



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

26th September, 2018

Listing Centre

The Listing Department
Bombay Stock Exchange Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Company Code: 508956

Sub: - Outcome of Annual General Meeting (AGM) held on 25th September, 2018

Dear Sir / Madam

This is to inform you that the 35th Annual General Meeting (AGM) of the Company was held on 25th September, 2018 at 03:00 P.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram (Haryana) - 122 001.

In this regard, please find enclosed the following:

- 1) Proceedings of AGM under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said Regulations.
- 2) Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) Consolidated Scrutinizer's Report Dated 26th September, 2018 for votes casted through Remote e-voting and Poll conducted at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your necessary information and records.

Thanking you,
Yours faithfully,

For HB LEASING AND FINANCE COMPANY LIMITED

SUKHMANI WALIA

(Company Secretary & Compliance Officer)

Encl: As Above



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September 26th, 2018

Listing Centre

The Listing Department
Bombay Stock Exchange Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Company Code: 508956

Sub: - Proceedings of 35th AGM held on 25-09-2018

Dear Sir/Madam,

This is to inform you that the 35th Annual General Meeting (AGM) of the Company was held on 25th September, 2018 at 03:00 P.M., at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram (Haryana) - 122 001.

The Chairman welcomed the members present at the 35th AGM of the Company. The Chairman explained the objective and implications of the Resolutions before putting them for voting at the Meeting. Thereafter, the Chairman called for a poll on all resolutions proposed at Item No. 1 to 3 of the AGM Notice dated 25th May, 2018.

The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote e-voting exercised their right to vote at the meeting through ballot papers.

The Poll was conducted under the supervision of Scrutinizer, Ms. Jyoti Sharma, Company Secretary in whole-time practice who had been appointed by the Board to scrutinize the Remote e-voting and polling process in a fair and transparent manner. The Poll was then concluded in due course.

Immediately after the conclusion of voting at the meeting, the Scrutinizer first counted the votes casted at the meeting, thereafter unblocked the votes casted through Remote e-voting and Poll conducted at the meeting, to the Chairman of the meeting who has countersigned the same. The Scrutinizer submitted on 26th September, 2018, a consolidated report of the votes casted through Remote e-voting and Poll conducted at the meeting, to the Chairman of the meeting.

The Chairman declared the results forthwith on the basis of consolidated report submitted by the Scrutinizer and the following resolutions stands passed with the requisite majority.

Ordinary Business:

1. The Audited Financial Statements of the Company for the financial year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon were adopted.
2. Mr. Lalit Bhasin (DIN: 00002114), who retired by rotation at this Annual General Meeting has been re-appointed as Director of the Company.



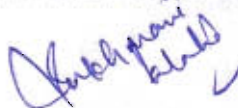
3. The appointment of G.C. Agarwal & Associates, Chartered Accountants (Firm Registration No.: 017851N), the Statutory Auditors of the Company has been ratified for the Financial Year ended 2018-19 at such remuneration as may be fixed by the Board of Directors of the Company.

The above may please be treated as compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.

Thanking you,

Yours faithfully,

For **HB LEASING AND FINANCE COMPANY LIMITED**



Sukhmani Walia
(Company Secretary & Compliance Officer)





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26th September, 2018

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Company Code: 508956

Sub: - Submission of Voting Results – 35th AGM held on 25th September, 2018

Dear Sir / Madam,

We would like to inform that all the resolutions placed at the 35th Annual General Meeting of the Company held on 25th September, 2018 have been passed by the Members with requisite majority.

Please find enclosed Voting Results as per format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Consolidated Report submitted by the Scrutinizer for votes casted through Remote e-voting and Poll conducted at the meeting.

Date of the AGM / EGM	25 th September, 2018
Total number of Shareholders on cut-off date:	35,276
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	7
- Public:	49
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters & Promoter Group:	None
- Public:	None

The Voting Results are also available on the Company's website, <http://www.hbleasing.com>

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,
For HB LEASING AND FINANCE COMPANY LIMITED




Sukhmani Walla
(Company Secretary & Compliance Officer)

Encl: - As above

HB LEASING AND FINANCE COMPANY LIMITED – VOTING RESULTS OF 35TH AGM HELD ON 25TH SEPTEMBER, 2018

Agenda Item No. 1					To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, including the Audited Balance Sheet as at 31 st March, 2018, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon			
Resolution required (Ordinary / Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
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)	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-Voting	3946327	3946327	100.00	3946327	0	100.00	0.00
	Poll	3946327	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	3946327	3946327	100.00	3946327	0	100.00	0.00
Public-Institutions	E-Voting	2180	0	0.00	0	0	0.00	0.00
	Poll	2180	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	2180	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	7114224	465874	6.55	465724	0	100.00	0.00
	Poll	7114224	3714	0.05	3714	0	100.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	7114224	469588	6.6	469438	0	100.00	0.00
Total		11062731	4415915	39.91	4415765	0	100.00	0.00



HB LEASING AND FINANCE COMPANY LIMITED – VOTING RESULTS OF 35TH AGM HELD ON 25TH SEPTEMBER, 2018

Agenda Item No. 2					To appoint a Director in place of Mr. Lalit Bhasin (DIN: 00002114) who retires by rotation and being eligible offers himself for re-appointment.			
Resolution required (Ordinary / Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
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)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-Voting	3946327	3946327	100.00	3946327	0	100.00	0.00
	Poll	3946327	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	3946327	3946327	100.00	3946327	0	100.00	0.00
Public-Institutions	E-Voting	2180	0	0.00	0	0	0.00	0.00
	Poll	2180	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	2180	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	7114224	465874	6.55	465724	0	100.00	0.00
	Poll	7114224	3714	0.05	3714	0	100.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	7114224	469588	6.6	469438	0	100.00	0.00
Total		11062731	4415915	39.91	4415765	0	100.00	0.00



HB LEASING AND FINANCE COMPANY LIMITED – VOTING RESULTS 35TH AGM HELD ON 25TH SEPTEMBER, 2018

Agenda Item No. 3					To ratify the appointment of G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN 017851N) as Statutory Auditors of the Company for the Financial Year 2018-19 and to fix their remuneration.			
Resolution required (Ordinary / Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
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)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-Voting	3946327	3946327	100.00	3946327	0	100.00	0.00
	Poll	3946327	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	3946327	3946327	100.00	3946327	0	100.00	0.00
Public-Institutions	E-Voting	2180	0	0.00	0	0	0.00	0.00
	Poll	2180	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	2180	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	7114224	465874	6.55	465724	0	100.00	0.00
	Poll	7114224	3714	0.05	3714	0	100.00	0.00
	Postal Ballot (if applicable)	N.A	-	-	-	-	-	-
	Total	7114224	469588	6.6	469438	0	100.00	0.00
Total		11062731	4415915	39.91	4415765	0	100.00	0.00





JVS & ASSOCIATES
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4

Sector – 11, Dwarka

New Delhi – 110075



+91- 9717816322

+91- 9810370312



legal2015js@gmail.com

Consolidated Scrutinizer's Report

To,

The Chairman

35th Annual General Meeting of the Equity Shareholders of
HB LEASING AND FINANCE COMPANY LIMITED

Dear Sir,

Sub : Consolidated Scrutinizer's Report on Remote e-voting and Poll pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 35th Annual General Meeting of M/s HB Leasing And Finance Company Limited held on Tuesday, 25th September, 2018 at 03.00 P.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram-122001, Haryana

I, Jyoti Sharma, Proprietor of JVS & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of HB LEASING AND FINANCE COMPANY LIMITED pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to Scrutinize the Remote e-voting process and Physical Poll process at the 35th Annual General Meeting (AGM) held on Tuesday, 25th September, 2018.

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect



of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice of the 35th Annual General Meeting of the Company.

- 2) As a Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy).
- 3) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, 18th September, 2018 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4) The Remote e-voting commenced from Saturday, 22nd September, 2018 at 09.00 A.M. and ended on Monday, 24th September, 2018 at 05.00 P.M. and the e-voting platform was blocked thereafter by Karvy.
- 5) The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote e-voting exercised their right to vote at the meeting through ballot papers.
- 6) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers was opened and votes were counted in the presence of two witnesses being Shareholders present at the meeting who were not in the employment of the Company.
- 7) Thereafter, the result of Remote e-voting was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> in the presence of Ms. Megha Kaushik and Mr. Megh Shyam Sharma who are not in employment of the Company.
- 8) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions:-



ITEM NO. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	19	4412051	100
Poll	44	3714	100
Total	63	4415765	100

(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	1	150	0
Poll	0	0	0
Total	1	150	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	93

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.



ITEM NO. 2: Ordinary Resolution

To appoint a Director in place of Mr. Lalit Bhasin (DIN: 00002114), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	19	4412051	100
Poll	44	3714	100
Total	63	4415765	100

(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	1	150	0
Poll	0	0	0
Total	1	150	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	93

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.



ITEM NO. 3: Ordinary Resolution

To ratify the appointment M/s. G. C. Agarwal & Associates, Chartered Accountants, Delhi (FRN: 017851N), the Statutory Auditors of the Company for the Financial year 2018-19 and to fix their remuneration.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	19	4412051	100
Poll	44	3714	100
Total	63	4415765	100

(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	1	150	0
Poll	0	0	0
Total	1	150	0

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	93

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.



- (i) All the resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and Poll and deemed to have been passed as on the date of the AGM.
- (ii) I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the Shareholders of the Company. I shall arrange to hand over these records to the Company Secretary of the Company.
- (iii) The results of the voting be declared by the Chairman or any other person authorized by the Chairman.

Thanking you,
Yours faithfully,

For JVS & Associates




Jyoti Sharma
(Scrutinizer)


Company Secretary
Membership No. 8843
C.P. No. 10196

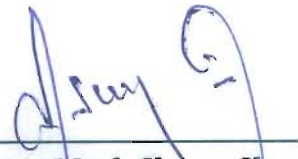
Place: New Delhi
Date: 26-09-2018

Counter signed by


Lalit Bhasin
(Chairman)

Witnesses:

1) 
Name: Megha Kaushik
Address: Flat No. 59, Pocket 4,
Sector-12 Dwarka-110078

2) 
Name: Megh Shyam Sharma
Address: X-11, 2nd Floor,
Green Park Main,
New Delhi 110016

Details of witnesses to the process of Polling conducted at the 35th Annual General Meeting of HB Leasing And Finance Company Limited held on Tuesday, 25th September, 2018 at 03.00 P.M. at GIA House, I.D.C Mehrauli Road, Opp. Sector -14, Gurgaon – 122001 (Haryana)

Name & Address	Folio No. / DP ID / Client ID	Signature
KRISHNA WADHWA B-4, Bhalanath Nagar, Shahdara Delhi - 110032	IN 301143/11279540	Krishna Wadhwa
Manita Jain 841/9A Gurgaon	120472000/506495	Jain

For JVS & Associates


Jyoti Sharma
(Scrutinizer)
Company Secretary
Membership No. 8843
C.P. No. 10196

