



# 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

HBLFCL/2016-17

Listing Centre

August 12, 2016

**The Listing Department**  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400001

Company Code: 50895

Subject: - Notice of 33<sup>rd</sup> Annual General Meeting of the Company

Dear Sir / Madam,

This is to inform you that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company will be held on **Tuesday, 20<sup>th</sup> September, 2016** at 3:00 P.M. at GIA House, I.D.C Mehrauli Road, Opposite Sector 14, Gurgaon-122001, Haryana.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said regulations, we are enclosing herewith the following:

1. Notice of Annual General Meeting
2. E-voting Notice and Instructions thereto
3. Proxy Form and Attendance Slip
4. Route Map of AGM Venue

The above information is also available on the website, [www.hbleasing.com](http://www.hbleasing.com)

You are requested to take the above information on record and oblige.

Thanking you,

Yours truly,  
For **HB Leasing and Finance Company Limited**

**Sukhmani Walia**  
(Company Secretary & Compliance Officer)



**NOTICE**

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of HB Leasing and Finance Company Limited (the "Company") will be held as follows:

(Note: The Company is providing facility of voting by electronic means and the business of the Meeting may be transacted through electronic voting system)

**Day** : Tuesday

**Date** : 20<sup>th</sup> September, 2016

**Time** : 3.00 P.M.

**Place** : GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 Haryana (Please see route map provided in this Annual Report)

To transact the following business(es):

**AS ORDINARY BUSINESS(S):**

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Lalit Bhasin (DIN:00002114), who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint M/s. P. Bholusaria & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. P. Bholusaria & Co., Chartered Accountants, New Delhi (Firm Registration No.: 000468N), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company."

**AS SPECIAL BUSINESS:**

- Alteration of Memorandum of Association (MOA) of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all the applicable laws and regulations including but not limited to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby granted for alteration of the Memorandum of Association (MOA) of the Company as follows:

- Title of Clause III (A) "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" be replaced with the following:

"THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

- Title of Clause III (B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECT" be replaced with the following:

"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:"

- In sub-clause 21 of Clause III (B), the words "provisions of Section 58A of the Companies Act, 1956" be replaced with "applicable provisions of the Companies Act, 2013 or any other enactment in force"
- In sub-clause 60 and 61 of Clause III (B), the words "provisions of the Companies Act, 1956" be replaced with "provisions of the Companies Act, 2013 or any other enactment in force".
- Clause III (C), the OTHER OBJECTS of the Memorandum of Association of the Company be deleted.
- Clause IV "The liabilities of the members is limited" be replaced with the following:

"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and to sign all such forms, returns and other documents as may be necessary in order to give effect to the above resolution."

- To consider and approve passing of fresh resolution for borrowing monies under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the Ordinary Resolution adopted at the Annual General Meeting held on 30<sup>th</sup> November, 1994 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company, for borrowing monies for the purpose of business of the Company, from time to time, notwithstanding that the money(s) to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's banker in the ordinary course of business) will or may exceed the aggregate of the paid up Capital of the Company and its Free Reserves that is to say, reserves not set apart for any specific purpose, provided however that the aggregate amounts so borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate sum of Rs. 300 Crores only (Rupees Three Hundred Crores only)".

**BY ORDER OF THE BOARD  
For HB LEASING AND FINANCE COMPANY LIMITED**

Sd/-  
**SUKHMANI WALIA  
(COMPANY SECRETARY)  
Membership No.: ACS 41191**

**Place : Gurgaon  
Date : 28<sup>th</sup> May, 2016**

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

A PERSON WHOSE CALL MONEY IS IN ARREAR ON SHARES HELD BY HIM SHALL NOT BE TREATED AS A MEMBER AND SHALL NOT BE ELIGIBLE TO CAST A VOTE / E-VOTE AT THE ANNUAL GENERAL MEETING.

- An Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business herein is annexed hereto and form part of this Notice.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 14<sup>th</sup> September, 2016 to 20<sup>th</sup> September, 2016. (Both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely RCMC Share Registry Pvt. Ltd.
- Members/Proxies are requested to bring Attendance Slips duly filled and signed in for attending the meeting alongwith their copy of Annual Report to the meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- Pursuant to Section 113 of the Companies Act, 2013, Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready.
- Members are requested to:
  - Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:  
**RCMC Share Registry Pvt. Ltd.  
B-25/1, First Floor,  
Okhla Industrial Area, Phase-II,  
New Delhi – 110 020  
Phone : 011 – 26387320, 26387321, 26387323  
Fax : 011 - 26387322  
E-mail: shares@rcmcdelhi.com**  
Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository participants.
  - Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

- The Company is implementing the "Green Initiative" to enable electronic delivery of Notices / Documents and Annual Reports to the Shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL / CDSL will be deemed to be your registered email address for

servicing Notices / Documents including those covered under Section 136 of the Companies Act, 2013. The Notice of Annual General Meeting and the copies of Audited Financial Statements, Director's Report, Auditors Report etc. will also be displayed on the website of the Company, [www.hbleasing.com](http://www.hbleasing.com).

The Members holding Shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding Shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned in 8(a) above quoting their folio number(s).

Copies of the Annual Report are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report including Attendance Slip and Proxy Form are being sent by the permitted mode.

10. The Notice of AGM and the copies of audited financial statements and Annual report will also be available on the website [www.hbleasing.com](http://www.hbleasing.com) of the Company and on the website of [www.bseindia.com](http://www.bseindia.com).

As per Section 136(1) of Companies Act, 2013, physical copies of the aforesaid documents will also be available for inspection at the registered office of the Company at the normal business hours on all working days excluding Saturdays upto the date of Annual General Meeting of the Company.

**11. Voting through electronic means:**

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes by electronic means on all the resolutions proposed to be considered in this Annual General Meeting from a remote location ("Remote e-voting").
- (ii) The Company has engaged the services of Karvy Computershare Pvt. Ltd. ("Karvy") to provide the facility of Remote e-voting.
- (iii) The facility for voting through Physical Ballot Papers shall be made available at the meeting and members attending the meeting, who have not already cast their vote by Remote e-voting shall be able to exercise their right to vote at the meeting through Ballot Papers.
- (iv) The e-voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company. Members of the Company holding Shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 13th September, 2016**, may cast their vote by remote e-voting / at the meeting.
- (v) Any person who acquires Shares of the Company and becomes member of the Company after dispatch of the Notice and holding Shares as on the **cut-off date i.e. 13th September, 2016** may obtain the login Id and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.
- (vi) The Remote e-voting period commences on **17th September, 2016 (09.00 A.M) and ends on 19th September, 2016 (05.00 P.M)**. The Remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (vii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by Remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii) Ms. Jyoti Sharma (Membership No. 22578; C.P. No. 10196), Company Secretary in Whole-time Practice has been appointed as the Scrutinizer, failing her, Mr. Anuj Kumar Solanki, (Membership no. 31746, CP No. 13132), Company Secretary in Whole time Practice has been appointed as an Alternate Scrutinizer to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- (ix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith upon submission of the Scrutinizer's Report.
- (x) The Company shall submit to the Bombay Stock Exchange Limited (BSE), within forty eight hours of the conclusion of the meeting, details regarding the voting results in the prescribed format. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company, [www.hbleasing.com](http://www.hbleasing.com) and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of results.
- (xi) In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website, <https://evoting.karvy.com> or call their Toll Free No. 1800-345-4001 for any further clarification.

- (xii) The instructions for availing the Remote e-voting facility indicating the process and manner of e-voting are given as hereunder.

➤ **In case a Member receives notice through e-mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (i.e. User ID and Initial Password provided by Karvy in e-mail). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

After entering these details appropriately, click on "LOGIN".

- (c) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (d) You need to login again with the new credentials.
- (e) On successful login, the system will prompt you to select the E-Voting Event Number for HB Leasing and Finance Company Limited.
- (f) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (g) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (h) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (i) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [legal2015js@gmail.com](mailto:legal2015js@gmail.com) with a copy to Karvy at e-mail ID: [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

➤ **In case a Member receives Notice in physical form [for Members whose email IDs are not registered with the Company / Depository Participants]:**

- (a) User ID and Initial Password as given in the e-voting notice sent along with the Annual Report.
- (b) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

- 12. All documents referred to in this Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.00 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
- 13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
- 14. Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] are as under:



## PROFILE OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING

(Refer Item No. 2 of the Notice for AGM)

<b>Name of the Director</b>	<b>MR. LALIT BHASIN</b>
<b>DIN</b>	00002114
<b>Date of Birth</b>	14 <sup>th</sup> August, 1968
<b>Date of Appointment</b>	29 <sup>th</sup> June, 1990
<b>Profile/ Expertise in Specific functional Areas.</b>	Mr. Lalit Bhasin is a commerce graduate from Shri Ram College of Commerce, Delhi University. He is an entrepreneur having more than 23 years of rich experience in the field of Stock market operations, Strategic Investment and Management.
<b>Qualifications</b>	Bachelor of Commerce
<b>List of directorships in other Listed entities. (As on 31st March 2016)</b>	1. HB Stockholdings Limited 2. HB Estate Developers Limited 3. HB Portfolio Limited 4. CHL Limited 5. Jaypee Infratech Limited
<b>Membership of Committee of the Board in other Listed entities. (As on 31st March 2016)</b>	<b>Audit Committee</b> CHL Limited <b>Nomination &amp; Remuneration Committee</b> CHL Limited <b>Stakeholders Relationship Committee</b> CHL Limited <b>CSR Committee</b> HB Stockholdings Ltd.
<b>Shares held by the Director</b>	21,63,377
<b>Whether related to any Board Members of the Company</b>	No

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

#### ITEM NO. 4

As per the provisions of the Companies Act, 2013, the Memorandum of Association (MOA) of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. It shall also state that the liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the Shares held by them. Further, any provision contained in the Memorandum of Association shall, to the extent to which it is repugnant to the provisions of the Companies Act, 2013, become or be void, as the case may be. Therefore, Other Objects clause mentioned in the Memorandum of Association of the Company is repugnant to the provisions of the Companies Act, 2013 Therefore the Board of Directors has decided to alter the existing Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013 by making suitable changes thereto.

The Draft Memorandum of Association would be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting.

The Board recommends the Special Resolution at Item No. 4 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### ITEM NO. 5

The members of the Company at their Annual General Meeting held on 30<sup>th</sup> November, 1994 approved by way of an Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956 giving consent to the Board of Directors to borrow over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 300 crores.

Section 180(1) (c) of the Companies Act 2013 effective from 12<sup>th</sup> September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at item no. 5 of the notice, to enable to the Board of Directors to borrow money in excess of the aggregate of paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 300 crores (Rupees Three hundred Crores only) money in excess of the aggregate of paid up share capital and free reserves of the Company.

The Board recommends the Resolution as set out at item no. 5 of the Notice, for the approval of the members.

None of the directors, Key Managerial Personnel of the Company and their relatives are anyway, concerned or interested, financially or otherwise, in the special resolution, set out at item no. 5 of the notice.

**BY ORDER OF THE BOARD**  
**For HB LEASING AND FINANCE COMPANY LIMITED**

Sd/-  
**SUKHMANI WALIA**  
**(COMPANY SECRETARY)**  
Membership No.: ACS 41191

Place : Gurgaon  
Date : 28<sup>th</sup> May, 2016



# HB LEASING & FINANCE COMPANY LIMITED

Regd. Off: Plot No. 31, Echelon Institutional Area, Sector – 32, Gurgaon – 122 001 (Haryana)  
Ph: 0124-4675500, Fax: 0124-4370985  
Website: www.hbleasing.com, Email: corporate@hbleasing.com  
CIN: L65910HR1982PLC034071

## E-VOTING NOTICE

FOLIO NO. / \*DP ID / CLIENT ID :  
(\*Applicable to members holding  
shares in dematerialized form)

Sr. No.:

NAME AND REGISTERED ADDRESS :  
OF THE SOLE / FIRST NAMED  
SHAREHOLDER / MEMBER

NAME OF THE JOINT HOLDER(S), IF ANY :

NO. OF EQUITY SHARES HELD:

Dear Member,

### Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, HB Leasing and Finance Company Limited (“HBLF” or “the Company”) is providing its members the facility to cast their votes by electronic means from a remote location (“Remote e-voting”) in respect of all the resolutions proposed to be considered at the **33<sup>rd</sup> Annual General Meeting scheduled to be held on Tuesday, 20th September, 2016 at 3.00 P.M.**

The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the Authorised Agency to provide Remote e-voting facility. The e-voting particulars are set out below:

<b>EVEN (E-voting event number)</b>	<b>User ID</b>	<b>Password / PIN</b>

The Remote e-voting facility will be available during the following voting period:

**Commencement of Remote e-voting : From 09.00 A.M. (IST) on 17th September, 2016**

**End of Remote e-voting : Up to 05.00 P.M. (IST) on 19th September, 2016**

**The cut-off date (i.e. the record date) for the purpose of Remote e-voting is 13th September, 2016.**

This Communication forms an integral part of the Notice for the 33rd Annual General Meeting scheduled to be held on Tuesday 20th September, 2016. Attention is invited to the statement on the accompanying Notice that the Company is providing facility for voting by electronic means and the business of this meeting may be transacted through electronic voting system.

The Notice of the 33rd Annual General Meeting and this Communication are also available on the website of the Company viz. www.hbleasing.com

**Please read the instructions printed overleaf before exercising your vote.**

**BY ORDER OF THE BOARD  
For HB LEASING AND FINANCE COMPANY LIMITED**

**Sd/-  
SUKHMANI WALIA  
(Company Secretary)  
Membership No.: ACS41191**

**Place : Gurgaon  
Date : 29th July, 2016**

**Instructions and other information relating to Remote e-voting are as under:**

1. **A. In case a Member receives notice through e-mail from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
  - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - (ii) Enter the login credentials (i.e. User ID and Initial Password provided by Karvy in e-mail). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering these details appropriately, click on "LOGIN".
  - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for **HB Leasing and Finance Company Limited**.
  - (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [legal2015js@gmail.com](mailto:legal2015js@gmail.com) with a copy to Karvy at e-mail ID: [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. In case a Member receives Notice in physical form [for Members whose email IDs are not registered with the Company / Depository Participants]:**
  - (i) User ID and Initial Password as provided overleaf.
  - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by Remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
3. The e-voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13<sup>th</sup> September, 2016, may cast their vote by remote e-voting.
4. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 13<sup>th</sup> September, 2016 may obtain the login Id and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.
5. The Board of Directors has appointed Ms. Jyoti Sharma (Membership No. ACS 22578), in Whole-time Practice has been appointed as the Scrutinizer, failing her, Mr. Anuj Kumar Solanki (Membership no. 31746, CP No. 13132), Company Secretary in Whole time Practice has been appointed as an Alternate Scrutinizer to scrutinize the remote e-voting and polling process in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
7. The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. [www.hbleasing.com](http://www.hbleasing.com) and on Karvy's website viz. <https://evoting.karvy.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be forwarded to Bombay Stock Exchange Limited (BSE), where the shares of the Company are listed.
8. **In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or call their Toll Free No. 1800-345-4001 for any further clarification.**



# HB LEASING AND FINANCE COMPANY LIMITED

FORM NO. MGT-11

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L65910HR1982PLC034071  
 Name of the Company : HB Leasing and Finance Company Limited  
 Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurgaon - 122 001 (Haryana)  
 Name of the Member(s) :  
 Regd. Address :  
 Email Id :  
 Folio No./Client Id :  
 DP Id :

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

- 1) Name..... Address.....  
 Email..... Signature.....or failing him
- 2) Name..... Address.....  
 Email..... Signature.....or failing him
- 3) Name..... Address.....  
 Email..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, the 20<sup>th</sup> day of September 2016 at 3:00 P.M. at GIA HOUSE, I.D.C. Mehrauli Road, Opp. Sector 14, Gurgaon - 122001, Haryana and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

### ORDINARY BUSINESS(S):

1. Adoption of Audited Financial Statements for the financial year ended March 31, 2016 together with the report of Directors and Auditors' thereon.
2. Re-appointment of Mr. Lalit Bhasin, who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of M/s. P. Bholusaria & Co., Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.

### SPECIAL BUSINESS:

4. Alteration of Memorandum and Association (MOA) of the Company in terms of the provisions of the Companies Act, 2013.
5. Pasing of fresh resolution for borrowing monies under section 180(1)(c) of the Companies Act, 2013.

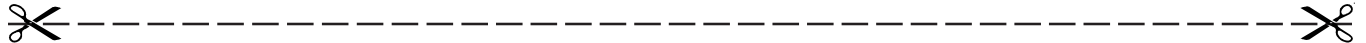
Signed this \_\_\_\_ day of \_\_\_\_\_, 2016

Signature of the Shareholder \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Rs. 1/-

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



# HB LEASING AND FINANCE COMPANY LIMITED

## ATTENDANCE SLIP

### 33<sup>rd</sup> ANNUAL GENERAL MEETING

Time : 3.00 P.M., 20<sup>th</sup> day of September, 2016  
 Place : GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 122 001, Haryana

FULL NAME OF THE FIRST SHAREHOLDER.....

Joint Shareholders, if any.....

Father's/Husband's Name .....

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)

.....

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting held on Tuesday, 20<sup>th</sup> day of September, 2016 at 3.00 P.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 122 001, Haryana

Folio No. / DP-Id : .....

Client-Id : .....

No. of Shares : .....

Signature(s).....

Members may please note that the Auditorium Authorities do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.

# ROUTE MAP OF GIA HOUSE

