



# 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<sup>st</sup>, 2016

Listing Centre

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

**Company Code: 508956**

**Sub: - Submission of Voting results-33<sup>rd</sup> AGM held on 20-09-2016**

Dear Sir/Madam,

This is to inform you that all the resolution placed at the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 20<sup>th</sup> September, 2016 has been passed by the members with the requisite majority.

Please find enclosed voting results as per format prescribed under Regulation 44(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 together with the Consolidated Report submitted by the Scrutinizer for votes casted through Remote e-voting and Poll conducted at the meeting.

The voting results are also available on the Company's website, [www.hbleasing.com](http://www.hbleasing.com)

You are requested to take the above information into record.

Thanking you,  
Yours faithfully,  
For **HB LEASING AND FINANCE COMPANY LIMITED**

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



Encl: as above

**HB Leasing and Finance Company Limited- Voting Results of 33<sup>rd</sup> AGM held on 20<sup>th</sup> September, 2016**

Date of the AGM/EGM	20 <sup>th</sup> September, 2016
Total number of shareholders on record date	35868
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	89
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	None
Public:	None

Agenda Item No. 1		Adoption of Audited Financial Statements for the Financial year ended 31st March, 2016 together with the Reports of the Directors and Auditor's 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 (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—in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- voting	3946877	3946327	99.99	3946327	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>3946877</b>	<b>3946327</b>	<b>99.99</b>	<b>3946327</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E- voting	2580	0	0.00	0	0	0.00	0.00
	Poll	2580	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>2580</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E- voting	7113274	464384	6.53	464384	0	100.00	0.00
	Poll	7113274	1784	0.03	1784	0	100.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>7113274</b>	<b>466168</b>	<b>6.56</b>	<b>466168</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>11062731</b>	<b>4412495</b>	<b>39.89</b>	<b>4412428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**HB Leasing and Finance Company Limited- Voting Results of 33<sup>rd</sup> AGM held on 20<sup>th</sup> September, 2016**

Agenda Item No. 2	Re-appointment of Mr. Lalit Bhasin, 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—in Against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- voting	3946877	3946327	99.99	3946327	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>3946877</b>	<b>3946327</b>	<b>99.99</b>	<b>3946327</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E- voting	2580	0	0.00	0	0	0.00	0.00
	Poll	2580	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>2580</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E- voting	7113274	464384	6.53	464384	0	100.00	0.00
	Poll	7113274	1717	0.02	1717	0	100.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	<b>Total</b>	<b>7113274</b>	<b>466101</b>	<b>6.55</b>	<b>466101</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>11062731</b>	<b>4412428</b>	<b>39.88</b>	<b>4412428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**HB Leasing and Finance Company Limited - Voting Results of 33<sup>rd</sup> AGM held on 20<sup>th</sup> September, 2016**

Agenda Item No. 3		Re-appointment of M/S P. Bholusaria & Co. Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.						
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—in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- voting	3946877	3946327	99.99	3946327	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	3946877	3946327	99.99	3946327	0	100.00	0.00
Public- Non Institutions	E- voting	2580	0	0.00	0	0	0.00	0.00
	Poll	2580	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	2580	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E- voting	7113274	464384	6.53	464384	0	100.00	0.00
	Poll	7113274	1784	0.03	1784	0	100.00	0.00
Public- Non Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	7113274	466168	6.56	466168	0	100.00	0.00
Total	Total	11062731	4412495	39.89	4412428	0	100.00	0.00



HB Leasing and Finance Company Limited- Voting Results of 33<sup>rd</sup> AGM held on 20<sup>th</sup> September, 2016

Agenda Item No. 4	Alteration of Memorandum of Association ( MOA) of the Company							
Resolution required: (Ordinary/ Special)	Special							
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—in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- voting	3946877	3946327	99.99	3946327	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>3946877</b>	<b>3946327</b>	<b>99.99</b>	<b>3946327</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E- voting	2580	0	0.00	0	0	0.00	0.00
	Poll	2580	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>2580</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E- voting	7113274	464384	6.53	464384	0	100.00	0.00
	Poll	7113274	1717	0.02	1717	0	100.00	0.00
Public- Non Institutions	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>7113274</b>	<b>466101</b>	<b>6.55</b>	<b>466101</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Total		11062731	4412428	39.88	4412428	0	100.00	0.00



**HB Leasing and Finance Company Limited- Voting Results of 33<sup>rd</sup> AGM held on 20<sup>th</sup> September, 2016**

Agenda Item No. 5		Passing of fresh resolution for borrowing monies under Section 180 (1) (c) of Companies Act, 2013						
Resolution required: (Ordinary/ Special)		Special						
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—in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- voting	3946877	3946327	99.99	3946327	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>3946877</b>	<b>3946327</b>	<b>99.99</b>	<b>3946327</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E- voting	2580	0	0.00	0	0	0.00	0.00
	Poll	2580	0	0.00	0	0	0.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>2580</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E- voting	7113274	464384	6.53	464384	0	100.00	0.00
	Poll	7113274	1717	0.02	1717	0	100.00	0.00
	Postal Ballot (if possible)	NA	-	-	-	-	-	-
	Total	<b>7113274</b>	<b>466101</b>	<b>6.55</b>	<b>466101</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Total	<b>11062731</b>	<b>4412428</b>	<b>39.88</b>	<b>4412428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Consolidated Scrutinizer's Report**

To,  
**The Chairman**  
**Annual General Meeting of the Equity Shareholders**  
**M/s 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 33<sup>rd</sup> Annual General Meeting of M/s HB Leasing And Finance Company Limited held on Tuesday, 20<sup>th</sup> September, 2016 at 03.00 P.M

I, Jyoti Sharma, Proprietor of M/s 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 & 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 Poll conducted through physical ballot forms in respect of the below mentioned resolutions at the Annual General Meeting (AGM) held on Tuesday, 20<sup>th</sup> September, 2016.

- 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 33<sup>rd</sup> 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. Tuesday, 13th September, 2016 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, 17<sup>th</sup> September, 2016 at 09.00 A.M. and ended on Monday, 19<sup>th</sup> September, 2016 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 Ms. Megha Kaushik and Ms. Anjali Singhal 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, 2016, including the Audited Balance Sheet as at 31st 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.

(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	17	4410711	100
Poll	45	1784	100
Total	62	4412495	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	0	0	0
Poll	0	0	0
Total	0	0	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	5	23



**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	17	4410711	100
Poll	44	1717	100
Total	61	4412428	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	0	0	0
Poll	0	0	0
Total	0	0	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	6	90



**ITEM NO. 3: Ordinary Resolution**

To re-appoint M/s. P. Bholusaria & Co., Chartered Accountants as the Statutory Auditors of the Company 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	17	4410711	100
Poll	45	1784	100
Total	62	4412495	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	0	0	0
Poll	0	0	0
Total	0	0	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	5	23



**ITEM NO. 4: Special Resolution**

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

(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	17	4410711	100
Poll	44	1717	100
Total	61	4412428	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	0	0	0
Poll	0	0	0
Total	0	0	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	6	90



**ITEM NO. 5: Special Resolution**

To Consider And Approve further Borrowing under Section 180(1)(c) of Companies Act, 2013 .

(iv) 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	17	4410711	100
Poll	44	1717	100
Total	61	4412428	100

(v) 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
Poll	0	0	0
Total	0	0	0

(vi) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	6	90



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

Thanking you,  
Yours faithfully,

For JVS & Associates



Jyoti Sharma  
(Scrutinizer)

Company Secretary  
Membership No. 8843  
C.P. No. 10196



Counter signed by



Anil Goyal  
(Managing Director)

Duly authorized by Chairman

Place: New Delhi  
Date: 21-09-2016

Witnesses:



1)  \_\_\_\_\_

Name: Megha Kaushik  
Address: Flat No. 59, Pocket IV  
DDA HIG Flats, Sector 12,  
Dwarka, New Delhi - 110075

2)  \_\_\_\_\_

Name: Anjali Singhal  
Address: 1001, Milan Apartments  
Sector - 39  
Gurgaon - 122001

Details of witnesses to the process of Polling conducted at the 33<sup>rd</sup> Annual General Meeting of HB Leasing And Finance Company Limited held on Tuesday, 20<sup>th</sup> September, 2016 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
Subhash Chander Garg H.No.939/21, Santambur Nagar Narela-42	IN300206 10534446	
Neelam H.No.163, HBE, Sector-23, Soupat-131001	IN300513 11318808	

For JVS & Associates



Jyoti Sharma  
(Scrutinizer)  
Company Secretary  
Membership No. 8843  
C.P. No. 10196

