NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (AGM) OF HB PORTFOLIO LIMITED WILL BE HELD ON WEDNESDAY, 09TH SEPTEMBER, 2026 AT 02:30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **TO CONSIDER, RECEIVE AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution(s) as an Ordinary Resolution(s):

   A. **“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the members with the Notice of AGM, be and are hereby approved and adopted.”

   B. **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the report of Statutory Auditors thereon, as circulated to the members with the Notice of AGM, be and are hereby approved and adopted.”

2. **CONFIRMATION OF THE ALREADY PAID INTERIM DIVIDEND @ RE. 1/- PER EQUITY SHARE OF THE COMPANY, AS THE TOTAL/ FINAL DIVIDEND FOR THE FINANCIAL YEAR 2025-26.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   “RESOLVED THAT the Interim Dividend @ Re. 1/- (Rupee One only) declared by the Board of Directors in their meeting held on 11th November, 2025 and already paid during the Financial Year 2025-26, be and is hereby confirmed as the Total/ Final Dividend for Financial Year 2025-26.”

3. **RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   “RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Lalit Bhasin (DIN: 00002114), who retires by rotation and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

BY ORDER OF THE BOARD OF DIRECTORS
FOR HB PORTFOLIO LIMITED

Sd/-
Meenu Papreja
Place: Gurugram **(Company Secretary & Compliance Officer)**
Date: 29th May, 2026 **Membership No.: F11607**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) vide its various clarifications/ circulars permitted the Companies to hold the Annual General Meeting (AGM) 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”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the clarifications/ circulars as mentioned hereinabove, the 31st AGM of the Company is being held through VC/ OAVM. The deemed venue of this AGM shall be the Registered Office of the Company.

2. Since this AGM is being held through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the general meetings through VC/ OAVM and participate there at and cast their votes through e-voting.

3. The Company has appointed National Securities Depositary Limited (“NSDL”), to provide VC/ OAVM facility for the AGM and the attendant enablers for conducting the AGM.

4. Pursuant to the provisions of Section 152 of the Act, Mr. Lalit Bhasin, Director (Chairman) of the Company is liable to retire by rotation at this AGM. The Board of Directors of the Company have recommended his re-appointment. Mr. Lalit Bhasin is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by SEBI or any other authority. Except Mr. Lalit Bhasin, being appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set-out under Item No. 3 of the Notice.

5. Details of director seeking re-appointment at the ensuing AGM [Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India] are annexed hereto and forms an integral part of this Notice.

6. Pursuant to circulars of MCA and SEBI, Notice of the AGM along with the Annual Report for Financial Year 2025-26 (financial statements including Board’s Report, Auditor’s report or other documents required to be attached therewith) is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same at investor.services@rcmcdelhi.com or corporate@hbportfolio.com mentioning their Folio No./ DP ID and Client ID.

7. Pursuant to the Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link and the exact path, where complete details of the Annual Report are available, is being sent to all such shareholders who have not registered their e-mail ID with the Company/ Depository Participant(s). Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company’s website www.hbportfolio.com, website(s) of the stock exchange i.e., BSE Limited at www.bseindia.com and NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com

   In order to receive faster communication and to enable the Company to serve the members better, the members are requested to provide/ update their e-mail ID with their respective Depository Participant(s) or e-mail at investor.services@rcmcdelhi.com to get the Annual Report and other documents/ communication on their e-mail ID. Members holding equity shares in physical mode are requested to intimate their e-mail ID to the Registrar and Share Transfer Agent (RTA)/ Company, either by e-mail at investor.services@rcmcdelhi.com or corporate@hbportfolio.com or by sending a communication at the address mentioned at Note No. 16 or at the Registered Office of the Company.

8. Pursuant to Section 113 of the Act, 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 AGM through VC/ OAVM and to vote on their behalf through remote e-voting or through e-voting at the AGM. The said Resolution or Authorization Letter shall be sent to the Scrutinizer, Ms. Jaya Yadav by an e-mail through its registered email address to jayayadav@whitespan.in with a copy marked to evoting@nsdl.com or can upload their Board Resolution or Authorization Letter by clicking on “Upload Board Resolution/ Authority Letter” displayed under ‘e-voting’ tab in their login.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates and requisite KYC documents to the Company’s RTA, for consolidation into a single folio. Request for consolidation of holdings shall be processed in dematerialised form only.

10. The members are requested to notify promptly any change in their KYC details, email id, postal address, mobile number, nomination, etc. to the Company/ Depository Participant(s), as the case may be.

    As per the circulars issued by the SEBI from time to time, any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request to the Company/ RTA for any assistance relating to the shares of the Company.

    To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) and holdings should be verified from time to time.

11. The members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 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 AGM without restriction on account of first come first served basis and can connect with the Company at corporate@hbportfolio.com

12. 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 AGM.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection in electronic mode during the AGM upon login at NSDL e-voting system at www.evoting.nsdl.com

14. All documents referred to in the Notice shall be made available for inspection in electronic mode from the date of circulation of this Notice upto 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@hbportfolio.com

15. Members who would like to express their views/ ask questions with regard to the Financial Statements or any other matter can submit their queries in advance through an e-mail from their registered e-mail address mentioning their Name, DP ID/ Client ID Number/ Folio Number, Mobile Number to the Company at corporate@hbportfolio.com on or before **Monday, 31st August, 2026 till 05.00 P.M.** The views/ questions of those members will only be taken up who have mailed it to the Company within time and the same will be replied by the Company suitably.

16. As per Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission or transposition shall be processed only in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/ electronic form to get inherent benefits of dematerialisation. For any assistance in this regard, the members can contact to the RTA of the Company namely,

    RCMC Share Registry Private Limited
    B-25/1, Okhla Industrial Area, Phase-II,
    New Delhi – 110020
    Ph. Nos.: 011-26387320, 26387321,
    011-35020465, 35020466
    Mobile: +91-8527695125
    E-mail: investor.services@rcmcdelhi.com

    Letter of Confirmation will not be issued with effect from 02nd April, 2026 and the RTA will directly credit the shares to the Member's demat account. Members must provide a Client Master List, not older than 2 months, attested by their Depository Participant(s).

17. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 [IEPF Rules] regarding Unpaid/ Unclaimed Dividend, the amount of Dividend remaining Unpaid or Unclaimed for a period of 7 (seven) years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The equity shares in respect of such unclaimed dividend are also liable to be transferred to the demat account of the IEPF Authority. The equity shareholders whose unclaimed dividend(s)/ equity share(s) have been transferred to IEPF, may claim back the same by making an online application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The members can file only one consolidated claim in the Financial Year as per IEPF Rules.

    The Company strongly recommends members to encash/ claim their respective dividends from the Company/ RTA. Concerned members are advised to visit the weblink: www.iepf.gov.in or contact RTA/ the Company for lodging their claim for refund of equity shares and/ or unclaimed dividend amount from the IEPF Authority.

    Company Secretary of the Company has been appointed as the Nodal Officer in terms of the provisions of IEPF Rules and complete details are available on the website of the Company; www.hbportfolio.com/investor-centre

18. **Updation of PAN and other details:**

    The forms for updation of PAN, KYC, Bank Details and Nomination viz., Form ISR-1, Form ISR-2 and Form ISR-3 and Form SH-13 are available on Company's website www.hbportfolio.com/investor-centre

    Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).

    The Company has sent individual communication to all relevant members whose KYC details are yet to be updated, requesting them to furnish the requisite information.

19. **Dispute Resolution:**

    SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/ Company directly and/ or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login). Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.

20. **Special window for re-lodgement of physical share transfer requests:**

    Members who had submitted transfer deeds for physical shares before 1st April, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till 04th February, 2027, to re-lodge the transfer requests.

    Transfers would be approved, if all the requisite documents are in place. The transfer under this window will be credited only in dematerialised form and will carry a one (1) year lock-in period from the date of transfer registration. Members can contact the Company/ RTA, for assistance in this regard.

21. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

22. **INFORMATION ON REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING AGM:**

(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 other circulars, the members are provided with the facility to attend AGM through VC/ OAVM, to cast their vote electronically through the remote e-voting before the AGM and through e-voting during the AGM, **through the Authorised Agency, NSDL.**

(ii) The remote e-voting period commences on **Sunday, 06th September, 2026 (09.00 A.M.)** and **ends on Tuesday, 08th September, 2026 (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 Member, the Member 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 equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Wednesday, 02nd September, 2026**, may cast their vote by remote e-voting/ e-voting at the meeting. A person who is not a member as on the cut-off date should treat this Notice only for information purposes.

(iv) Any person who acquires equity shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holds equity shares as on the cut-off date, i.e. **Wednesday, 02nd September, 2026**, may obtain the user Id and password by sending a request at evoting@nsdl.com. However, if the member is already registered with NSDL for remote e-voting then the member can use his/ her existing user ID and password for casting your vote.

(v) Ms. Jaya Yadav, Company Secretary in Whole-time Practice (Membership No.: F10822, C.P. No.: 12070) or failing her, Ms. Anushree Khunteta, Company Secretary (Membership No.: A51456) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & e-voting at AGM 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, Deputy Vice President-NSDL, e-mail ID: evoting@nsdl.com **or call on Toll Free No.: 1800-222-990. Members may also write to the Company Secretary at the e-mail ID** corporate@hbportfolio.com.

(B) INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO AGM 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 www.evoting.nsdl.com

Step 2: Cast your vote electronically and join the AGM on NSDL e-voting system

Step 1: Log-in to NSDL e-voting system at www.evoting.nsdl.com

A) Login method for e-voting and joining virtual meeting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 in relation to 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting. 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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 held 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. 5. Shareholders/ members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing 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 for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon 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 Forgot User ID and Forgot 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 022 – 4886 7000
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. 1800-21-09911

B) **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:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: 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 e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your registered email ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .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'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 AGM on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 5 (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 toll free no.: 022 - 48867000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President - NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case equity shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@hbportfolio.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corporate@hbportfolio.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 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 Participant(s). Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast 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 AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

(i) Members will be provided with a facility to attend the AGM 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 meeting" menu against Company name. You are requested to click on VC/ OAVM link placed under Join 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.

(ii) Members are encouraged to join the Meeting through Laptops for better experience.

(iii) Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

(iv) Please note that members 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.

(v) 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 / Folio Number, Mobile Number to the Company at corporate@hbportfolio.com. Those members who have registered themselves as a speaker on or before **Monday, 31st August, 2026 upto 05:00 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 AGM. Questions that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS FOR OBTAINING NOTICE OF AGM, ANNUAL REPORT 2025-26, LOGIN CREDENTIALS FOR E-VOTING AND UPDATION OF BANK ACCOUNT DETAILS.

1. **Members holding equity shares in physical form who have not registered their** e-mail address are requested to provide a request letter to the Company's RTA through an e-mail at investor.services@rcmcdelhi.com mentioning Folio No., Name of Member along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and address proof of the Member for the purpose of obtaining Notice of AGM and Annual Report 2025-26 and login credentials for e-voting.

2. Please note that the registration of e-mail address based on scanned documents is only for the purpose of this AGM. The members will be required to send hard copy of the aforesaid documents to RTA for necessary updation in the master records of the Company.

3. **For updation of Bank Account Details**, members are requested to register/ update their complete bank details by submitting duly signed Form ISR-1 (available on the website of the Company at www.hbportfolio.com along with supporting documents to the RTA of the Company.

4. **Members holding Shares in demat form** can update their e-mail address and Bank Account Details with their Depository Participant(s).

(E) DECLARATION OF RESULTS ON THE RESOLUTIONS:

(i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 2 (two) witnesses not in the employment of the Company and make, not later than 2 (two) days from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour of 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 within 2 (two) days from the 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, www.hbportfolio.com and on the website of NSDL, 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.

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

PARTICULARS	MR. LALIT BHASIN
Director Identification Number	00002114
Date of Birth	14th August, 1968
Date of first appointment on the Board	27th July, 2004
Profile/ Expertise in specific functional areas	Mr. Lalit Bhasin, Director (Chairman) is a first commerce graduate from Shri Ram College of Commerce, University of Delhi. He brings with him more than three decades of expertise in the field of management, hospitality, investments and capital market.
Qualification	Graduate from Shri Ram College of Commerce, University of Delhi
Directorship held in other Companies as on 31.03.2026	**Listed Companies:** 1. HB Estate Developers Limited 2. HB Stockholdings Limited 3. HB Leasing & Finance Company Limited **Other Companies:** 4. RRB Master Securities Delhi Ltd 5. RRB House Finance Private Limited 6. Pal Properties (India) Private Ltd 7. HB Financial Consultants Private Limited 8. AH Gems and Jewels Private Limited 9. Taurus Investment Trust Company Limited 10. Infinix9 Hotels & Resorts Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil
Committee positions held in other Companies as on 31.03.2026	**Audit Committee** 1. HB Leasing & Finance Company Limited (Member) 2. Taurus Investment Trust Company Limited (Member) **Stakeholders Relationship Committee** 3. HB Leasing & Finance Company Limited (Chairman) **Nomination and Remuneration Committee** 4. HB Leasing & Finance Company Limited (Member) **Risk Management Committee** 5. HB Leasing & Finance Company Limited (Chairman)
Listed entities from which the person has resigned in the past three years	None
Terms and conditions of appointment/ re- appointment	Mr. Lalit Bhasin is a Non-Executive Chairman of the Company, liable to retire by rotation.
Details of remuneration sought to be paid	Not Applicable
Last remuneration drawn (per annum)	Not Applicable
No. of shares held in the Company (including as a beneficial owner)	63,84,671
No. of Board Meetings attended/entitled to attend during the Financial Year	4/4
Whether related to any Board Members, Manager or KMP of the Company	No
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	Not Applicable

BY ORDER OF THE BOARD OF DIRECTORS
FOR HB PORTFOLIO LIMITED

Sd/-
Meenu Papreja
(Company Secretary & Compliance Officer)
Membership No.: F11607

Place: Gurugram
Date: 29th May, 2026