



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

September 10, 2015

Speed Post / Listing Centre

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

Company Code: 508956

Sub: - Disclosure under Clause 35A of the Listing Agreement

Dear Sir/Madam,

Pursuant to Clause 35A of Listing Agreement, we would like to inform that all the resolutions placed at the 32nd Annual General Meeting of the Company held on Wednesday, 09th September, 2015 have been passed by the Members with requisite majority, the result of which was declared by the Chairman of the meeting on Thursday, 10th September, 2015, immediately on the receipt of report submitted by the Scrutinizer, copy of which is enclosed herewith.

Date of the AGM	09th September, 2015
Total number of Shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to vote through Remote e-voting & at the meeting – September 02nd, 2015)	36,039
No. of Shareholders present in the meeting in person:	
- Promoter & Promoter Group:	1
- Public:	127
No. of Shareholders present in the meeting through proxy:	
- Promoter & Promoter Group:	NIL
- Public:	09
No. of Shareholders present in the meeting through Video Conferencing:	
- Promoter & Promoter Group:	No Video Conferencing facility was made available.
- Public:	

The combined results of Remote e-voting and Poll with respect to the following resolutions in the format prescribed under Clause 35A of the Listing Agreement is given below:

DETAILS OF THE AGENDA:

Resolution No. 1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Director's and Auditor's thereon.						
Type	Ordinary Business						
Mode of Voting	Remote e-voting and Poll						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares=$\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =$\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled =$\frac{(5)}{(2)} \times 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	39,46,877	39,46,327	99.99	39,46,327	0	100.00	0.00
Public- Institutional holders	2,580	0	0.00	0	0	0.00	0.00
Public-Others	71,13,274	4,69,539	6.60	4,69,431	108	99.98	0.02
Total	1,10,62,731	44,15,866	39.92	44,15,758	108	100.00	0.00

Resolution No. 2	Appointment of a Director in place of Mr. Anil Goyal (DIN 00001938), who retires by rotation and being eligible, offers himself for re-appointment.						
Type	Ordinary Business						
Mode of Voting	Remote e-voting and Poll						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares=$\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =$\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled =$\frac{(5)}{(2)} \times 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	39,46,877	39,46,327	99.99	39,46,327	0	100.00	0.00
Public- Institutional holders	2,580	0	0.00	0	0	0.00	0.00
Public-Others	71,13,274	4,69,539	6.60	4,69,431	108	99.98	0.02
Grand Total	1,10,62,731	44,15,866	39.92	44,15,758	108	100.00	0.00

Resolution No. 3	Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants (Firm registration No. 000468N) as statutory auditors of the Company from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.						
Type	Ordinary Business						
Mode of Voting	Remote e-voting and Poll						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares=$\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =$\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled =$\frac{(5)}{(2)} \times 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	39,46,877	39,46,327	99.99	39,46,327	0	100.00	0.00
Public- Institutional holders	2,580	0	0.00	0	0	0.00	0.00
Public-Others	71,13,274	4,69,539	6.60	4,69,431	108	99.98	0.02
Grand Total	1,10,62,731	44,15,866	39.92	44,15,758	108	100.00	0.00

Resolution No. 4	To Appoint Mrs. Meenakshi Gopal (DIN 07143044) as an Independent (Non- Executive) Director.						
Type	Ordinary Business						
Mode of Voting	Remote e-voting and Poll						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares=$[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =$[(4)/(2)] * 100$	% of Votes against on votes polled =$[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	39,46,877	39,46,327	99.99	39,46,327	0	100.00	0.00
Public- Institutional holders	2,580	0	0.00	0	0	0.00	0.00
Public-Others	71,13,274	4,69,539	6.60	4,69,431	108	99.98	0.02
Grand Total	1,10,62,731	44,15,866	39.92	44,15,758	108	100.00	0.00

Yours faithfully,
For HB Leasing & Finance Company Limited

Swati Vaish
(Company Secretary)

JYOTI SHARMA

COMPANY SECRETARY

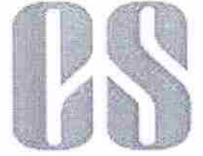
Nishat CGHS, Flat No. 1404

Plot No. -5, Sector- 19B,

Dwarka, Phase – II New Delhi-110075

Contact No. 91-9810370312

Email id – legal2015js@gmail.com



Consolidated Scrutinizer's Report

To,

The Chairman

Annual General Meeting of the Equity Shareholders

M/s HB Leasing and Finance Company Limited

Plot No. 31, Echelon Institutional Area,

Sector-32, Gurgaon, Haryana -122001

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 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement thereof for the 32nd Annual General Meeting of HB Leasing and Finance Company Limited held on Wednesday, September 09, 2015 at 3.00 P.M.

I, Jyoti Sharma, Proprietor of JVS & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **M/s HB Leasing and Finance Company Limited** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement thereof, to Scrutinize the Remote e-voting process and Poll conducted through physical ballot forms in respect of the below mentioned resolutions at the Annual General Meeting (AGM) held on Wednesday, 09th September, 2015.



- 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 32nd 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 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. Wednesday, 2nd September, 2015 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, 5th September, 2015 at 09.00 A.M. and ended on Tuesday, 8th September, 2015 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 box containing the ballot papers was opened and votes were counted in the presence of two witnesses being Shareholders present at the meeting.
- 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 two witnesses 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 on 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Director's and Auditor's 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	13	4410436	100.00
Poll	67	5322	98.01
Total	80	4415758	100.00

(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	0	0	0.00
Poll	07	108	1.99
Total	07	108	0.00

(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	10



ITEM NO. 2: Ordinary Resolution

Appointment of a Director in place of Mr. Anil Goyal (DIN 00001938), 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	13	4410436	100.00
Poll	67	5322	98.01
Total	80	4415758	100.00

(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	0	0	0.00
Poll	07	108	1.99
Total	07	108	0.00

(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	10



ITEM NO. 3: Ordinary Resolution

Reappointment of M/s. P. Bholusaria & Co., Chartered Accountants (Firm registration No. 000468N) as statutory auditors of the Company from the conclusion of this meeting until the conclusion of the next AGM 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	13	4410436	100.00
Poll	67	5322	98.01
Total	80	4415758	100.00

(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	0	0	0.00
Poll	07	108	1.99
Total	07	108	0.00

(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	10



(iii) You may accordingly declare the results of Poll and Remote e-voting process.

Thanking you,
Yours faithfully,



Jyoti Sharma
Scrutinizer
C.P. No 10196
Membership No ACS 22578

Dated: September 10, 2015
Place: New Delhi

Witnesses:

1)  _____

Name: Arpesh Kumar
Address: House No - 1033
Sec-7, Rohini
New Delhi - 110022

Counter signed by



Lalit Bhasin
Chairman of the meeting



2)  _____

Name: Rajesh Jain
Address: Sul/GA, Gurgaon - 122001

JYOTI SHARMA

COMPANY SECRETARY

Nishat CGHS, Flat No. 1404
Plot No. -5, Sector- 19B,
Dwarka, Phase - II New Delhi-110075
Contact No. 91-9810370312
Email id - legal2015js@gmail.com



Details of witnesses to the process of Polling conducted at the 32nd Annual General Meeting of HB Leasing and Finance Company Limited at 3.00 P.M. at GIA House, I.D.C Mehrauli Road, Opp. Sector -14, Gurgaon - 122 001 (Haryana)

Name & Address	Folio No. / DP ID / Client ID	Signature
1. Gulshan Rai R/o of House no. 149/06 Rajan Street opposite Jain high School Bada bazaar , Rohtak - 124001, Haryana	IN301143/10910558	
2. R. K Jain R/o of V - 10 Prasad Nagar New Delhi - 110005	IN300118/11563377	

Jyoti Sharma
Scrutinizer
C.P. No 10196
Membership No ACS 22578



Dated: September 09, 2015
Place: Gurgaon