HB PORTFOLIO LIMITED

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February 26, 2018

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400001

Company Code: 532333

Sub: **Intimation of Record Date (Demerger and Reduction / Reorganisation of Share Capital)**

Ref: - **Composite Scheme of Arrangement between HB Stockholdings Limited (HBSL), HB Portfolio Limited (HBPL) and HB Estate Developers Limited (HBEDL) and their respective Shareholders and Creditors under Sections 391 to 394 read with Section 100 to 104 of the Companies Act, 1956**

Dear Sir / Madam,

Kindly refer to the following letters:

- Our Letter Dated December 29, 2017 informing you of the sanction of the Com[illegible] 22nd December, 2017.
- Our Letter Dated January 30, 2018 wherein the Company has submitted the required information / documents upon sanction of Scheme in terms of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with Observation Letter Ref. No. DCS/AMAL/ND/24(f)/432/16-17 Dated June 23, 2016 issued by BSE Limited.

The Company has filed the Certified True copy of the order with the Registrar of Companies, Ministry of Corporate Affairs on January 30, 2018 which shall be deemed to be the Effective Date for the purpose of the Scheme. Accordingly, the Scheme has come into effect from the Appointed Date(s) i.e. April 1, 2015 to April 3, 2015 in a manner more particularly defined in the Scheme.

The Company has fixed Tuesday, March 13, 2018 (close of business hours) as the "HBPL Record Date" for the following purposes:-

(1) DEMERGER:

For reckoning the names of the Equity Shareholders of HBPL who shall be entitled to receive the Equity Shares of HBEDL in consideration for the Demerger of HBPL "Preference Shares Investment and Loans & Advances Undertaking" and transfer and vesting of the same into HBEDL (Demerger 3) as provided in Part D of the Scheme, in the following ratio:

"59 (Fifty Nine) equity shares of Rs. 10/- (Rupees Ten only) fully paid up of HBEDL for every 100 (One Hundred) equity shares of Rs. 10/- (Rupees Ten only) fully paid of HBPL."

It is hereby expressly clarified that the members of HBSL entitled to receive the equity shares of HBPL in Demerger 1 shall also be entitled to receive the equity shares of HBEDL in Demerger 3.

(2) **REDUCTION / REORGANISATION OF SHARE CAPITAL:**

For the Reduction of Issued, Subscribed and Paid-up Equity Share Capital and Reorganisation of the Authorised Share Capital simultaneously as provided in Part E of the Scheme after the allotment of equity shares by HBPL to the shareholders of HBSL in Demerger 1, in the following manner:

(i) The issued and paid up equity share capital of HBPL shall be reduced by reducing the face value of the equity shares from 1 (one) equity share of Rs. 10/- (Rupees Ten Only) fully paid up to 1 (one) equity share of Rs. 6/- (Rupees Six only) each fully paid.

(ii) The issued and subscribed paid up equity share capital of HBPL so reduced shall be further consolidated in such a manner that the shareholders holding 5 (Five) equity shares of Rs. 6/-(Rupees Six only) each fully paid up in the equity share capital of HBPL as on HBPL Record Date shall be allotted 3 (Three) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid in the equity share capital of HBPL.

(iii) The authorized share capital of HBPL shall stand increased by Rs. 10,00,00,000/- (Rupees Ten Crore)

We are enclosing herewith synopsis of the Scheme for complete information.

Kindly consider this as Notice under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please take the same on record.

Yours truly,
For RB Portfolio Limited

DINESH KAPOOR
(Company Secretary & Compliance Officer)

Encl: As Above

C.C:

COMPOSITE SCHEME OF ARRANGEMENT BETWEEN HB STOCKHOLDINGS LIMITED (HBSL), HB PORTFOLIO LIMITED (HBPL) AND HB ESTATE DEVELOPERS LIMITED (HBEDL) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 391 TO 394 READ WITH SECTION 100 TO 104 OF THE COMPANIES ACT, 1956

SYNOPSIS

The Composite Scheme of Arrangement provides for, inter-alia:

HB STOCKHOLDINGS LIMITED (HBSL)	1) **DEMERGER 1 OF HBSL "LONG TERM EQUITY INVESTMENT UNDERTAKING" FROM HBSL AND TRANSFER AND VESTING OF THE SAME TO HBPL** (i) Upon the Scheme becoming effective and in consideration of the Demerger of HBSL "Long Term Equity Investment Undertaking" from HBSL and transfer and vesting of the same to HBPL in terms of Part B of the Scheme, HBPL shall without any further act or deed, issue and allot its Equity Shares to the Equity Shareholders of HBSL as provided in Clause 9.1 of the Scheme, whose name is recorded in the Register of Members and the records of the Depositories as members of HBSL on the **'HBSL Record Date'** i.e. **Monday, March 12, 2018** in the following ratio: **"25 (Twenty Five) equity shares of Rs. 10/- (Rupees Ten only) fully paid up of HBPL for every 100 (One Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) fully paid of HBSL".** (ii) HBPL will issue its Shares to those eligible Shareholders of HBSL whose name shall appear: a) As Beneficial Owners at the close of business hours on **HBSL Record Date i.e. Monday, March 12, 2018**, as per the list to be furnished by the Depositories (NSDL & CDSL) in respect of the Equity Shares of HBSL held in electronic form; and b) As Shareholders in the Register of Members of HBSL, after giving effect to all valid share transfers in physical form which are received on or before close of business hours on **HBSL Record Date i.e. Monday, March 12, 2018** to be furnished by M/s. RCMC Share Registry Private Limited, the Share and Transfer Agent of HBSL. (iii) In the event, the aforesaid issue and allotment of shares of HBPL results in fractional entitlements to the eligible shareholders, the Board of Directors of HBPL shall consolidate all such fractional entitlements into equity shares and allot the resultant equity share(s) to any director or officer of HBPL or to such other

person, as the Board of HBPL may appoint in this behalf, to be held in the trust by such director or officer for all such shareholders who are entitled to such fractional entitlements. Such trustee/s who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he/they may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares and all incidental expenses related thereto) to such shareholders in the ratio of their fractional entitlement. The Board of Directors of HBPL, if deem necessary, in the interests of respective company, approve such other method in this regard as they may, in their absolute discretion, deem fit.

2) **DEMERGER 2 OF HBSL "PREFERENCE SHARES INVESTMENT UNDERTAKING" FROM HBSL AND TRANSFER AND VESTING OF THE SAME TO HBEDL**

(i) Upon the Scheme becoming effective and in consideration of the Demerger of HBSL "Preference Shares Investment Undertaking" from HBSL and transfer and vesting of the same to HBEDL in terms of Part C of the Scheme, HBEDL shall without any further act or deed, issue and allot its Equity Shares to the Equity Shareholders of HBSL as provided in Clause 18.1 of the Scheme, whose name is recorded in the Register of Members and the records of the Depositories as members of HBSL on the **'HBSL Record Date'** i.e. **Monday, March 12, 2018** in the following ratio:

"24 (Twenty Four) equity shares of Rs. 10/- (Rupees Ten only) fully paid up of HBEDL for every 100 (One Hundred) equity shares of Rs. 10/- (Rupees Ten only) fully paid of HBSL."

(ii) HBEDL will issue its Shares to those eligible Shareholders of HBSL whose name shall appear:

a) As Beneficial Owners at the close of business hours on **HBSL Record Date i.e. Monday, March 12, 2018**, as per the list to be furnished by the Depositories (NSDL & CDSL) in respect of the Equity Shares of HBSL held in electronic form; and

b) As Shareholders in the Register of Members of HBSL, after giving effect to all valid share transfers in physical form which are received on or before close of business hours on **HBSL Record Date i.e. Monday, March 12, 2018** to be furnished by M/s. RCMC Share Registry Private Limited, the Share and Transfer Agent of HBSL.

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	(iii) In the event, the aforesaid issue and allotment of shares of HBEDL results in fractional entitlements to the eligible shareholders, the Board of Directors of HBEDL shall consolidate all such fractional entitlements into equity shares and allot the resultant equity share(s) to any director or officer of HBEDL or to such other person, as the Board of HBEDL may appoint in this behalf, to be held in the trust by such director or officer for all such shareholders who are entitled to such fractional entitlements. Such trustee/s who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he/they may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares and all expense incidental thereto) to such shareholders in the ratio of their fractional entitlement. The Board of Directors of HBEDL, if deem necessary, in the interests of respective company, approve such other method in this regard as they may, in their absolute discretion, deem fit. **3) <u>REDUCTION / RE-ORGANISATION OF SHARE CAPITAL OF HBSL</u>** (i) Simultaneously, upon the Demerger and Transfer of HBSL Undertakings to HBPL and HBEDL in Demerger 1 & 2 and with effect from HBSL Record Date, **the issued and paid up equity share capital of HBSL shall also be reduced by reducing the face value of the equity shares from 1 (one) equity share of Rs. 10/- (Rupees Ten only) fully paid up to 1 (one) equity share of Rs. 3 (Rupees Three only) each fully paid** in terms of Clause 32 of the Scheme. HBSL shall debit to its equity share capital account the aggregate amount by which the issued and paid up equity share capital of HBSL is so reduced and an equivalent amount shall be transferred to Business Reorganisation Reserve Account in the books of HBSL as provided in Clause 31.1 of the Scheme. (ii) **The issued and subscribed paid up equity share capital so reduced shall be further consolidated in such a manner that the shareholders holding 10 (Ten) equity shares of Rs. 3/- (Rupees Three only) each fully paid up in the equity share capital of HBSL as on HBSL Record Date shall be allotted 3 (Three) equity shares of Rs. 10/- (Rupees Ten only) each fully paid in the equity share capital of HBSL.** (iii) In the event, the aforesaid reduction of share capital and subsequent consolidation of equity shares of HBSL results in fractional entitlements to the eligible shareholders, the Board of Directors of HBSL shall consolidate all such fractional entitlements into equity shares and allot the resultant equity share(s) to any director or officer of HBSL or to such other person, as the Board of Directors of HBSL may appoint in this

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behalf, to be held in trust by such director or officer for all such shareholders who are entitled to such fractional entitlements. Such trustee who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares) to the fraction shareholders in the ratio of their fractional entitlement. The Board of Directors of HBSL, if deem necessary, in the interests of company, approve such other method in this regard as they may, in their absolute discretion, deem fit.

(iv) The existing shares held by equity shareholders of HBSL, whether in dematerialized form or physical form, shall stand cancelled upon reduction of issued and paid up equity share capital of HBSL without any further act, deed or thing.

(v) The new equity shares issued and allotted by HBSL upon capital reduction shall be subject to the provisions of the Memorandum and Articles of Association of HBSL and shall rank pari-passu in all respects with the then existing equity shares of HBSL.

(vi) The new equity shares issued and allotted by HBSL will be listed and/or admitted to trading on the BSE & NSE where the equity shares of HBSL are listed and/or admitted to trading.

(vii) Simultaneously with reduction of issued, subscribed and paid up share capital of HBSL, **the authorized share capital of HBSL shall stand reduced by Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) out of which, an amount of Rs. 10,00,00,000/- (Rupees Ten Crore) will get transferred to HBPL and will get merged with the authorized share capital of HBPL and the balance amount of Rs. 55,00,00,000/- (Rupees Fifty Five Crore only) will get transferred to HBEDL and will be merged with authorized share capital of HBEDL.**

Accordingly, the authorized share capital of HBSL shall automatically stand reduced to Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) and classified into 2,50,00,000 (Two Crore Fifty Lac) equity shares of Rs. 10/- each (Rupees Ten only) and 1,00,00,000 (One Crore) redeemable preference shares of Rs. 10/- each (Rupees Ten only) without any further act or deed or thing. Accordingly, the words and figures in Clause V of the Memorandum of Association of HBSL shall stand modified and be substituted to read as follows:

"The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lac) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,00,00,000 (One Crore) Redeemable Preference Shares of Rs. 10/- each (Rupees Ten only)"

HB PORTFOLIO LIMITED (HBPL)	1) DEMERGER 3 OF HBPL "PREFERENCE SHARES INVESTMENT A[redacted]

	entitlements. Such trustee/s who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he/they may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares and expense incidental thereto) to such shareholders in the ratio of their fractional entitlement. The Board of Directors of HBEDL, if deem necessary, in the interests of respective company, approve such other method in this regard as they may, in their absolute discretion, deem fit. 2) **REDUCTION / RE-ORGANISATION OF SHARE CAPITAL OF HBPL** (i) After allotment of equity shares by HBPL to the shareholders of HBSL in Demerger 1 and with effect from HBPL Record Date, **the issued and paid up equity share capital of HBPL shall be reduced by reducing the face value of the equity shares from 1 (one) equity share of Rs. 10/- (Rupees Ten Only) fully paid up to 1 (one) equity share of Rs. 6/- (Rupees Six only) each fully paid** in terms of Clause 33 of the Scheme. HBPL shall debit to its equity share capital account the aggregate amount by which the issued and paid up equity share capital of HBPL is so reduced and an equivalent amount shall be transferred to Business Reorganisation Reserve Account in the books of HBPL as provided in Clause 31.2 of the Scheme. (ii) **The issued and subscribed paid up equity share capital of HBPL so reduced shall be further consolidated in such a manner that the shareholders holding 5 (Five) equity shares of Rs. 6/- (Rupees Six only) each fully paid up in the equity share capital of HBPL as on HBPL Record Date shall be allotted 3 (Three) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid in the equity share capital of HBPL.** (iii) In the event, the aforesaid reduction of share capital and subsequent consolidation of equity shares of HBPL results in fractional entitlements to the eligible shareholders, the Board of Directors of HBPL shall consolidate all such fractional entitlements into equity shares and allot the resultant equity share(s) to any director or officer of HBPL or to such other person, as the Board of Directors of HBPL may appoint in this behalf, to be held in trust by such director or officer for all such shareholders who are entitled to such fractional entitlements. Such trustee who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares) to the fraction shareholders in the ratio of their fractional

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	entitlement. The Board of Directors of HBPL, if deem necessary, in the interests of company, approve such other method in this regard as they may, in their absolute discretion, deem fit. (iv) The existing shares held by equity shareholders of HBPL, whether in dematerialized form or physical form, shall stand cancelled upon reduction of issued and paid up equity share capital of HBPL without any further act, deed or thing. (v) It is expressly clarified that since shareholders of HBSL shall be entitled to be allotted new equity shares in HBPL in Demerger 1, therefore, shareholders of HBSL holding equity shares in HBSL as on HBSL Record Date shall be deemed to be shareholders of HBPL as on HBPL Record Date. Reduction of issued and paid up equity share capital of HBPL and subsequent consolidation thereof shall equally apply to such shareholders of HBSL with respect to their entitlement to get equity shares in HBPL. (vi) The new equity shares issued and allotted by HBPL upon capital reduction shall be subject to the provisions of the Memorandum and Articles of Association of HBPL and shall rank pari-passu in all respects with the then existing equity shares of HBPL. (vii) The new equity shares issued and allotted by HBPL will be listed and/or admitted to trading on the BSE where the equity shares of HBPL are listed and/or admitted to trading. (viii) Simultaneously with reduction of issued, subscribed and paid up share capital of HBPL, **the authorized share capital of HBPL shall stand increased by Rs. 10,00,00,000/- (Rupees Ten Crore) being transferred from HBSL**

HB ESTATE DEVELOPERS LIMITED (HBEDL)	1) **REDUCTION / RE-ORGANISATION OF SHARE CAPITAL OF HBEDL** (i) After issue and allotment of equity shares by HBEDL to the shareholders of HBSL and HBPL in Demerger 2 & 3 and with effect from **'HBEDL Record Date' i.e. Wednesday, March 14, 2018, the issued and paid up equity share capital of HBEDL shall be reduced by reducing the face value of the equity shares from 1 (one) equity share of Rs. 10/- (Rupees Ten Only) fully paid up to 1 (one) equity share of Rs. 6/- (Rupees Six only) each fully paid** in terms of Clause 34 of the Scheme. HBEDL shall debit to its equity share capital account the aggregate amount by which the issued and paid up equity share capital of HBEDL is so reduced and an equivalent amount shall be transferred to Business Reorganisation Reserve Account in the books of HBEDL HBPL as provided in Clause 31.3 of the Scheme. (ii) **The issued and subscribed paid up equity share capital of HBEDL so reduced shall be further consolidated in such a manner that the shareholders of HBEDL holding 5 (Five) equity shares of Rs. 6 each fully paid up in the equity share capital of HBEDL as on HBEDL Record Date shall be allotted 3 (Three) equity shares of Rs. 10 (Rupees Ten Only) each fully paid in the equity share capital of HBEDL.** (iii) In the event, the aforesaid reduction of share capital and subsequent consolidation of equity shares of HBEDL results in fractional entitlements to the eligible shareholders, the Board of Directors of HBEDL shall consolidate all such fractional entitlements into equity shares and allot the resultant equity share(s) to any director or officer of HBEDL or to such other person, as the Board of Directors of HBEDL may appoint in this behalf, to be held in trust by such director or officer for all such shareholders who are entitled to such fractional entitlements. Such trustee who is allotted the consolidated equity shares shall be bound by the express understanding to cause the sale of such equity shares at such price at such time as he may deem fit and shall distribute the sale proceeds (after deduction therefrom the expenses incurred, if any, in connection with the sale of shares) to the fraction shareholders in the ratio of their fractional entitlement. The Board of Directors of HBEDL, if deem necessary, in the interests of company, approve such other method in this regard as they may, in their absolute discretion, deem fit. (iv) It is hereby clarified that the existing shares held by equity shareholders of HBEDL, whether in dematerialized form or physical form, shall stand cancelled upon reduction of issued and paid up equity share capital of HBEDL as provided in this Clause without any further act, deed or thing.

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	(v) The new equity shares issued and allotted by HBEDL upon capital reduction shall be subject to the provisions of the Memorandum and Articles of Association of HBEDL and shall rank pari-passu in all respects with the then existing equity shares of HBEDL. (vi) The new equity shares issued and allotted by HBEDL will be listed and/or admitted to trading on the BSE where the equity shares of HBEDL are listed and/or admitted to trading. (vii) Simultaneously with reduction of issued, subscribed and paid up share capital of HBEDL, **the authorized share capital of HBEDL shall stand increased by Rs. 55,00,00,000/- (Rupees Fifty Five Crore only) being transferred from HBSL without any further act or deed or thing** and accordingly the Clause V(A) of the MOA of HBEDL shall stand substituted shall stand modified and be substituted to read as follows *"The Authorized Share Capital of the Company is Rs. 1,70,00,00,000/- (Rupees One Hundred Seventy Crore only) divided into 3,50,00,000 (Three Crore Fifty Lac) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,35,00,000 (One Crore Thirty Five Lac) Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred only)."*