



HB LEASING AND FINANCE CO. LTD.

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbleasing.com
Website : www.hbleasing.com, CIN : L65910HR1982PLC034071

09th August, 2024

Listing Centre

The Listing Department
BSE Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Company Code: 508956

Sub: - Submission of Proceedings along with Voting Results and Scrutinizer's Report for the 41st Annual General Meeting (AGM) of the Company held on 09th August, 2024 pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We wish to inform you that the 41st Annual General Meeting ("AGM") of the Company was held today i.e. **Friday, 09th August, 2024 at 03:00 P.M** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013 and Circular(s) issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India to transact the business as stated in the Notice of AGM dated 17th May, 2024.

The Board of Directors had appointed Mrs. Jaya Yadav, Company Secretary in Practice, C/o Jaya Yadav & Associates as the Scrutinizer for the remote e-voting process and e-voting at the AGM.

As per the Consolidated Report of the Scrutinizer, all the resolutions placed at the 41st Annual General Meeting of the Company held on 09th August, 2024 have been passed with the requisite majority.

In this regard, please find enclosed the following:

- 1) Proceedings of the 41st AGM of the Company as required under Regulation 30 of Para A of Schedule-III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure - I**'.
- 2) Voting Results of the business transacted at the 41st AGM as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure - II**'.
- 3) Consolidated Scrutinizer's Report dated 09th August, 2024 for votes casted through Remote e-voting and e-voting at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as '**Annexure - III**'.

The Voting Results along with Consolidated Scrutinizer's Report are also available on the Company's website, www.hbleasing.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com

This is for your information and records.
Thanking you,

Yours faithfully,
For **HB LEASING AND FINANCE COMPANY LIMITED**


SONALI SHARMA
(Company Secretary & Compliance Officer)



Encl: As Above

SUMMARY OF PROCEEDINGS OF 41ST ANNUAL GENERAL MEETING

The 41st Annual General Meeting (AGM) of the Company was held on 09th August, 2024 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue in terms of Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars").

Ms. Sonali Sharma, Company Secretary welcomed the members present at the 41st AGM of the Company

Mr. Lalit Bhasin (DIN: 00002114), Director (Chairman) took the Chair. The requisite quorum being present, the Chairperson called the meeting to order and presented a brief overview of the Economy and the Company's performance and thereafter authorized the Company Secretary to carry out the proceedings of the meeting.

After that, the Company Secretary introduced all the Directors and KMPs who attended the meeting through their respective locations. The Chairperson of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committee along with Secretarial Auditor and Scrutinizer were also present during the meeting.

The Company Secretary informed that in compliance with MCA and SEBI Circulars, Notice of the Annual General Meeting and the Annual Report containing the Board's Report, Auditor's Report, Audited Financial Statements for the financial year ended 31st March, 2024 were sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). Accordingly, the Notice of AGM was taken as read.

The Company Secretary further informed that there are no qualifications, reservations, adverse remarks, observations, comments or disclaimer given either by the Statutory Auditors or the Secretarial Auditors of the Company in their Report for the financial year ended 31st March, 2024, the same was taken as read.

All documents referred to in the Notice of the meeting were available for inspection in electronic mode, from the date of circulation of the Notice upto the date of the meeting. Further, as per the requirements of the provisions of the Companies Act, 2013, (a) the Register of Directors, Key Managerial Personnel (KMP) and their Shareholding; (b) the Register of Contracts or Arrangements in which the Directors are interested were made available for inspection by the members in electronic mode at NSDL e-voting system during the AGM.



Pursuant to MCA and SEBI Circulars read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company engaged the services of National Securities Depository Limited (NSDL) to provide facility to the members to attend the meeting through VC and to exercise their vote electronically through Remote e-voting and e-voting at the AGM in respect of all the businesses set forth in the Notice of AGM. The remote e-voting period commenced on **Tuesday, 06th August, 2024 (09:00 A.M)** and ended on **Thursday, 08th August, 2024 (05:00 P.M)**.

Members who were present in the AGM through VC/OAVM facility and had not cast their vote through remote e-voting were provided an opportunity to cast their votes electronically at the AGM through the NSDL platform.

Mrs. Jaya Yadav, Company Secretary in Whole-time Practice (Membership No.: F10822, C.P. No.: 12070) was appointed as the Scrutinizer(s) for scrutinizing the voting process in a fair and transparent manner.

The following items of business were transacted at the meeting:

Ordinary Business:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON- **ORDINARY RESOLUTION**
2. RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT- **ORDINARY RESOLUTION**

The Company Secretary then requested the moderator to invite the speakers, who had already registered their names to express their views, give suggestions and had queries on the operations and financial performance of the Company and related matters. Warm wishes on the performance of the Company were received from the speakers and in the chat box during the meeting.

It was further informed that that the voting results shall be announced to the Stock Exchange, BSE Limited, within the stipulated time frame in terms of relevant provisions of the Companies Act and SEBI Listing Regulations. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company and on the website of NSDL immediately after the declaration of results.

The meeting was concluded with a formal vote of thanks to the Chairman, Directors and Members of the Company for attending the 41st AGM of the Company. The e-voting facility was kept open for the next 15 minutes to enable the members to cast their votes.

The meeting concluded at 03:30 P.M.



Annexure – II

Details of Voting Results of the 41st AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM / EGM	09 th August, 2024
Total number of Shareholders on record date:	36,524
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	NA
- Public:	NA
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):	
- Promoters & Promoter Group:	4
- Public:	100



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4218663	100.0000	4218663	0	100.0000	0.0000
	Poll	4218663	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4218663	4218663	100.0000	4218663	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	2180	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2180	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		484246	7.0777	484239	7	99.9986	0.0014
	Poll	6841888	745	0.0109	745	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6841888	484991	7.0886	484984	7	99.9986	0.0014
Total		11062731	4703654	42.5180	4703647	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Home

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4218663	4218663	100.0000	4218663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4218663	4218663	100.0000	4218663	0	100.0000
Public-Institutions	E-Voting	2180	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2180	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6841888	484246	7.0777	484239	7	99.9986	0.0014
	Poll		745	0.0109	745	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6841888	484991	7.0886	484984	7	99.9986
Total		11062731	4703654	42.5180	4703647	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0





JAYA YADAV & ASSOCIATES
Office No.416, 4th Floor, Tower A, Spazedge,
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Peer Review No. 1539/2021
Unique Id No. I2013HR1041100

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Circulars issued by "MCA" and "SEBI"]

To

The Chairman

HB LEASING AND FINANCE COMPANY LIMITED

(CIN: L65910HR1982PLC034071)

Plot No. 31, Echelon Institutional Area,
Sector -32, Gurugram-122001, Haryana

SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR 41ST ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HB LEASING AND FINANCE COMPANY LIMITED (CIN: L65910HR1982PLC034071) HELD ON FRIDAY, 09TH AUGUST, 2024 AT 03:00 P.M. THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").

Dear Sir,

I, Jaya Yadav, Company Secretary in Practice, C/o M/s Jaya Yadav & Associates, having office at Unit No. 416, 4th Floor, Tower - A, Spazedge Commercial Complex, Sohna Road, Sector 47, Gurugram, Haryana 122018, have been appointed as Scrutinizer by the Board of Directors of **HB LEASING AND FINANCE COMPANY LIMITED** ("the Company") for the purpose of scrutinizing the process of voting through electronic means i.e., remote e-voting and e-voting by Members in respect of the resolutions mentioned in Notice dated 17th May, 2024 proposed as the 41st Annual General Meeting ("**AGM**") of the Company held on Friday, August 09, 2024 At 03:00 P.M. through Video Conferencing ("**VC**")/ Other audio-visual means ("**OAVM**") in terms of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**the Rules**") and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated 25th September, (collectively referred to as "**MCA Circulars**") and Circular nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/PoD/2/P/CIR/2023/167 dated 07th October, 2023 (collectively referred to as "**SEBI Circulars**"). My Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the below mentioned resolutions based on the reports generated from the electronic voting system.



1. Dispatch of Notice convening the AGM

The notice of AGM is hosted on the website of the Company, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 08th July, 2024

In terms of the Circulars, the Company has dispatched the AGM Notice and Annual Report on 08th July, 2024, by e-mail to the Members who had registered their email ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners furnished by the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

Pursuant to the MCA Circulars, advertisement was published in Business Standard (English and Hindi) on 09th July, 2024, specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and Demat) who are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or e-voting system at the AGM, etc.

2. Cut-off date

The Company had fixed **Friday, 02nd August, 2024**, as the cut-off date for reckoning the members, who are eligible to attend the meeting and vote through remote e-voting before AGM and e-voting at the AGM.

3. Remote e-voting process

3.1 Agency

The Company appointed NSDL, as the agency providing the platform for attending the meeting through VC/ OAVM, remote e-voting and e-voting at the AGM.

3.2 Remote e-voting period

Remote e-voting commenced at **09:00 A.M. on Tuesday, 06th August, 2024** and ended at **05:00 P.M. on Thursday, 08th August, 2024**.

4. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, the facility for voting through e-voting at the AGM was made available only to the members who had not casted their vote by Remote e-voting prior to the AGM.



5. Counting Process

On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform in the presence of two witnesses, who are not in the employment of the Company and downloaded the results for scrutiny.

6. Results

Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 17th May, 2024, are enclosed herewith.

Based on the aforesaid results, I report that all the resolutions as set out in the Notice of the 41ST AGM dated 17th May, 2024, have been duly passed with the requisite majority.



ITEM NO. 1- ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

(i) Voted in favour of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	129	47,02,902	99.98
E-voting at the AGM	10	745	0.02
Total	139	47,03,647	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	0.00
E-voting at the AGM	0	0	0.00
Total	3	7	0.00

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members	Number of Votes
Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0

Based on the aforesaid results, I report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM has been passed with requisite majority.



ITEM NO. 2- ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	129	47,02,902	99.98
E-voting at the AGM	10	745	0.02
Total	139	47,03,647	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	0.00
E-voting at the AGM	0	0	0.00
Total	3	7	0.00

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members	Number of Votes
Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0

Based on the aforesaid results, I report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been passed with requisite majority.





7. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
8. The results of the Voting shall be declared by the Chairman, or any other person authorized by Board.

Thanking You,
Your faithfully,

For Jaya Yadav & Associates
Company Secretaries



Jaya Yadav
Practicing Company Secretary
M. No.: F10822
CP No.: 12070
UDIN: F010822F000939409



Countersigned by



Anil Goyal
(Managing Director/Person authorized by the
Chairman)


Date: 09th August, 2024
Place: Gurugram

Date: 09th August, 2024
Place: Gurugram

Witnesses:

1) 

Name: Ankit Sharma
Address: 416, 4th Floor, Tower A,
Spazedge Commercial Complex,
Sector-47, Sohna Road,
Gurugram

2) 

Name: Abhijeet Haldar
Address: H.no. 541, Islampur,
Sector-38, Gurugram