

**HB ESTATE DEVELOPERS LIMITED**

CIN: L99999HR1994PLC034146

Registered Office: Plot No. 31, Echelon Institutional Area, Sector-32,
Gurgaon-122 001, Haryana, India

Telephone No.: +91-124-4675500; Fax: +91-124-4370985

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

**IN THE HIGH COURT FOR THE STATES OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION
COMPANY PETITION NO. 165 OF 2016**IN THE MATTERS OF:
THE COMPANIES ACT, 1956**AND**IN THE MATTER OF:
SECTION 391-394 OF THE COMPANIES ACT, 1956**AND**IN THE MATTER OF:
THE SCHEME OF ARRANGEMENT

| | |
|--|---|
| HB Stockholdings Limited having its registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India | ... Demerged Company No. 1 / Petitioner Company No. 1 |
| HB Portfolio Limited having its registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India | ... Resulting Company No. 1 / Demerged Company No. 2 / Petitioner Company No. 2 |
| HB Estate Developers Limited having its registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India | ... Resulting Company No. 2/Petitioner Company No. 3 |

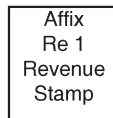
FORM OF PROXY

I/ We the undersigned, as Equity Shareholder(s) of HB Estate Developers Limited, the Resulting Company No. 2/ Petitioner Company No. 3 hereby appoint Mr./Ms. _____ of _____ and failing him/her Mr./Ms. _____ of _____ as my / our proxy, to act for me / us at the Court Convened Meeting of the Equity Shareholders of Resulting Company No. 2 / Petitioner Company No. 3 to be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana), India on December 10, 2016 at 11.00 A.M., for the purpose of considering and, if thought fit, approving the Composite Scheme of Arrangement, with or without modification(s), amongst HB Stockholdings Limited, HB Portfolio Limited and HB Estate Developers Limited and their respective Shareholders and Creditors; and at such Meeting, and any adjournment / adjournments thereof, to vote, for me/us and in my/our name(s) _____ (here if 'for' insert 'for', if 'against' insert 'against' and in the latter case strike out the words "either with or without modifications" after the word "Arrangement") the said arrangement embodied in the Composite Scheme of Arrangement either with or without modifications as my/our proxy may approve.(strikeout what is not necessary).

Dated this _____ day of _____ 2016

| | |
|-----------------------------------|--|
| Name of the Equity Shareholder | |
| Address of the Equity Shareholder | |
| Reg. Folio No. | |
| DP ID / Client ID No. * | |
| No. of Equity Shares held | |

*Applicable for Shareholders holding Shares in dematerialized form

(Signature of Shareholder)_____
(Signature of Proxy)

Also Sign across the stamp

Note:

1. Please affix revenue stamp before putting signature.
2. The Proxy need not be a Member of the Resulting Company No. 2 / Petitioner Company No. 3.
3. All alterations made in the Form of Proxy should be initialed.
4. The Proxy must be deposited at the Registered Office of the Resulting Company No. 2 / Petitioner Company No. 3 at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India not later than 48 hours before the time for holding the Meeting.
5. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and/ or holding in aggregate not more than 10% of the total share capital of Resulting Company No. 2 / Petitioner Company No. 3. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Resulting Company No. 2 / Petitioner Company No. 3 carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. In case of multiple proxies, the proxy later in time shall be accepted.



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ATTENDANCE SLIP

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS

I / We hereby record my / our presence at the meeting of the Equity Shareholders of HB Estate Developers Limited being held under the supervision of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh, on December 10, 2016 at 11.00 A.M. at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana).

| | |
|--|--|
| Name of the Equity Shareholder | |
| Reg. Folio No. | |
| DP ID / Client ID No. * | |
| No. of Equity Shares held | |
| Name of Proxy Holder / Authorised Representative | |

*Applicable for Shareholders holding Shares in dematerialized form

(Signature of the Equity Shareholder / Proxy / Authorised Representative)

Note:

- Equity Shareholders attending the Meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance Slip and hand it over at the entrance of the meeting hall.*
- Members may please note that the GIA House Authorities do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.*