



HB LEASING AND FINANCE CO. LTD.

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

HBLF/2019-20

Listing Centre

May 30, 2019

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

Company Code: 508956

Subject: - Submission of Secretarial Compliance Report

Dear Sir / Madam,

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated 08th February, 2019, please find enclosed Secretarial Compliance Report of the Company issued by Arun Gupta & Associates, Practicing Company Secretaries for the financial year ended 31st March, 2019.

Kindly take the same on record.

Thanking you,

Yours truly,
For HB Leasing and Finance Company Limited

Lakshay Vaid
(Company Secretary & Compliance Officer)

Encl: as above

Arun Gupta & Associates

Company Secretaries

Secretarial Compliance Report of HB LEASING AND FINANCE COMPANY LIMITED
for the year ended on 31st March, 2019 under Regulation 24A of SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors,
HB Leasing and Finance Company Limited
Gurugram – 122001 (Haryana)

We have examined:

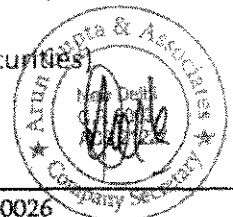
- (a) all the documents and records made available to us and explanation provided by HB Leasing and Finance Company Limited, CIN:L651910HR1982PLC034071 (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 (Review Period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable during the Review Period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not applicable during the Review Period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (*Not applicable during the Review Period*)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*Not applicable during the Review Period*)



Arun Gupta & Associates

Company Secretaries

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not applicable during the Review Period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|---|------------|---|
| Nil | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, Debarment, etc. | Observations/ remarks of the Practicing Company Secretary |
|----------------|-----------------|----------------------|---|---|
| Not Applicable | | | | |

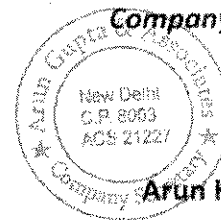
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Company Secretaries

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the ended 31 st March, 2018 | Action taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|---|--|
| Not Applicable | | | | |

For Arun Gupta & Associates
Company Secretaries




Arun Kumar Gupta
Proprietor

ACS No.: 21227

C P No.: 8003

Place: New Delhi
Date: May 30, 2019