

Lalit Bhasin
C-2/7, Safdarjung Development Area,
New Delhi-110016

March 18, 2019

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| The Listing Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 Security Code: 508956 | The Company Secretary HB Leasing and Finance Company Limited Plot No. 31, Echelon Institutional Area Sector – 32 Gurugram - 122001 |
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Sub: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir / Madam,

Please find attached Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect to the proposed acquisition of Equity Shares of HB Leasing and Finance Company Limited in terms of Regulation 10(1)(a)(iv) of the said Regulations.

Yours truly,



LALIT BHASIN
(Acquirer)

Encl: As Above

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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| 1. | Name of the Target Company (TC) | HB LEASING AND FINANCE COMPANY LIMITED |
| 2. | Name of the acquirer(s) | Lalit Bhasin |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | Yes, Acquirer is the Promoter of the Target Company |
| 4. | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | Merrygold Investments Ltd. Pal Properties India Pvt. Ltd. HB Stockholdings Ltd. RRB Securities Ltd. HB Financial Consultants Ltd. |
| | b. Proposed date of acquisition | On or after 25 th March, 2019 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 1. 1507895 Equity Shares 2. 105120 Equity Shares 3. 43200 Equity Shares 4. 34735 Equity Shares 5. 2000 Equity Shares |
| | d. Total shares to be acquired as % of share capital of TC | 15.30% |
| | e. Price at which shares are proposed to be acquired | Price would not be higher by more than 25% of the price computed i.e. Rs. 1.71 per share in terms of clause (e) of sub-regulation (2) of regulation 8. |
| | f. Rationale, if any, for the proposed transfer | To consolidate the Promoter's holding |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | Regulation 10(1)(a)(iv) |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | Not Applicable |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | Rs. 1.71 per share |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | Declaration enclosed as Annexure-A |
| 9. | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover | Declaration Enclosed as Annexure-B |



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|-----|--|---|-----------------------------------|---------------------------------------|-----------------------------------|
| | Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) | | | | |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | Declaration Enclosed as Annexure-C | | | |
| 11. | Shareholding details | Before the proposed transaction | | After the proposed transaction | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| a | Acquirer(s) and PACs (other than sellers) 1. Mr. Lalit Bhasin 2. Mrs. Mamta Kapur 3. Mr. HC Bhasin (HUF) 4. Mrs. Rima Arora | 2163377 | 19.56 | 3856327 | 34.86 |
| | | 46000 | 0.42 | 46000 | 0.42 |
| | | 22000 | 0.20 | 22000 | 0.20 |
| | | 22000 | 0.20 | 22000 | 0.20 |
| | | 2253377 | 20.38 | 3946327 | 35.68 |
| b | Seller (s) 1. Merrygold Investments Ltd. 2. Pal Properties India Pvt. Ltd. 3. HB Stockholdings Ltd. 4. RRB Securities Ltd. 5. HB Financial Consultants Ltd. | 1507895 | 13.63 | 0 | 0.00 |
| | | 105120 | 0.95 | 0 | 0.00 |
| | | 43200 | 0.39 | 0 | 0.00 |
| | | 34735 | 0.31 | 0 | 0.00 |
| | | 2000 | 0.02 | 0 | 0.00 |
| | | 1692950 | 15.30 | 0 | 0.00 |
| | Total | 3946327 | 35.68 | 3946327 | 35.68 |

Kindly acknowledge the receipt.

Yours truly,

LALIT BHASIN
(Acquirer)

Date: 18th March, 2019

Place: New Delhi

Lalit Bhasin
C-2/7, Safdarjung Development Area,
New Delhi-110016

Annexure- A

DECLARATION

I, Lalit Bhasin, Promoter of HB Leasing and Finance Company Limited (Target Company) hereby declare that the acquisition price would not be higher by more than 25% of the price computed i.e. Rs. 1.71 per share in terms of clause (e) of sub-regulation (2) of Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Date: 18th March, 2019
Place: New Delhi


LALIT BHASIN
(Acquirer)

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Annexure- B

DECLARATION

I, Lalit Bhasin, Promoter of HB Leasing and Finance Company Limited (Target Company) hereby declare that the Transferors namely Merrygold Investments Ltd., Pal Properties India Pvt. Ltd., HB Stockholdings Ltd., RRB Securities Ltd., HB Financial Consultants Ltd. and the Transferee, Lalit Bhasin have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).

Date: 18th March, 2019
Place: New Delhi



LALIT BHASIN
(Acquirer)

Lalit Bhasin
C-2/7, Safdarjung Development Area,
New Delhi-110016

Annexure- C

DECLARATION

I, Lalit Bhasin, Promoter of HB Leasing and Finance Company Limited (Target Company) hereby declare that all the conditions specified under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to exemptions have been duly complied with.

Date: 18th March, 2019
Place: New Delhi



LALIT BHASIN
(Acquirer)