



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

23rd September, 2022

Listing Centre

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

Company Code: 508956

Sub: - Submission of Voting Results and Scrutinizer's Report of 39th Annual General Meeting (AGM) held on 22nd September, 2022

Dear Sir / Madam,

We would like to inform that all the resolutions placed at the 39th Annual General Meeting of the Company held on 22nd September, 2022 have been passed by the Members with requisite majority.

| | |
|---|----------------------------------|
| Date of the AGM / EGM | 22 nd September, 2022 |
| Total number of Shareholders on record date: | 35401 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| - Promoters & Promoter Group: | None |
| - Public: | None |
| No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM): | |
| - Promoters & Promoter Group: | 4 |
| - Public: | 102 |

In this regard, please find enclosed the following:

- 1) Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Consolidated Scrutinizer's Report Dated 23rd September, 2022 for votes casted through Remote e-voting and e-voting 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.

The Voting Results along with 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

You are requested to take the above information on record.

Thanking you,
Yours Faithfully,
For HB LEASING AND FINANCE COMPANY LIMITED


SONALI SHARMA
(Company Secretary & Compliance Officer)

Encl: - As above

HB LEASING AND FINANCE COMPANY LIMITED

VOTING RESULTS OF 39TH AGM HELD ON 22ND SEPTEMBER, 2022

| Agenda Item No. 1 | | | | | ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 TOGETHER WITH THE REPORTS OF THE 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) | $6 = [(4)/(2)] * 100$ | $7 = [(5)/(2)] * 100$ |
| Promoter & Promoter Group | Remote E-Voting | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 |
| Public-Institutions | Remote E-Voting | 2180 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2180 | 0 | 0.00 | 0 | 0 | 0.00 |
| Public-Non Institutions | Remote E-Voting | 6841888 | 493343 | 7.21 | 492974 | 369 | 99.93 | 0.07 |
| | E-Voting at AGM | | 245 | 0.00 | 245 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6841888 | 493588 | 7.21 | 493219 | 369 | 99.93 |
| Total | | 11062731 | 4712251 | 42.60 | 4711882 | 369 | 99.99 | 0.01 |



HB LEASING AND FINANCE COMPANY LIMITED

VOTING RESULTS OF 39TH AGM HELD ON 22ND SEPTEMBER, 2022

| Agenda Item No. 2 | | | | | RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT | | | |
|--|-------------------------------|-------------------------------|--------------------------------|--|--|-----------------------------------|---|---|
| Resolution required (Ordinary / Special) | | | | | Ordinary | | | |
| Whether promoter / promoter group are interested in the agenda / resolution? | | | | | No | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares $3 = [(2)/(1)] * 100$ | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled $6 = [(4)/(2)] * 100$ | % of Votes against on votes polled $7 = [(5)/(2)] * 100$ |
| Promoter & Promoter Group | Remote E-Voting | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 |
| Public-Institutions | Remote E-Voting | 2180 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2180 | 0 | 0.00 | 0 | 0 | 0.00 |
| Public-Non Institutions | Remote E-Voting | 6841888 | 493343 | 7.21 | 492744 | 599 | 99.88 | 0.12 |
| | E-Voting at AGM | | 245 | 0.00 | 245 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6841888 | 493588 | 7.21 | 492989 | 599 | 99.88 |
| Total | | 11062731 | 4712251 | 42.60 | 4711652 | 599 | 99.99 | 0.01 |

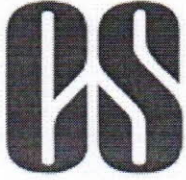


HB LEASING AND FINANCE COMPANY LIMITED

VOTING RESULTS OF 39TH AGM HELD ON 22ND SEPTEMBER, 2022

| Agenda Item No. 3 | | | | | APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION FOR A TERM OF 5 YEARS | | | |
|--|-------------------------------|--------------------|---------------------|---|--|------------------------|--------------------------------------|------------------------------------|
| 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) | $6 = [(4)/(2)] * 100$ | $7 = [(5)/(2)] * 100$ |
| Promoter & Promoter Group | Remote E-Voting | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4218663 | 4218663 | 100.00 | 4218663 | 0 | 100.00 |
| Public-Institutions | Remote E-Voting | 2180 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | E-Voting at AGM | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2180 | 0 | 0.00 | 0 | 0 | 0.00 |
| Public-Non Institutions | Remote E-Voting | 6841888 | 493343 | 7.21 | 493209 | 134 | 99.97 | 0.03 |
| | E-Voting at AGM | | 245 | 0.00 | 245 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 6841888 | 493588 | 7.21 | 493454 | 134 | 99.97 |
| Total | | 11062731 | 4712251 | 42.60 | 4712117 | 134 | 99.99 | 0.01 |





JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

CONSOLIDATED SCRUTINIZER'S REPORT

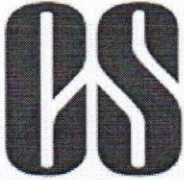
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended from time to time and the circulars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

To
The Chairman
HB LEASING AND FINANCE COMPANY LIMITED
(CIN: L65910HR1982PLC034071)
Plot No. 31, Echelon Institutional Area,
Sector 32, Gurgaon,
Haryana-122001

SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR 39TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HB LEASING AND FINANCE COMPANY LIMITED (CIN: L65910HR1982PLC034071) HELD ON THURSDAY, 22ND DAY OF SEPTEMBER 2022 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCE ("VC") OR OTHER AUDIO -VISUAL MEANS ("OAVM").

I, Jaya Yadav, Company Secretary in Practice, C/o Jaya Yadav & Associates, having office at Unit No. 416, 4th Floor, Tower - A, Spazedge Commercial Complex, Sohna Road, Sector 47, Gurugram, Haryana 122018, India 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 during the 39th Annual General Meeting ("**AGM**") of the Company held on Thursday, 22nd September, 2022 at 03:00 P.M. held through video conference ("**VC**")/ other audio -visual means ("**OAVM**") in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, and 02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs and , Regulation 44 of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulation 2015 as amended from time to time read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15th January, 2021 and SEBI/HO/CFD/CFD2CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**the 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 resolutions based on the reports generated from the electronic voting system.

Jaya Yadav
Jaya Yadav & Associates
Company Secretaries
OP-12070 *



JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

1. Dispatch of Notice convening the AGM

Pursuant to the MCA Circulars, advertisement was published in Business Standard (English and Hindi) on 23rd August, 2022 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 through e-voting system at the AGM, etc.

The Company hosted the notice of AGM on its website, 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 25th August, 2022.

On account of the situation arising out of COVID-19 and in terms of the Circulars, the Company has dispatched the AGM Notice and Annual Report on 25th August, 2022 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").

2. Cut-off date

The Company had fixed **Thursday, 15th September, 2022** 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

a. 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.

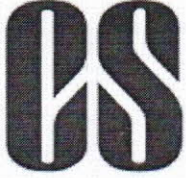
b. Remote e-voting period

Remote e-voting commenced at **09:00 A.M. on Monday, 19th September, 2022** and ended at **05:00 P.M. on Wednesday, 21st September, 2022.**

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

Jaya Yadav
* COP-12070
Company Secretaries
Page 2 of 7



JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

available only to the members who had not casted their vote by Remote e-voting prior to the AGM.

5. Counting Process

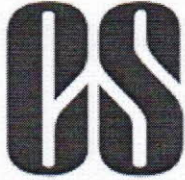
On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform in the presence of two witnesses, who are not in the employment of the Company and downloaded the results for scrutiny.

6. Results

Consolidated Results with respect to each item on the agenda as set out in the Notice of the 39th AGM dated 25th May, 2022 are enclosed herewith.

Based on the aforesaid results, we report that all the resolutions as set out in the Notice of the 39th AGM dated 25th May, 2022 have been duly passed with the requisite majority.

Jaya Yadav



JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

ITEM NO. 1: ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 TOGETHER WITH THE REPORTS OF THE 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 | 138 | 47,11,637 | 99.99 |
| E-voting at the AGM | 7 | 245 | 0.00 |
| Total | 145 | 47,11,882 | 99.99 |

(ii) Voted against the resolution:

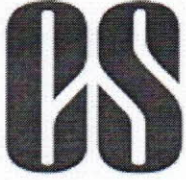
| Particulars | Number of members voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 4 | 369 | 0.01 |
| E-voting at the AGM | 0 | 0 | 0.00 |
| Total | 4 | 369 | 0.01 |

(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, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM has been passed with requisite majority.

Jaya Yadav



JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

ITEM NO. 2: ORDINARY RESOLUTION

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

(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 | 137 | 47,11,407 | 99.98 |
| E-voting at the AGM | 7 | 245 | 0.01 |
| Total | 144 | 47,11,652 | 99.99 |

(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 | 5 | 599 | 0.01 |
| E-voting at the AGM | 0 | 0 | 0 |
| Total | 5 | 599 | 0.01 |

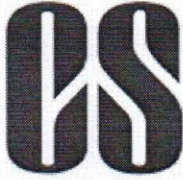
(iii) ~~Invalid Votes/ Abstain from Voting/Less voted/Not Voted:~~

| 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, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been passed with requisite majority.

Jaya Yadav





JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

ITEM NO. 3 ORDINARY RESOLUTION

APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION FOR A TERM OF 5 YEARS

(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 | 139 | 47,11,872 | 100.00 |
| E-voting at the AGM | 7 | 245 | 0.00 |
| Total | 146 | 47,12,117 | 100 |

(ii) Voted against the resolution:

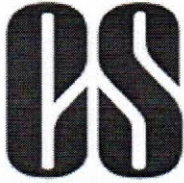
| Particulars | Number of members voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 3 | 134 | 0 |
| E-voting at the AGM | 0 | 0 | 0 |
| Total | 3 | 134 | 0 |

(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, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

Jaya Yadav
Jaya Yadav & Associates
COP-12070
Company Secretaries



JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021
Unit No.416, 4th Floor, Tower A,
Spazedge Commercial Complex, Sector 47, Sohna Road,
Gurugram-122018 HR IN
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356

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,

Jaya Yadav & Associates

Signed by

Jaya Yadav
Practicing Company Secretary
M. No. F-10822
CP No. 12070
UDIN: F010822D001021293



Countersigned by

Anil Goyal
Managing Director (Person authorized by the Chairman)

Date: 23rd September, 2022
Place: Gurugram

Date: 23rd September, 2022
Place: Gurugram

Witnesses:

1)

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

2)

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