d) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- (e) In case of any query or issues pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or call their toll free No. 1-800-34-54-001 for any further clarification.

**By order of Board of Directors  
For HB Estate Developers Limited**

Sd/  
**Rajesh Singh Chahar**  
Company Secretary and Compliance Officer  
Membership No.: A31104

Date: 19<sup>th</sup> October, 2016  
Place: Gurgaon

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 1:**

Under erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company. The shareholders of the Company, in their meeting held on 28th September, 2010 had accorded their consent to the Board of Directors for creation of charge/ mortgage/ hypothecation for an amount not exceeding Rs. 500 Crores.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Hence, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 500 crores.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

**Item No. 2:**

In line with the regulatory changes in the recent past, and in line with various directives issued by Reserve Bank of India, from time to time, applicable to banks/ financial institutions (hereinafter referred to as the "Lender(s)"), the Company has been advised to pass a Special Resolution, under Section 62 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable Lender(s) to convert the outstanding loans, already availed /as may be availed from the Lender(s), from time to time, at Lender's option, into equity shares of the Company upon such terms and conditions including price, as may be deemed appropriate by the Board in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) and/or any other applicable Statutory Provisions at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No.2., to enable the lender(s), to convert in terms of the lending arrangements, entered/to be entered, under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at Lender's option, to convert the whole or part of their respective outstanding loans into equity shares of the Company in accordance with the applicable SEBI Regulations and/or any other applicable Statutory Provisions.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

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

Sd/  
**Rajesh Singh Chahar**  
Company Secretary and Compliance Officer  
Membership No.: A31104

Place: Gurgaon  
Date : 19<sup>th</sup> October, 2016