



HB PORTFOLIO LIMITED

Regd. Office : Plot No.31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : corporate@hbportfolio.com
Website : www.hbportfolio.com, CIN No. L67120HR1994PLC034148

Date: April 16, 2016

The Listing Department
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Sub: Approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL / the Company) and HB Estate Developers Limited (HBEDL) and their respective members and creditors proposed to be filed under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013.

Dear Sir / Madam,

This has reference to our letter dated February 10, 2016 intimating about the approval of the Board of Directors of the Company on the Scheme of Arrangement between the Company, HB Stockholdings Limited and HB Estate Developers Limited and their respective members and creditors (hereinafter referred to as "the Scheme" or "Scheme of Arrangement") subject to requisite statutory and regulatory approvals that may be required.

Pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. – CIR/CFD/CMD/16/2015 Dated November 30, 2015, we hereby submit, for your approval, the Scheme of Arrangement proposed to be filed before the Hon'ble High Court of Punjab & Haryana at Chandigarh under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 along with required documents / information as per checklist provided by BSE.

We request you take it on record and kindly provide necessary "No objection" at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

If you require any further clarifications / information, we shall provide the same.

Thanking you
Yours faithfully

For HB Portfolio Limited


DINESH KAPOOR
(Company Secretary)



Encl: As Above

BSE Limited

Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable

S. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1 - 6 (Annexure 1)
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	7 - 74 (Annexure 2)
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	75 - 144 (Annexure 3)
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	145 - 151 (Annexure 4)
5.	Fairness opinion by Merchant Banker.	152 - 155 (Annexure 5)
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	156 - 200 (Annexure 6)
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	201 - 211 (Annexure 7) 212 - 330 (Annexure 7 A)
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II	331 - 335 (Annexure 8)
9.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure III	Complaint Report will be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website.



10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure IV	336 - 337 (Annexure 9)
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	The Company shall seek approval from the Shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Bombay Stock Exchange Limited (BSE)
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V .	338 - 351 (Annexure 10, 10A, 10B)
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	352 - 357 (Annexure 11)
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI .	358 - 360 (Annexure 12)
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII .	361 - 362 (Annexure 13)
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure VIII	363 (Annexure 14)
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	212 - 330 (Annexure 7 A)
19.	Processing fee (non-refundable) payable will be as below, favoring 'BSE Limited' Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	Cheque No. 005122 Dated 26-02-2016 for Rs. 1,14,500/- (Rupees One Lac Fourteen Thousand Five Hundred only) In favour of ' BSE Limited ' is enclosed herewith.



20.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	DINESH KAPOOR (Company Secretary & Compliance Officer) Tel: 0124-4675500 Mob: 9540011875 E-mail: corporate@ hbportfolio.com
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We are submitting herewith all above documents/details serially numbered, stamped and certified by the authorized signatory of the company.

We are also submitting herewith one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

For HB Portfolio Limited



Dinesh Kapoor
(Company Secretary)



Date: April 16, 2016