



# HB LEASING AND FINANCE CO. LTD.

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)  
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbleasing.com  
Website : www.hbleasing.com, CIN : L65910HR1982PLC034071

14<sup>th</sup> March, 2024

Listing Centre

The Listing Department  
BSE Limited,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

Company Code: 508956

**Sub: - Disclosure of Voting Result - Postal Ballot Notice Dated 08<sup>th</sup> February, 2024**

Dear Sir / Madam,

In furtherance to our letter dated 12<sup>th</sup> February, 2024 regarding Notice of Postal Ballot dated 08<sup>th</sup> February, 2024 ("Notice") issued to the members of the Company and pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 and rules made there under and in compliance with the applicable circulars, voting through postal ballot by means of Remote e-voting was conducted as per Notice sent to the shareholders of the Company.

The Board of Directors had appointed Mr. Dikshant Malhotra, Company Secretary in Practice, C/o Dikshant Malhotra & Associates as the Scrutinizer for the remote e-voting process.

The Resolutions set out in Notice has been duly passed by the Members of the Company with requisite majority. The Resolutions are deemed to be passed on Thursday, 14<sup>th</sup> March, 2024 (the last date for e-Voting).

We enclose the following documents:

1. Details of the voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure - I'.
2. Scrutinizer's Report pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as 'Annexure - II'.

The Voting Results along with Scrutinizer's Report are also available on the Company's website, [www.hbleasing.com](http://www.hbleasing.com) and on the website of National Securities Depository Limited (NSDL), [www.evoting.nSDL.com](http://www.evoting.nSDL.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
For HB LEASING AND FINANCE COMPANY LIMITED

  
**SONALI SHARMA**  
(Company Secretary & Compliance Officer)

Encl: As Above



## Details of Voting Result of Postal Ballot by way of Remote E-Voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	HB Leasing & Finance Company Limited
Date of the Postal Ballot	14 <sup>th</sup> March, 2024
Voting Start Date	14 <sup>th</sup> February, 2024 (09:00 AM)
Voting End Date	14 <sup>th</sup> March, 2024 (05:00 PM)
Total number of Shareholders as on record date (i.e. 09 <sup>th</sup> February, 2024):	36,275
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters & Promoter Group:	NA
- Public:	NA
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):	
- Promoters & Promoter Group:	NA
- Public:	NA

Resolution 1					TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ANIL GOYAL (DIN:00001938) AS MANAGING DIRECTOR OF THE COMPANY			
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 $3 = \frac{(2)}{(1)} * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	Remote E-Voting	4218663	4218663	100.00	4218663	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4218663</b>	<b>4218663</b>	<b>100.00</b>	<b>4218663</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	Remote E-Voting	2180	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2180</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	Remote E-Voting	6841888	499799	7.31	499794	5	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6841888</b>	<b>499799</b>	<b>7.31</b>	<b>499794</b>	<b>5</b>	<b>100</b>
<b>Total</b>		<b>11062731</b>	<b>4718462</b>	<b>42.65</b>	<b>4718457</b>	<b>5</b>	<b>100</b>	<b>0.00</b>



Resolution 2					TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VINAY SHUKLA (DIN: 00401966) AS AN INDEPENDENT DIRECTOR 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 $3 = \frac{(2)}{(1)} * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	Remote E-Voting	4218663	4218663	100.00	4218663	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4218663</b>	<b>4218663</b>	<b>100.00</b>	<b>4218663</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	Remote E-Voting	2180	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2180</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	Remote E-Voting	6841888	499749	7.30	499194	555	99.89	0.11
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6841888</b>	<b>499749</b>	<b>7.30</b>	<b>499194</b>	<b>555</b>	<b>99.89</b>
<b>Total</b>		<b>11062731</b>	<b>4718412</b>	<b>42.65</b>	<b>4717857</b>	<b>555</b>	<b>99.99</b>	<b>0.01</b>

Resolution 3					TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MRS. SAPNA KHANDELWAL (DIN: 07241162) AS AN INDEPENDENT DIRECTOR 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 $3 = \frac{(2)}{(1)} * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $7 = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	Remote E-Voting	4218663	4218663	100.00	4218663	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4218663</b>	<b>4218663</b>	<b>100.00</b>	<b>4218663</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	Remote E-Voting	2180	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2180</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	Remote E-Voting	6841888	499749	7.30	499594	155	99.97	0.03
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6841888</b>	<b>499749</b>	<b>7.30</b>	<b>499594</b>	<b>155</b>	<b>99.97</b>
<b>Total</b>		<b>11062731</b>	<b>4718412</b>	<b>42.65</b>	<b>4718257</b>	<b>155</b>	<b>100</b>	<b>0.00</b>





# DIKSHANT MALHOTRA & ASSOCIATES

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

*[Pursuant to Section 108 and 110 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (as amended); Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Circulars issued by "MCA" and "SEBI"]*

To

**THE CHAIRMAN**

**HB LEASING & FINANCE COMPANY LIMITED**

(CIN: L65910HR1982PLC034071)

Plot No. 31, Echelon Institutional Area,

Sector -32, Gurugram-122001, Haryana

### SUBJECT: SCRUTINIZER'S REPORT ON POSTAL BALLOT.

I, Dikshant Malhotra, Company Secretary in Practice, C/o M/s Dikshant Malhotra & Associates, having office at Unit No. 7C, Tower-B4, Spaze I Tech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018, have been appointed as Scrutinizer by the Board of Directors of **HB Leasing & Finance Company Limited** ("the Company") for the purpose of scrutinizing postal ballot voting conducted by way of remote e-voting process only ("**e-voting**") in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the postal ballot notice dated February 08, 2024 ("**Notice**") issued in accordance with General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

#### **1. Dispatch of Notice for Postal Ballot**

The Company has dispatched the Postal Ballot Notice on **Monday, February 12, 2024** by E-mail to all those Members whose e-mail addresses were registered with the Company or depository/depository participant.

#### **2. Cut-off date**

The Company had fixed **Friday, February 09, 2024** as the cut off for reckoning the members, to exercise their right to vote electronically.



**Registered Office: Unit No. 7C, Tower B4, Spaze I-Tech Park, Sohna Road, Sector 49, Gurugram – 122018**

**Email: csdikshant@dmassociates.in Website: www.dmassociates.in**

### **3. Remote e-voting process**

#### **3.1 Agency**

The Company appointed NSDL, as the agency providing the platform to the members to exercise their votes electronically through the e-voting service facility. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

#### **3.2 Remote E-voting period**

Remote E-voting period remained open from on **Wednesday, February 14, 2024 (09:00 AM)** to **Thursday, March 14, 2024 (05:00 PM)**

#### **3.3 Newspaper advertisement**

The Company has published as per Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations, 2015, the details pertaining to this Postal Ballot in one English language newspaper circulating throughout India (in English language) and one vernacular newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Hindi language).

### **4. Counting Process**

On completion of E-voting, I unblocked the results of the remote e-voting, on the NSDL e-voting platform in the presence of two witnesses, who are not in the employment of the Company and downloaded the results for scrutiny.

### **5. Results**

Consolidated Results with respect to each item on the agenda as set out in the Notice of Postal Ballot dated February 08 2024, are enclosed herewith.

Based on the aforesaid results, I report that all the resolutions as set out in the Notice of the Postal Ballot dated February 08 2024, have been duly passed with the requisite majority.



**ITEM NO. 1- ORDINARY RESOLUTION**

**TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ANIL GOYAL (DIN:00001938) AS MANAGING DIRECTOR 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
Postal Ballot (Remote E-voting)	134	4718457	100
<b>Total</b>	<b>134</b>	<b>4718457</b>	<b>100</b>

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	3	5	0
<b>Total</b>	<b>3</b>	<b>5</b>	<b>0</b>

(iii) ~~Invalid Votes/ Abstain from Voting/Less voted/Not Voted:~~

Particulars	Number of members	Number of Votes
Postal Ballot (Remote E-voting)	1	150
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the Postal Ballot has been passed with requisite majority.



**ITEM NO. 2- SPECIAL RESOLUTION**

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VINAY SHUKLA (DIN: 00401966) AS AN INDEPENDENT DIRECTOR 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
Postal Ballot (Remote E-voting)	132	4717857	99.99
<b>Total</b>	<b>132</b>	<b>4717857</b>	<b>99.99</b>

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	5	555	0.01
<b>Total</b>	<b>5</b>	<b>555</b>	<b>0.01</b>

(iii) **Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

Particulars	Number of members	Number of Votes
Postal Ballot (Remote E-voting)	1	200
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Special Resolution as contained in **Item No. 2** of the Notice of the Postal Ballot has been passed with requisite majority.



### ITEM NO. 3- SPECIAL RESOLUTION

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MRS. SAPNA KHANDELWAL (DIN:07241162) AS AN INDEPENDENT DIRECTOR 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
Postal Ballot (Remote E-voting)	133	4718257	100
<b>Total</b>	<b>133</b>	<b>4718257</b>	<b>100</b>

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	4	155	0
<b>Total</b>	<b>4</b>	<b>155</b>	<b>0</b>

(iii) ~~Invalid Votes/ Abstain from Voting/Less voted/Not Voted:~~

Particulars	Number of members	Number of Votes
Postal Ballot (Remote E-voting)	1	200
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Special Resolution as contained in **Item No. 3** of the Notice of the Postal Ballot has been passed with requisite majority.






6. The electronic data and all other relevant records relating to Remote e-voting will remain in my safe custody until the Chairman considers, approves and sign minutes of the postal ballot of the Company and the same shall be handed over thereafter to the Company Secretary for safe keeping.
7. The results of the Voting shall be declared by the Chairman, or any other person authorized by Board.

Thanking You,  
Yours faithfully,

For Dikshant Malhotra & Associates  
Company Secretaries


  
Dikshant Malhotra  
Practicing Company Secretary  
M. No. F11008  
COP No. 14622  
UDIN: FO11008E003585106  
Date: 14/03/2024  
Place: GURUGRAM

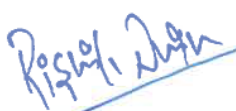
Countersigned by:  
For HB Leasing & Finance Company Limited

  
Anil Goyal  
(Managing Director/Person duly authorized by  
the Chairman)

Date: 14/03/2024  
Place: GURUGRAM

Witnesses:

  
1)  
Name: Ritika Dudgea  
Address: Unit no. 7C, Tower B4,  
Sector -49, SPAZE I-TECH  
Park, Sohna Road,  
GURUGRAM

  
2)  
Name: Rishika Dhir  
Address: Unit no. 7C, Tower - B4,  
SPAZE I-TECH Park, Sector-49,  
Sohna Road, GURUGRAM.