



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/2017-18

August 26, 2017

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

Company Code: 50895

Subject: - Notice of 34th Annual General Meeting of the Company

Dear Sir / Madam,

This is to inform you that the 34th Annual General Meeting (AGM) of the Company will be held on **Friday, 29th September, 2017** at 3:00 P.M. at GIA House, I.D.C Mehrauli Road, Opposite Sector 14, Gurugram-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 Notice convening 34th Annual General Meeting of the Company.

The above information is also available on the website, 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 34TH 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 : Friday

Date : 29th September, 2017

Time : 3.00 P.M.

Place : GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram (Haryana) – 122 001.

To transact the following business(es):

AS ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, 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. Anil Goyal (DIN:00001938), who retires by rotation and being eligible, offers himself for re-appointment.
- To approve the appointment of Auditors and 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, 141, 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 G.C. Agarwal & Associates, Chartered Accountants, Delhi (FRN 017851N), be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years to hold office from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting at such remuneration to be fixed by the Board of Directors of the Company."

**By order of the Board
For HB LEASING AND FINANCE COMPANY LIMITED**

**Sd/-
SUKHMANI WALIA
(COMPANY SECRETARY)
MEMBERSHIP NO: ACS 41191**

Place : Gurugram
Date : 26th May, 2017

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.

- The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017, (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.
- Route map showing directions to reach the venue of the AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at 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 serving 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.

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.

- The Notice of AGM and the copies of audited financial statements and Annual report will also be available on the website www.hbleasing.com of the Company and on the website of www.bseindia.com.

As per Section 136(1) of the 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.

12. Voting through electronic means:

- 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").
- The Company has engaged the services of Karvy Computershare Pvt. Ltd. ("Karvy") to provide the facility of Remote e-voting.
- 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.
- 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. 22nd September, 2017** may cast their vote by remote e-voting / at the meeting.
- 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. 22nd September, 2017) may obtain the login Id and password by sending a request at 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.
- The Remote e-voting period commences on 26th September, 2017 (09.00 A.M) and ends on 28th September, 2017 (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.
- 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.
- Mr. Arun Kumar Gupta (Membership No. 21227; C.P. No. 8003), Company Secretary in Whole-time Practice has been appointed as the Scrutinizer, failing him, Mr. Kapoor Chand Garg, (Membership no. 7145, CP No. 7829), 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.
- 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.
- 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 and on Karvy's website, <https://evoting.karvy.com> immediately after the declaration of results.
- 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".
- (d) 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for HB Leasing and Finance Company Limited.
- (g) 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. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- (i) 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.
 - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (k) 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).
 - (l) 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: aruncs.gupta@gmail.com with a copy to Karvy at e-mail ID: 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.

- 13. 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.
- 14. 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.
- 15. 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)

Name of the Director	MR. ANIL GOYAL
DIN	00001938
Date of Birth	22 nd February, 1959
Date of Appointment	1 st January, 1992
Profile/ Expertise in Specific functional Areas.	A Fellow member of Institute of Chartered Accountants of India. Expertise in the field of Finance, Taxation, Investment banking, Corporate Restructuring and Strategic Planning. Has experience of Corporate & Legal matters including SEBI related laws.
Qualifications	B.com, FCA
List of directorships in other Listed entities. (As on 31st March 2017)	1. HB Stockholdings Limited 2. HB Estate Developers Limited 3. HB Portfolio Limited 4. RRB Securities Limited
Membership of Committee of the Board in other Listed entities. (As on 31st March 2017)	Audit Committee HB Stockholdings Limited Nomination & Remuneration Committee RRB Securities Limited Stakeholders Relationship Committee HB Portfolio Limited RRB Securities Limited HB Estate Developers Limited HB Stockholdings Limited CSR Committee HB Portfolio Limited HB Stockholdings Limited
Shares held by the Director	150
Whether related to any Board Members of the Company	No

By order of the Board
For HB LEASING AND FINANCE COMPANY LIMITED
Sd/
SUKHMANI WALIA
(COMPANY SECRETARY)
Membership No: ACS 41191

Place : Gurugram
Date : 26th May, 2017



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
 Registered Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram - 122 001 (Haryana)
 Name of the Member(s) :
 Registered 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
- 1) 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 **34th ANNUAL GENERAL MEETING** of the Company to be held on **Friday, 29th September, 2017** at 03:00 P.M. at GIA HOUSE, I.D.C. Mehrauli Road, Opp. Sector 14, Gurugram – 122001, Haryana and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of Audited Financial Statements for the financial year ended 31st March, 2017 together with the reports of the Directors' and Auditors' thereon.
2. Re-appointment of Mr. Anil Goyal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment of Auditors and fix their remuneration.

Signed this _____ day of _____, 2017

Signature of the Shareholder _____ Signature of Proxyholder(s) _____

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

34TH ANNUAL GENERAL MEETING

Date : 29th day of September, 2017
 Time : 03.00 P.M.
 Place : GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurugram - 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 34th Annual General Meeting held on Friday, 29th day of September, 2017 at 3.00 P.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurugram - 122 001, Haryana

Folio No. / DP-ID :

Client-ID :

No. of Shares :

Signature(s).....

Members may please note that the GIA House 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

