



**JVS & ASSOCIATES**  
COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

To,

The Chairman

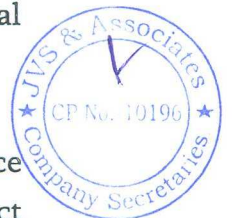
35<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
HB LEASING AND FINANCE COMPANY LIMITED

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 35<sup>th</sup> Annual General Meeting of M/s HB Leasing And Finance Company Limited held on Tuesday, 25<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting (AGM) held on Tuesday, 25<sup>th</sup> 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 35<sup>th</sup> 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, 18<sup>th</sup> 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, 22<sup>nd</sup> September, 2018 at 09.00 A.M. and ended on Monday, 24<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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

Counter signed by

Lalit Bhasin  
(Chairman)

Place: New Delhi  
Date: 26-09-2018

Witnesses:

1)

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

2)

Name: Megh Shyam Sharma  
Address: X-11, 2<sup>nd</sup> Floor,  
Green Park Main,  
New Delhi 110016

Details of witnesses to the process of Polling conducted at the 35<sup>th</sup> Annual General Meeting of HB Leasing And Finance Company Limited held on Tuesday, 25<sup>h</sup> 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 Wagon, Shakti Bldg - 110032	IN 301143/11279540	Krishna Wadhwa
Manita Jain 841/9A Gurgaon	120472000150642	Jain

For JVS & Associates



Jyoti Sharma  
(Scrutinizer)

Company Secretary

Membership No. 8843

C.P. No. 10196

