



# 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

22<sup>nd</sup> September, 2023

Listing Centre

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

Company Code: 508956

**Sub: - Submission of Proceedings along with Voting Results and Scrutinizer's Report for the 40<sup>th</sup> Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> September, 2023 pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

We wish to inform you that the 40<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today i.e. Friday, 22<sup>nd</sup> September, 2023 at 03:00 P.M through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013 and Circular(s) issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India to transact the business as stated in the Notice of AGM dated 26<sup>th</sup> May, 2023.

The Board of Directors had appointed Mr. Dikshant Malhotra, Company Secretary in Practice, C/o Dikshant Malhotra & Associates as the Scrutinizer for the remote e-voting process and e-voting at the AGM.

As per the Consolidated Report of the Scrutinizer, all the resolutions placed at the 40<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2023 have been passed with the requisite majority.

In this regard, please find enclosed the following:

- 1) Proceedings of the 40<sup>th</sup> AGM of the Company as required under Regulation 30 of Para A of Schedule-III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure - I**'.
- 2) Voting Results of the business transacted at the 40<sup>th</sup> AGM as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure - II**'.
- 3) Consolidated Scrutinizer's Report dated 22<sup>nd</sup> September, 2023 for votes casted through Remote e-voting and e-voting at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as '**Annexure - III**'.

The Voting Results along with Scrutinizer's Report are also available on the Company's website, [www.hbleasing.com](http://www.hbleasing.com) and on the website of National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.  
Thanking you,

Yours faithfully,  
For HB LEASING AND FINANCE COMPANY LIMITED

  
SONAL SHARMA  
(Company Secretary & Compliance Officer)

Encl: As Above



# 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

Annexure-I

## SUMMARY OF PROCEEDINGS OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

The 40<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 22<sup>nd</sup> September, 2023 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue in terms of Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars").

The Company Secretary welcomed the members present at the 40<sup>th</sup> AGM of the Company

Mr. Lalit Bhasin (DIN: 00002114), Director (Chairperson) took the Chair. The requisite quorum being present, the Chairperson called the meeting to order and presented a brief overview of the Economy and the Company's performance and thereafter authorized the Company Secretary to carry out the proceedings of the meeting.

After that, the Company Secretary introduced all the Directors and KMPs who attended the meeting through their respective locations. The Chairperson of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committee along with Secretarial Auditor cum Scrutinizer were also present during the meeting.

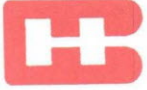
The Company Secretary informed that in compliance with MCA and SEBI Circulars, Notice of the Annual General Meeting and the Annual Report containing the Board's Report, Auditor's Report, Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 were sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). Accordingly, the Notice of AGM was taken as read.

The Company Secretary further informed that there are no qualifications, reservation, adverse remark, observations, comments or disclaimer given either by the Statutory Auditors or the Secretarial Auditors of the Company in their Report for the financial year ended 31<sup>st</sup> March, 2023, the same was taken as read.

All documents referred to in the Notice of the meeting were available for inspection in electronic mode, from the date of circulation of the Notice upto the date of the meeting. Further, as per the requirements of the provisions of the Companies Act, 2013, (a) the Register of Directors, Key Managerial Personnel (KMP) and their Shareholding; (b) the Register of Contracts or Arrangements in which the Directors are interested were made available for inspection by the members in electronic mode at NSDL e-voting system during the AGM.

Pursuant to MCA and SEBI Circulars read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company engaged the services of National Securities Depository Limited (NSDL) to provide facility to the members to attend the meeting through VC and to exercise their vote electronically through Remote e-voting and e-voting at the AGM in respect of all the businesses set forth in the Notice of AGM. The remote e-voting period commenced





# 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

on **Tuesday, 19<sup>th</sup> September, 2023 (09:00 A.M)** and ended on **Thursday, 21<sup>st</sup> September, 2023 (05:00 P.M)**.

Members who were present in the AGM through VC/OAVM facility and had not cast their vote through remote e-voting were provided an opportunity to cast their votes electronically at the AGM through the NSDL platform.

Mr. Dikshant Malhotra, Company Secretary in Whole-time Practice (Membership No.: F11008, C.P. No.: 14622) failing him Ms. Divya Malhotra, Company Secretary in Whole-time Practice (Membership No.: A54069, C.P. No.: 26659) were appointed as the Scrutinizer(s) for scrutinizing the voting process in a fair and transparent manner.

The following items of business were transacted at the meeting:

## **Ordinary Business:**

1. Adoption of Audited Financial Statements for The Financial Year Ended 31<sup>st</sup> March, 2023 Together with the Reports of the Directors and Auditors Thereon
2. Re-Appointment of Mr. Lalit Bhasin (Din: 00002114), Director Who Retires by Rotation and being Eligible offers himself for Re-appointment

The Company Secretary then requested the moderator to invite the speakers, who had already registered their names to express their views, give suggestions and had queries on the operations and financial performance of the Company and related matters. Mr. Anil Goyal, Managing Director of the Company responded to the questions raised by the members adequately. No queries were received in the chat box during the meeting.

It was further informed that the Company shall submit details regarding the voting results to the Stock Exchange, BSE Limited, within Two (2) working days of the conclusion of the meeting. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company and on the website of NSDL immediately after the declaration of results.

The meeting was concluded with a formal vote of thanks to the Chairperson, Directors and Members of the Company for attending the 40<sup>th</sup> AGM of the Company. The e-voting facility was kept open for the next 15 minutes to enable the members to cast their votes.

The meeting concluded at 03:27 P.M.





# 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

## Annexure – II

### Details of Voting Results of the 40<sup>th</sup> AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM / EGM	22 <sup>nd</sup> September, 2023
Total number of Shareholders on record date:	35,728
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	NA
- Public:	NA
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):	
- Promoters & Promoter Group:	4
- Public:	85



## HB LEASING AND FINANCE COMPANY LIMITED

VOTING RESULTS OF 40<sup>TH</sup> AGM HELD ON 22<sup>ND</sup> SEPTEMBER, 2023

Agenda Item No. 1					ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 <sup>ST</sup> MARCH, 2023 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)	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
<b>Promoter &amp; Promoter Group</b>	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
	<b>Total</b>		<b>4218663</b>	<b>4218663</b>	<b>100.00</b>	<b>4218663</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	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
	<b>Total</b>		<b>2180</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	Remote E-Voting	6841888	492871	7.20	492870	1	100.00	0.00
	E-Voting at AGM		540	0.00	540	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6841888</b>	<b>493411</b>	<b>7.21</b>	<b>493410</b>	<b>1</b>	<b>100</b>
<b>Total</b>		<b>11062731</b>	<b>4712074</b>	<b>42.59</b>	<b>4712073</b>	<b>1</b>	<b>100</b>	<b>0.00</b>



## HB LEASING AND FINANCE COMPANY LIMITED

VOTING RESULTS OF 40<sup>TH</sup> AGM HELD ON 22<sup>ND</sup> SEPTEMBER, 2023

Agenda Item No. 2					RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), DIRECTOR 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  (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  $7 = [(5)/(2)] * 100$
<b>Promoter &amp; Promoter Group</b>	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
	<b>Total</b>		<b>4218663</b>	<b>4218663</b>	<b>100.00</b>	<b>4218663</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	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
	<b>Total</b>		<b>2180</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	Remote E-Voting	6841888	492871	7.20	492820	51	99.99	0.01
	E-Voting at AGM		540	0.00	540	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6841888</b>	<b>493411</b>	<b>7.21</b>	<b>493360</b>	<b>51</b>	<b>99.99</b>
<b>Total</b>		<b>11062731</b>	<b>4712074</b>	<b>42.59</b>	<b>4712023</b>	<b>51</b>	<b>100</b>	<b>0.00</b>





# DIKSHANT MALHOTRA & ASSOCIATES

COMPANY SECRETARIES

## 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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)

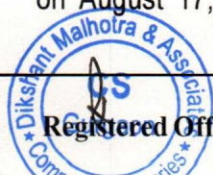
Plot No. 31, Echelon Institutional Area,  
Sector -32, Gurugram-122001, Haryana

**SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HB LEASING AND FINANCE COMPANY LIMITED (CIN: L65910HR1982PLC034071) HELD ON FRIDAY, SEPTEMBER 22, 2023 AT 03:00 P.M. THROUGH VIDEO CONFERENCEING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").**

I, Dikshant Malhotra, Company Secretary in Practice, C/o M/s Dikshant Malhotra & Associates, having office at Unit No. 7C, Tower - B4, Spaze I Tech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018, 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 40<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Friday, September 22, 2023 at 03:00 P.M. through Video Conferencing ("VC")/ Other audio-visual means ("OAVM") in terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, and 10/2022 dated December 28, 2022 (Collectively referred to as "MCA Circulars") and Circular nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI 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.

### 1. Dispatch of Notice convening the AGM

Pursuant to the MCA Circular, advertisement was published in Business Standard (English and Hindi) on August 17, 2023 specifying the date and time of the AGM, availability of the AGM notice on



Registered Office: Unit No. 7C, Tower B4, Spaze I-Tech Park, Sohna Road, Sector 49, Gurugram – 122018

Email: [csdikshant@dmassociates.in](mailto:csdikshant@dmassociates.in) Website: [www.dmassociates.in](http://www.dmassociates.in)

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 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 August 22, 2023

In terms of the Circulars, the Company has dispatched the AGM Notice and Annual Report on August 22, 2023, 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 **Friday, September 15, 2023**, 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**

### **3.1 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.

### **3.2 Remote e-voting period**

Remote e-voting commenced at **09:00 A.M. on Tuesday, September 19, 2023** and ended at **05:00 P.M. on Thursday, September 21, 2023**.

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

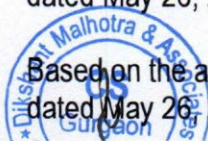
## **5. Counting Process**

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 AGM dated May 26, 2023, are enclosed herewith.

Based on the aforesaid results, I report that all the resolutions as set out in the Notice of the 40th AGM dated May 26, 2023, have been duly passed with the requisite majority.





## ITEM NO. 1- ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 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	139	4711533	99.99
E-voting at the AGM	8	540	0.01
<b>Total</b>	<b>147</b>	<b>4712073</b>	<b>100</b>

(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	1	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM has been passed with requisite majority.



**ITEM NO. 2- ORDINARY RESOLUTION**

**RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), DIRECTOR 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	138	4711483	99.99
E-voting at the AGM	8	540	0.01
<b>Total</b>	<b>146</b>	<b>4712023</b>	<b>100</b>

(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	2	51	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>2</b>	<b>51</b>	<b>0.00</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been passed with requisite majority.

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,

**For Dikshant Malhotra & Associates  
Company Secretaries**



**Dikshant Malhotra  
Practicing Company Secretary  
M. No.: F11008  
CP No.: 14622  
UDIN: F011008E001062190**

**Countersigned by**

**Anil Goyal  
(Managing Director / Person duly  
authorized by the Chairman)**

Date: 22-09-2023  
Place: Gurugram

Date: 22-09-2023  
Place: Gurugram

**Witnesses:**

1) Aakash

Name: Akash Gupta  
Address: Unit No 7C, Tower B-4,  
Spaze I Tech Park, Sector-49, Sohna  
Road, Gurugram, 122018

2) Abhishek

Name: Abhishek Tiwari  
Address: Unit No 7C, Tower B-4,  
Spaze I Tech Park, Sector-49, Sohna Road,  
Gurugram, 122018