



HB STOCKHOLDINGS LTD.

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbstockholdings.com
Website : www.hbstockholdings.com, CIN : L65929HR1985PLC033936

Date: 17th February, 2024

The Listing Department BSE Limited, Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	The Vice President National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051
Scrip Code: 532216	Symbol: HBSL

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Extraordinary General Meeting of the Company

Dear Sir / Madam,

In continuation to earlier intimation dated 15th February, 2024, we wish to inform that an Extraordinary General Meeting of the Company will be held on Monday, the 11th day of March, 2024, at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Extraordinary General Meeting (EGM).

The copy of said EGM Notice has also been uploaded on the Company's website, www.hbstockholdings.com

You are requested to take the above information on record and oblige.

Thanking you,

Yours faithfully,

For **HB Stockholdings Limited**

REEMA Digitally signed by
REEMA MIGLANI
MIGLANI Date: 2024.02.17
17:09:48 +05'30'

REEMA MIGLANI
(Company Secretary & Compliance Officer)

Encl: As Above

 **HB STOCKHOLDINGS LIMITED**

Regd. Off: Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram – 122 001 (Haryana)

Tel: 0124-4675500, Fax: 0124-4370985

Email: corporate@hbstockholdings.com, Website: www.hbstockholdings.com

CIN: L65929HR1985PLC033936

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF HB STOCKHOLDINGS LIMITED WILL BE HELD ON MONDAY, 11TH MARCH, 2024, AT 03:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1

TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH HB ESTATE DEVELOPERS LIMITED, A RELATED PARTY OF THE COMPANY

*To consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 188 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with applicable rules, if any, as amended from time to time and the Policy on Related Party Transaction(s) of HB Stockholdings Limited (‘Company’), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to enter into transaction with HB Estate Developers Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations to subscribe 10,00,000 Warrants of HB Estate Developers Limited to be issued on Preferential basis which will give the option to the Company to apply, within 12 months of allotment of Warrants, one Equity Share of face value of Rs. 10 (Rupees Ten Only) each at a price of Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five Only) per Equity Share (including premium of Rs. 55.25 (Rupees Fifty Five and Paise Twenty Five Only) per Equity Share) or such other price as may be decided by the relevant authorities at a later stage.

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter related to the aforesaid transaction be and are hereby approved, ratified and confirmed in all respects.”

**BY ORDER OF THE BOARD
FOR HB STOCKHOLDINGS LIMITED**

**Place: Gurugram
Date: 15th February, 2024**

**Sd/-
REEMA MIGLANI
(Company Secretary)
Membership No: A-45762**

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 aforesaid 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 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).
4. 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.
5. The Members can join the EGM in 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 circular. 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. Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Shareholders (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, Mrs. Jaya Yadav by an e-mail through its registered email address to jayayadav@whitespan.in with a copy marked to evoting@nsdl.co.in.
7. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 accordance with the aforesaid Circulars, this Notice of EGM is being sent only by electronic mode to all members whose email addresses are registered with Company's Registrar and Share Transfer Agent /Depository Participant(s) as on Thursday, 15th February, 2024.
10. Members may note that the Notice of EGM shall also be available on the website of the Company i.e. www.hbstockholdings.com; the Stock Exchange i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com>.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business herein is annexed hereto and forms an integral part of this Notice.
12. All documents referred to in the Notice shall be made available for inspection in electronic mode, from the date of circulation of this Notice up-to the date of the meeting. Members may request the same by sending an e-mail from their registered e-mail address stating their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at corporate@hbstockholdings.com.
13. **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 begins on Friday, **08th March, 2024 at 09:00 A.M.** and ends on **Sunday, 10th March, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the members, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- (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 dematerialized 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 exiting user ID and password for casting your vote.

(v) Mrs. Jaya Yadav, Company Secretary in Whole-time Practice (Membership No.: F10822, C.P. No.: 12070) failing her Mr. Pushkar Garg, Company Secretary (Membership No.: A69734) 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@hbstockholdings.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 dated December 9, 2020 on 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.	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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this 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 e-Voting website of NSDL for casting your vote remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 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. 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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option 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 & Email 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	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 logging in, you will be able to see e-Voting option. Click on e-Voting option, 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com or call at 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 toll free no. 1800 22 55 33

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 120993 then user ID is 120993 001***.

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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 refer the **“PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF EGM”** provided hereinafter.

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 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 1800-222-990 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:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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:

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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@hbstockholdings.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 ADDRESS FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF EGM

- (i) **Members holding Shares in physical form** who have not registered their e-mail address 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 License, 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 address 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 two days from 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 & National Stock Exchange of India Limited, on the same day of 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, **<http://www.hbstockholdings.com>** and on the website of NSDL, **<https://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.

**BY ORDER OF THE BOARD
FOR HB STOCKHOLDINGS LIMITED**

**Place: Gurugram
Date: 15th February, 2024**

**Sd/-
REEMA MIGLANI
(Company Secretary)
Membership No: A-45762**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited Financial Statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

HB Estate Developers Limited (HBEDL) is a Promoter Group Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and the transaction constitute a Material related party transaction as per aforesaid Reg 23 of SEBI (LODR), Regulations, 2015.

It is in the above context, the resolution is placed for the approval of the Members of the Company.

HBEDL is into the business of Hospitality Industry and own a hotel "Taj City Centre-Gurugram" in a prime location. HBEDL need funds to finance the long-term Working Capital requirement and General Corporate purposes etc.

The Management has provided the Audit Committee with the relevant details of proposed RPT including rationale, material terms and basis of pricing. The Audit Committee has granted approval for entering into RPT with HB Estate Developers Limited to subscribe Warrants of HB Estate Developers Limited, which will give the option to the Company to apply for one Equity Share of face value of Rs. 10/- each at a price of Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five Only) per Equity Share (including premium of Rs. 55.25 (Rupees Fifty Five and Paise Twenty Five Only) per Equity Share) or such other price as may be decided by the relevant authorities at a later stage.

Details of the proposed transactions with HB Estate Developers Limited being a related party of the Company, including the information pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No.	Description	Details
1.	Details of Summary of information provided by	the management to the Audit Committee
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest:	HB Estate Developers Limited ('HBEDL') (a) HBEDL is a promoter group Company (b) Mr. Lalit Bhasin, Chairperson of the Company is also a Chairperson of HBEDL and (c) Mr. Anil Goyal and Mrs. Asha Mehra, Directors of the Company also hold the position of Directors on the Board of HBEDL.
b.	Type, material terms and particulars of the proposed transaction:	HBEDL is in need of funds for working capital & general corporate purpose. The proposal is to invest in 10,00,000 warrants of HB Estate Developers Limited to be issued on Preferential basis which will give the option to the Company to apply, within 12 (Twelve) months of allotment of Warrants, one Equity Share of face value of Rs. 10/- each at a price

		<p>of Rs. 65.25 (Rupees Sixty Five and Paise Twenty Five Only) per Equity Share (including premium of Rs. 55.25 (Rupees Fifty Five and Paise Twenty Five Only) per Equity Share) or such other price as may be decided by the relevant authorities at a later stage.</p> <p>25% of the exercise price of the Equity Shares shall be paid on application for Warrants and the balance i.e. 75% shall be paid on exercising the option to apply for to the Equity Shares and if the Company does not exercise the option to apply for Equity Shares with in a period of 12 (Twelve) months from the date of allotment of Warrants, amount paid on application will be forfeited by HBEDL.</p>
c.	Tenure of the proposed transaction	One time transaction
d.	Value of the proposed transaction	Rs. 6,52,50,000/- (Rupees Six Crores and Fifty Two Lakhs Fifty Thousand Only)
e.	Percentage of annual consolidated turnover of HB Stockholdings Limited that is represented by the value of the proposed RPT considering FY 2022-23 as the immediately preceding financial year.	218.32%
2.	Justification as to why the RPT is in the interest of the listed entity	<p>HBEDL has performed well during the previous financial year and Outlook for the Indian Hospitality industry is positive. As on 31st March, 2023, the Company was holding 1,25,400 Equity Shares @ Rs. 34.21 (Rupees Thirty Four and Paise Twenty One Only) per equity shares (FVTPL) and the closing price of Equity Shares of the HBEDL as on 09th February, 2024 (Relevant Date) was Rs. 68.36 (Rupees Sixty Eight and Paise Thirty Six Only). The amount invested is expected to give attractive returns in the future.</p>
3.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction:</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments:</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	<p>(i) Not Required to be disclosed being a Listed NBFC Company.</p> <p>(ii) Not Applicable</p>

	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT:	(iii) 25% of the exercise price of the Equity Shares shall be paid on application for Warrants and the balance i.e. 75% shall be paid on exercising the option to subscribe to the Equity Shares and if the Company does not exercise the option to apply for Equity Shares within a period of 12 months from the date of allotment of Warrants, the amount paid on application will be forfeited by HBEDL. (iv) To fund the long-term Working Capital requirement and General Corporate purposes etc.
4.	A copy of the valuation or other external party report, if any such report has been relied upon	A Valuation Report from a Registered Valuer, Sundae Capital Advisors Private Limited, (IBBI Regn. No.: IBBI/RV-E/03/2021/136) has been obtained by HB Estate Developers Limited. The Report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant .	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution as set out in the Notice.

The Board of Directors therefore recommends the Resolution as set out in Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives except as provided in point no. 1(a) of the above table is concerned or interested, financially or otherwise, in the aforesaid resolution.

**BY ORDER OF THE BOARD
FOR HB STOCKHOLDINGS LIMITED**

**Place: Gurugram
Date: 15th February, 2024**

**Sd/-
REEMA MIGLANI
(Company Secretary)
Membership No: A-45762**