



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 21, 2016

Listing Centre

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

Company Code: 508956

Sub: - Alteration of Memorandum of Association (MOA) of the Company

Dear Sir,

The Shareholders of the Company in their Annual General Meeting (AGM) held on 20th September, 2016 considered and approved the Alteration of Memorandum of Association of the Company by passing the Special Resolution.

In due 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, please find enclosed copy of altered Memorandum of Association (MOA) of the Company.

Please take the above on record.

Thanking You,

Yours faithfully
For HB Leasing and Finance Company Limited


Sukhmani Walia
(Company Secretary)

Encl: As Above

THE COMPANIES ACT, 1956
(Public Company Limited by Shares)
MEMORANDUM OF ASSOCIATION
OF
HB LEASING AND FINANCE COMPANY LIMITED

- I. The Name of the Company is **HB LEASING AND FINANCE COMPANY LIMITED.**
- II. *The Registered Office of the company will be situated in the State of Haryana.
- III. The Objects for which the Company is established are:
- (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of buying, selling, leasing, letting on hire hire-purchase or easy payment system household and office furniture, domestic or business appliances, computers, tabulators, addressing machines and other sophisticated office machinery installation fitting, machinery, motor-cars, taxicabs, automobiles, tramcars, motor lorries, tractors, earth-moving machinery, wagons, cycles, bicycle's, coaches, garages and all other vehicles drawn by motor, steam, oil, petroleum, electricity or any mechanical or other power or device, agricultural implements and machinery, airships, aeroplanes and helicopters, tools, plants, implements, utensils, apparatus and requisites and accessories, furniture, wireless and television receivers, telephones, telex, teleprinters or other apparatus, ships, dredgers, barges and containers and to carry on the business of hire purchase of movable properties of any kind, including machinery, plant of all kinds to buy, sell, after repair, exchange and deal in and finance the sale of furniture, apparatus, machinery materials, goods and articles, to hire out or sell any of the same on hire purchase system.
 2. To carry on business in Shares, Securities & Finance.

*Amended vide Special Resolution passed in 14th Annual general meeting of the Company held on 2nd April, 1998 and confirmed by an order of CLB Northern Region Bench C.P. No. 101/17/98 CLB dated 9th October, 1998 and registered by the Registrar of Companies, NCT of Delhi & Haryana on 11th November, 1998 and 12th November, 1998

**Altered vide Special Resolution passed in the 33rd Annual General Meeting dated 20/09/2016

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

1. To buy, sell, resell, manufacture, refine, manipulate, import, export, indent and deal in all substances, apparatus and things capable of being used in any such business as aforesaid and in particular anything that may be required by any customer or person having dealing with the Company either in wholesale, retail or as commission.
2. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods and materials from time to time belonging to the Company.
3. To purchase, manufacture produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of trade, deal in and deal with goods, wares, and merchandise and personal property of every class and description.
4. To purchase, take on lease or licence or in exchange, hire or otherwise any real and/or personal property and any rights or privileges and advantages of any kind whatsoever, which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular, and any land (freehold, leasehold or other tenure), tenements, building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the Company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purposes of the Company's business or to re-sell, mortgage, let on lease or otherwise deal with to turn the same to account as may seem expedient.
5. To erect, build, construct, maintain, alter, extend, enlarge, purchase and sell, put down, remove, or replace, Improve or develop and to work, manage and control any buildings, chawls, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, tramways, roadways or other means of transport, sidings, bridges, reservoirs, tanks, water-courses, water systems wharves, electrical works, gas work or works operated by any other kind of power and also such other machinery, equipment, conveyances works and conveniences which may seem calculated directly or indirectly to carry out the objects of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or company or with any Government or Governmental authority in doing any of these things.
6. To open current or fixed accounts with all bank, banker, shroff, or merchant, and to pay into, and draw money from such accounts.

** Altered vide Special Resolution passed in the 33rd Annual General Meeting dated 20/09/2016

7. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent rights, copy rights, trade marks, formulas, licences concessions, and the like conferring any exclusive or non exclusive for limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account, the property rights, or information so acquired.
8. To adopt such means of making known tile articles, goods, products, appliances, manufactured or dealt in by or at the disposal of the Company as may seem expedient.
9. To appoint managers, engineers, contractors, brokers, canvassers, agents, and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.
10. To expend money on experimenting upon and testing and improving or securing any processes, process or patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
11. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
12. To create any subscription fund, sinking funds, reserve funds insurance funds or any other special funds whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.
13. To let on lease or on hire-purchase system or to lend or otherwise dispose off any property belonging to the Company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
14. To sell, lease, mortgage, grant licences, easements and other rights, over and in any other manner whatsoever, to transfer deal with or dispose off the undertaking, property, assets, rights, and effects of the Company, or any part thereof, for such consideration as the Company may think fit and, in particular, for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
15. To apply, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to object or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.

16. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engaged in.
17. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, and liabilities of any person firm or company, carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of the property or rights, suitable for any of the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to purchase, acquire, sell and deal in property shares, stock, debenture-stocks of any such person firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
18. To establish or promote or concur or be interested, in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company of or for any other purpose whatsoever and to transfer to any such company and property of this Company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist any such other company.
19. To acquire, purchase, take over and/or amalgamate business of companies which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with Companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/ or business.
20. To negotiate loans, to draw accept, endorse, discount, buy, sell, and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable or transferable instruments and securities.
21. Subject to the ****applicable provisions** of the Companies Act, 2013 or any other enactment in force and the rules made there under and also the directions of the R. B.I. To borrow or raise money and secure and discharge any debt or binding on the Company in such manner as may be thought fit, and in particular, by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
22. To invest the surplus funds of the Company, from time to time in government securities or in other securities, as may from time to time be determined by the Directors, and from time to time to sell or vary all such investments and to execute all assignments, transfer, receipts, and documents that may be necessary in that behalf.

**** Altered vide Special Resolution passed in the 33rd Annual General Meeting dated 20/09/2016**

23. To receive money securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
24. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security, as the Company may deem expedient.
25. To appoint agents and constitute branches and agencies of the Company in India or any part of the world, in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
26. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
27. To manage land, buildings and other property both movable and immovable whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
28. To develop and turn to account any land acquired by the Company or in which it is interested and, in particular, by laying on and preparing the same for building purpose, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and letting on building lease or buildings agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
29. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.
30. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
31. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory provident, pension, or superannuation funds or any other funds for the welfare and benefit of, and give or procure the giving of donations, gratuities, pension, allowance or emoluments or any other pecuniary aid to any person who are or were at any time in the employment or service of the company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any

time the Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, calculated to the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either along or in conjunction with any such other company as aforesaid.

32. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements the Company may think fit.
33. To train or pay the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
34. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grant to students or otherwise and generally to encourage, promote, and reward studies, researches, investigations, experiments tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
35. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
36. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating, data, plans, layouts and blue prints useful, for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the foregoing matter and things.
37. To enter into collaboration agreement to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
38. To enter into any arrangement with any Government of Authority, Central, State, Local or Foreign or public body, or person or authority, or from any private individual that may seem conducive to the Company's objects or any of them and to

obtain from any such Government, Authority, person or Company any concessions, grants decrees, rights, charters contracts, licences powers and privileges, whatsoever which may seem to the Company capable of being turned to account, or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.

39. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.
40. To lend and advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities.
41. To apply for, promote, and obtain any statute, order, regulation, other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interest.
42. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the company or which the company shall consider to be preliminary out of the funds of the Company.
43. To establish competitions in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any of the purposes of the company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
44. To procure the registration incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
45. To obtain any provisions order Act of the Government for enabling the company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
46. To refer to or agree to refer any claims, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration and to observe and perform and to do all acts, deeds matters and things to carry out or enforce the awards.
47. To invest and deal with money of the company not immediately required in any manner.

48. To make donations to such persons or institutions and in such cases and either or cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institution objects or for any exhibition or for any public, general or other objects.
49. To undertake, carry out, promote and sponsor programmes for rural development including, any programme for promoting the social and economic welfare for the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion there of either directly or through any agency or in any other manner, Without prejudice to the generality of the foregoing programme of rural developments shall also include any programme for promoting the social and economic welfare for the uplift of the people in any rural area which is likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural area under Section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes the Company may transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or any other agencies devoted to the work of rural development.
50. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public and also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Company may think fit and the company may in order to implement any of the above mentioned objects or purposes transfer without consideration or at a fair or concessional value and divest the ownership of any property of the Company to or in favour of any' Public or Local Body or Authority, or Central or State Government or any Public Institutions or Trusts or any other agency devoted to the work of rural development.
51. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures, conferences or seminars, workshops, training programmes, etc. likely to advance the aforesaid objects or for giving merit awards scholarships, loans or any other assistance to institutes, deserving students or academic pursuits or researches and for establishing, conducting assisting any institution, fund, trust, having anyone of the aforesaid objects as one of its objects.

52. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
53. To acquire any shares, stock, debentures, debenture stock, bonds, securities by original subscription, tender, purchase, gift, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
54. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses or any part of the costs and expenses of owners of any business or property acquired by the Company.
55. To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
56. To acquire and hold by way of investment or re-sell and to let on hire-purchase, lease rent any metals, bullion, gold, silver, silver articles, diamonds precious stones, ornaments and jewellery and paintings and coins and manuscripts and objects of art and to pay for the same either in cash or otherwise.
57. To carry on any business or branch of business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.
58. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
59. To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the company or any person or companies, with whom the Company may have or intended to have business relations.

60. Subject to the **provisions of the Companies Act, 2013 or any other enactment in force, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person for Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
61. Subject to the **provisions of the Companies Act, 2013 or any other enactment in force, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, or other securities of any other company formed to take over the whole or any part of the assets or liability of the company.
62. To sell any patent rights or privileges belonging to the company or which may be acquired by it, or any interest in the same and to grant licences for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the company may be interested.
63. The Company may, at any time, invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary, donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company, subject to any such conditions as aforesaid, all such gifts donations, grants, offerings, legacies and bequests including lands, buildings, and other immovable properties shall be treated as forming part of the property of the Company and be applied accordingly.
64. To do all or any of the above things either as principals, agents, brokers, trustees, contractors, or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
- IV. **The Liability of Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. *The Authorised Share Capital of the Company is Rs. 25 Crores divided into 2,00,00,000 Equity Shares of Rs.10/- each and 50,00,000 Redeemable Preference Shares of Rs.10/- each.

*Amended vide Special Resolution passed in the 18th Annual general meeting held on 26-02-2002

** Altered vide Special Resolution passed in the 33rd Annual General Meeting dated 20/09/2016

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:-

S.No.	Name, address, Description and signatures of subscribers	Signatures of Subscribers	Name, address , description and signature of witness
1	Vijay Bhushan S/o Bharat Bhushan 1/12, West Patel Nagar New Delhi - 110 008 (Business)	Sd/-	
2	Bharat Bhushan S/o Niranjan Prasad H-45, Connaught Place New Delhi (Business)	Sd/-	
3	Harish Chander Bhasin S/o Shri Raja Ram Bhasin C-2/7, Safdarjung Dev. Area New Delhi - 110 017 (Business)	Sd/-	I witness the signatures of all the subscribers Sd/-
4	Rakesh Mehrotra S/o Shri G K Mehrotra C-36, E Type, South Moti Bagh New Delhi - 21 (Service)	Sd/-	(PAWAN BHOLUSARIA) S/o Shri Dwarka Parshad Bholusaria 13/13, Shakti Nagar, Delhi 110 007 Chartered Accountant
5	Ajay Kumar S/o Jagnarain Prasad Agarwal 6/6277, Dev Nagar Karol Bagh, New Delhi - 110 005 (Service)	Sd/-	
6	Narain L Keswani S/o Shri L F Keswani B3/23, Azad Apartments Shri Aurobindo Marg New Delhi - 110 016 (Service)	Sd/-	
7	Radhey Lal Sharma S/o Shri Hari Raj Sharma 293, Bhagwati Haveli Khurja 203 131 (Service)	Sd/-	

PLACE: NEW DELHI

DATED: 12TH MARCH, 1982