

Arun Gupta & Associates

Company Secretaries

Consolidated Scrutinizer's Report

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended]

To,

The Chairman

36th Annual General Meeting of the

Equity Shareholders of HB Leasing and Finance Company Limited

Held on Thursday, 19th September, 2019 at 03:00 P.M.

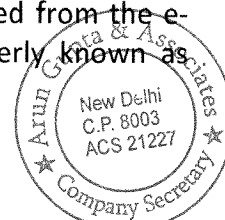
At GIA House, I.D.C., Mehrauli Road, Opp. Sector 14,

Gurugram -122001, Haryana

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & 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 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 to scrutinize the Remote e-voting process and physical poll process at the 36th Annual General Meeting (AGM) held on **Thursday, 19th day of September, 2019** at 03.00 P.M. at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram-122001, Haryana submit my report as under:

- 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 to the 36th Annual General Meeting of the Company.
- 2) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report in respect of 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 Fintech Private Limited** (formerly known as Karvy Computershare Private Limited).



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- 3) The Shareholders of the Company holding shares as on the “cut-off” date i.e. Thursday, 12th September, 2019 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4) The Remote e-voting commenced from Monday, 16th September, 2019 at 09.00 A.M and ended on Wednesday, 18th September, 2019 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 for the members who were present and had not casted their vote by Remote e-voting. Such members 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 were opened in the presence of two witnesses who were not in employment of Company and votes were counted.
- 7) Thereafter, the result of Remote e-voting was unblocked from the website of **Karvy Fintech Private Limited** i.e. <https://evoting.karvy.com> in the presence of Ms. Reema Miglani and Mr. Nandan Singh Rawat 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:



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ITEM NO. 1: ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 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	11	3948390	100.00
Poll	56	345665	99.81
Total	67	4294055	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	5
Total	2	5

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**.



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ITEM NO. 2: ORDINARY RESOLUTION

APPOINTMENT 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:

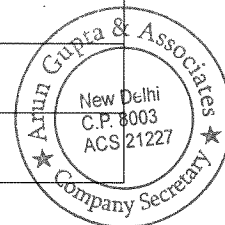
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	11	3948390	100.00
Poll	56	345665	99.81
Total	67	4294055	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	5
Total	2	5



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**.

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ITEM NO 3: ORDINARY RESOLUTION

CONTINUATION OF THE APPOINTMENT OF 'G.C. AGARWAL & ASSOCIATES' CHARTERED ACCOUNTANTS (FRN 017851N), STATUTORY AUDITORS OF THE COMPANY.

(i) Voted in favor of the resolution:

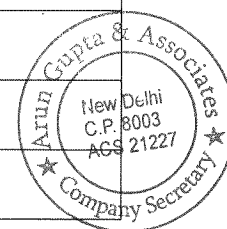
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	11	3948390	100.00
Poll	56	345665	99.81
Total	67	4294055	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	5
Total	2	5



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**.

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ITEM NO 4: ORDINARY RESOLUTION

APPOINTMENT OF MRS. SAPNA KHANDELWAL (DIN: 07241162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in favor of the resolution:

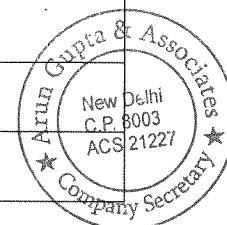
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	11	3948390	100.00
Poll	56	345665	99.81
Total	67	4294055	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	5
Total	2	5



Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice of the AGM has been **passed with requisite majority**.

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ITEM NO 5: SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. LACHMI NARAIN MALIK (DIN: 00481449) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(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	11	3948390	100.00
Poll	56	345665	99.81
Total	67	4294055	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	5
Total	2	5



Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice of the AGM has been **passed with requisite majority**.

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ITEM NO 6: SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938) AS MANAGING DIRECTOR OF THE COMPANY.

(i) Voted in favor of the resolution:

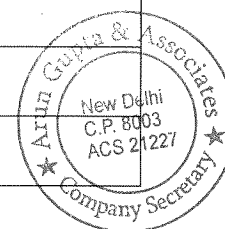
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	11	3948390	100.00
Poll	55	345515	99.81
Total	66	4293905	99.98

(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	0.00
Poll	7	671	0.19
Total	8	821	0.02

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	3	155
Total	3	155



Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 6** of the Notice of the AGM has been **passed with requisite majority**.


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- 9) 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 to record the assent or dissent received, duly mentioning the particulars of name, address, folio number or client ID/DP ID of the members, number of shares held by them, nominal value of such shares.
- 10) I shall arrange to hand over these records to the Company Secretary of the Company for safe keeping after the Chairman considers, approves and signs the minutes.
- 11) The results of the Voting shall be declared by the Chairman or any other person authorized by Board.

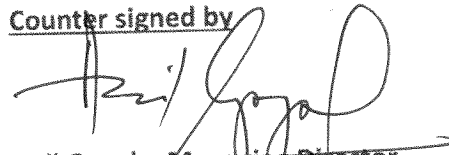
Thanking you
Yours faithfully

For Arun Gupta & Associates


Arun Kumar Gupta
(Scrutinizer)
Membership No. 2122
C.P. No. 8003

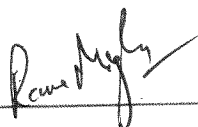


Counter signed by


Anil Goyal – Managing Director
(Duly Authorised by the Chairman)

Place: New Delhi
Date: 20/09/2019

Witnesses:

1) 

Name: Reema Miglani
Address: 5/28, Moti Nagar,
New Delhi-110015

2) 

Name: Nandan Singh Rawat
Address: H. No. 1623, Prem Puri
Village Jahrsa, Gurugram-122001