



HB LEASING AND FINANCE COMPANY LIMITED

Regd. Off: Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram – 122 001 (Haryana)

Tel: 0124-4675500, Fax: 0124-4370985

Email: corporate@hbleasing.com, Website: www.hbleasing.com

CIN: L67910HR1982PLC034071

NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given 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 (the “**Act**”) including 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, that the resolution(s) appended below are proposed to be passed by the members of **HB Leasing and Finance Company Limited** (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Further, the Company will send Postal Ballot Notice only by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

Pursuant to Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has engaged National Securities Depository Limited (‘**NSDL**’) to provide e-voting facility to its Members. The e-voting facility is available at the link www.evoting.nsdl.com from **Wednesday, 14th February, 2024 (09:00 AM)** up to **Thursday, 14th March, 2024 (05:00 PM)**

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board has appointed Mr. Dikshant Malhotra, Company Secretary in Whole-time Practice (Membership No.: F11008, C.P. No.: 14622) failing him Ms. Divya Malhotra, Company Secretary in Whole-time Practice (Membership No.: A54069, C.P. No.: 26659 as the Scrutinizer (s) for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within two days from the end of E-voting upon receipt of report of the Scrutinizer and communicated to BSE Limited & NSDL and shall also be displayed on the Company’s website at www.hbleasing.com

In the event, the proposed resolution(s), as set out herein below, are assented by Members by means of remote e-voting, shall be deemed to be passed on the last day of e-voting as if the same would have been passed at a General Meeting of the Members convened in that behalf.

An Explanatory Statement(s) pursuant to Section 102, 110 and other applicable provisions, pertaining to the said resolution(s) setting out the material facts and the reasons thereof is annexed to this notice ("Postal Ballot Notice") for your consideration.

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ANIL GOYAL (DIN:00001938) AS MANAGING DIRECTOR OF THE COMPANY.

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 Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Anil Goyal (DIN: 00001938) as the Managing Director being the Key Managerial Personnel (KMP) of the Company, for a further period of five (5) years with effect from 17th May, 2024 to 16th May, 2029 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT no remuneration shall be payable to Mr. Anil Goyal so long as he opts to draw his remuneration from HB Portfolio Limited where he also holds the office of Managing Director

RESOLVED FURTHER THAT Mr. Anil Goyal, Managing Director shall be liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VINAY SHUKLA (DIN: 00401966) AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 "(the Act)"and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Vinay Shukla (DIN: 00401966), who was appointed as

an Additional Director in the capacity of Non-Executive Independent Director of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company with effect from 22nd December 2023 by the Board of Directors on the recommendation of Nomination and Remuneration Committee, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 22nd December 2023 to 21st December, 2028 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

ITEM NO. 3

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MRS. SAPNA KHANDLWAL (DIN: 07241162) AS AN INDEPENDENT DIRECTOR 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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mrs. Sapna Khandelwal (DIN: 07241162) as the Independent Director of the Company, for a further period of five (5) years with effect from 30th May, 2024 to 29th May, 2029 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution.”

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN: L65910HR1982PLC034071
Phone: 0124-4675500

Website: www.hbleasing.com

Place: Gurugram, Haryana

Date: 08th February, 2024

By Order of the Board of Directors

For HB Leasing and Finance Company Limited

Sd/

Sonali Sharma

Company Secretary

Membership No: A-59728

Notes:

1. The Explanatory Statement (s) pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with rules made thereunder, stating all material facts and reasons thereof for the proposal are annexed hereto and forms part of this postal ballot notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all members whose email addresses are registered with Company's Registrar and Share Transfer Agent /Depository Participant(s) as on Friday, 09th February, 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company i.e. www.hbleasing.com, the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com>.
4. Voting rights of each Member shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date i.e **Friday, 09th February, 2024** and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same for informational purpose only.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and relevant General Circular(s) issued by Ministry of Corporate Affairs, Government of India, the Company is pleased to offer e-voting facility to its Members holding equity shares as on **Friday, 09th February, 2024** being the cut-off date, to exercise their right to vote electronically on the above resolution(s).
6. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically through the e-voting service facility arranged by National Securities Depository Limited (hereinafter referred to as "NSDL"). The instructions for electronic voting are annexed to this Postal Ballot Notice. 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.
7. Once the vote on a resolution is cast by the members, the shareholder shall not be allowed to change it subsequently or cast the vote again.
8. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, 09th February, 2024
Commencement of voting	Wednesday, 14th February, 2024 09:00 AM
End of voting	Thursday, 14th March, 2024 05:00 PM

The e-Voting module will be disabled by the Service provider i.e. NSDL after **Thursday, 14th March, 2024 (05:00 PM)**.

9. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Thursday, 14th March, 2024** as if the same had been passed at a General Meeting of the Members convened in that behalf.

10. The assent or dissent received from the Members after the last date and time of e-voting on **Thursday, 14th March, 2024 (05:00 PM)** shall be treated as if reply from the Member has not been received.
11. All the relevant documents will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the last date for receipt of votes by postal Ballot/e-voting.
12. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - A. For Members holding shares in physical form - please send scan copy of a signed request letter mentioning your name, folio number, complete address, email address to be registered along with scanned share certificate (front and back), self- attested scanned copy of the PAN and self attested scanned copy of address proof, by email to the Company's email address at: **investor.services@rcmcdelhi.com**
 - B. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
13. As required by 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 will be published in at least 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).
14. Members can also contact Ms. Sonali Sharma, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - HB House, Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram, Haryana-122001, Email id: **corporate@hbleasing.com**, Phone number +91 0124-4370951.
15. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.
16. Dispatch of the Notice shall be deemed to be completed on the day on which Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.

17. VOTING THROUGH ELECTRONIC MEANS/INSTRUCTIONS FOR E-VOTING

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s), is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="711 594 1416 1035">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="711 1045 1416 1192">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="711 1203 1416 1686">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="711 1696 1416 1787">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdikshant@dmassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporate@hbleasing.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporate@hbleasing.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN: L65910HR1982PLC034071
Phone: 0124-4675500
Website: www.hbleasing.com

Place: Gurugram, Haryana

Date: 08th February, 2024

**By Order of the Board of Directors
For HB Leasing and Finance Company Limited**

Sd/

Sonali Sharma

Company Secretary

Membership No: A-59728

Explanatory Statement
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Mr. Anil Goyal is a Merit holder and Fellow Member of the Institute of Chartered Accountants of India (ICAI). He has expertise of over four decades in the field of finance, taxation, investment, banking, corporate restructuring and strategic planning. He has been serving the Company/group companies for the last 32 years.

Mr. Anil Goyal was re-appointed as Managing Director of the Company for a period of 5 (five) years with effect from 17th May, 2019 to 16th May, 2024.

Pursuant to the provisions of Section 196, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination & Remuneration Committee, in their meeting held on 08th February, 2024 has considered and approved re-appointment of Mr. Anil Goyal, Managing Director being the Key Managerial Personnel (KMP) of the Company for further period of 5 (five) years with effect from 17th May, 2024 to 16th May, 2029 subject to the approval of the Shareholders, on the terms and conditions as detailed herein below:

- **Remuneration:** No remuneration shall be drawn by him from HB Leasing and Finance Company Limited so long as he opts to draw his remuneration from HB Portfolio Limited where he also holds the office of Managing Director. However in the event of his relinquishing the office of Managing Director and/or ceasing to draw remuneration from HB Portfolio Limited, the Board of Directors shall determine the remuneration including the minimum remuneration in the event of absence or inadequacy of profits, payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- **Termination of Contract:** The appointment can be terminated by either side on a three month notice or salary in lieu thereof in case any remuneration is paid to the Managing Director as on that date.
- **Sitting Fees:** No sitting fees shall be payable to him for attending the meeting of the Board of Directors / Committees thereof.
- **Reimbursement of expenses:** The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.
- **Retire by Rotation:** The Managing Director shall be liable to retire by rotation.
- The above terms and conditions of appointment may be altered or varied by the Board of Directors at its discretion and as may be deemed fit from time to time subject to the provisions of Schedule V of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item no. 1 of the notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Goyal is concerned or interested, financially or otherwise, in the said resolution.

Item No. 2

Mr. Vinay Shukla (DIN: 00401966) was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director on the recommendation of the Nomination and remuneration Committee with effect from 22nd December, 2023 under Section 161 of the Act and the Articles of Association of the Company who holds office upto the date of the ensuing Annual General Meeting of the Company.

Mr. Vinay Shukla, is a Fellow member of the Institute of Company Secretaries of India, qualified law graduate and graduate in commerce. he is currently working as an Advocate and Principal Consultant at Whitespan Advisory, a full-service law firm having pan India offices at Gurugram, Mumbai, Bengaluru, Kolkata, and Kanpur.

He is an astute professional with excellent presentation, interpersonal & communications skills. He brings with him significant, diversified and multi-industry experience of more than 32 years in the domain of legal, project management, finance, secretarial, compliance, corporate governance, and commercial functions including litigation management, conflict management, mediation, arbitration and conciliation, land acquisition, EPC, BOT, O&M contracts, Transaction advisory, corporate restructuring, for various Corporates, Institutions, etc. in India and abroad.

In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Vinay Shukla has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for as an Independent Director.

In the opinion of the Board, Mr. Vinay Shukla fulfill the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. He is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

The terms and conditions of appointment of Mr. Vinay Shukla is open for inspection at the registered office of the company by any member during normal business hours and is also posted on the company's website. Further, Brief Profile and other disclosures, as required under Regulation 36 of the SEBI LODR Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The Board recommends to the Shareholders, appointment of Mr. Vinay Shukla as Non-Executive Independent Director of the Company for a term of five (5) consecutive years from 22nd December, 2023 to 21st December, 2028 considering his knowledge, background and extensive experience in the secretarial & legal field. The appointment of Mr. Vinay Shukla will be an invaluable input to the Company's strategic direction and decision making. The Board recommends the Resolution at Item No. 2 of the Notice for the approval of the Members.

Except Mr. Vinay Shukla and / or their relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 3

Mrs. Sapna Khandelwal (DIN: 07241162) was appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years by the Shareholders in their Annual General Meeting held in the year 2019 pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder ('the Act') read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In terms of the said provisions, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on 08th February, 2024 considered and recommended the re-appointment of Mrs. Sapna Khandelwal (DIN: 07241162) as Non-Executive Independent Director of the Company for second term of five consecutive years with effect from 30th May, 2024 to 29th May, 2029, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Company has received a declaration to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and she is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

In the opinion of the Board, Mrs. Sapna Khandelwal fulfil the conditions specified in the Act and the criteria of Independent Director in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. She is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

The terms and conditions of appointment of Mrs. Sapna Khandelwal is open for inspection at the registered office of the company by any member during normal business hours and is also posted on the company's website. Further, Brief Profile and other disclosures, as required under Regulation 36 of the SEBI LODR Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board recommends to the Shareholders that the association of Mrs. Sapna Khandelwal would be beneficial to the Company based on her performance evaluation, knowledge, background, extensive experience and contributions made by her during her tenure, it is desirable to re-appoint her as Non-Executive Independent Director of the Company for second term of five consecutive years. The Board recommends the Special Resolution at Item No. 3 of the Notice for the approval of the Members.

Except Mrs. Sapna Khandelwal and / or their relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

ANNEXURE-A

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided herein below.

Name of the Director	(1) MR. ANIL GOYAL	(2) MR. VINAY SHUKLA	(3) MRS. SAPNA KHANDELWAL
DIN	00001938	00401966	07241162
Date of Birth	22 nd February, 1959	20 th January, 1969	21 st September, 1981
Date of First Appointment on the Board	01 st January, 1992	22 nd December, 2023	30 th May, 2019
Profile / Expertise in Specific functional Areas	Mr. Anil Goyal, aged about 64 years is a fellow member of the Institute of Chartered Accountants of India. He brings with him more than four decades of expertise in the fields of finance, taxation, investment banking, corporate restructuring and strategic planning.	Mr. Vinay Shukla, is a Fellow member of the Institute of Company Secretaries of India, qualified law and commerce graduate. He is currently working as an Advocate and Principal Consultant at Whitespan Advisory, a full-service law firm having pan India offices at Gurugram, Mumbai, Bengaluru, Kolkata, and Kanpur. He is an astute professional with excellent presentation, interpersonal & communications skills. He brings with him significant, diversified and multi-industry experience of more than 32 years in the domain of legal, project management, finance, secretarial, compliance, corporate governance, and commercial functions including litigation management, conflict management, mediation, arbitration and conciliation, land acquisition, EPC, BOT, O&M contracts, Transaction advisory, corporate restructuring, for various Corporates, Institutions, etc. in India and abroad.	Mrs. Sapna Khandelwal is a Fellow member of the Institute of Company Secretaries of India, qualified law graduate and post graduate in commerce. She is an astute professional with excellent presentation, interpersonal & communications skills. she brings with her significant, diversified and multi industry experience of more than 17 years in secretarial and legal field.
Qualifications	B.Com and Fellow member of ICAI (FCA)	B.Com, CS, L.L.B	B.Com, CS, L.L.B
List of Directorships in other Companies.	Listed Companies: 1. HB Estate Developers Ltd. 2. HB Portfolio Ltd. 3. HB Stockholdings Ltd. Other Companies: 4. HB Securities Ltd. 5. RRB Securities Ltd. 6. Mount Finance Ltd. 7. HB Corporate Services Ltd.	Other Companies: 1. Polka Dots Private Limited 2. Whitespan Business Solutions Private Limited	N.A.

	8. Bhasin Investments Ltd. 9. RRB House Finance Pvt. Ltd. 10. HB Financial Consultants Pvt. Ltd. 11. Taurus Asset Management Company Limited – <i>Appointed w.e.f. 01st April, 2023</i>		
Membership of Committee of the Board in other Companies.	Audit Committee HB Stockholdings Ltd. (Member) HB Estate Developers Ltd. (Member) Taurus Asset Management Company Limited (Member) Stakeholders Relationship Committee HB Stockholdings Ltd. (Member) HB Portfolio Ltd. (Member) HB Estate Developers Ltd. (Chairman) Nomination and Remuneration Committee HB Estate Developers Ltd. (Member) Securities Committee HB Estate Developers Ltd. (Member) Risk Management Committee HB Stockholdings Ltd. (Member) RRB Securities Ltd. (Member)	N.A.	N.A.
Listed entities from which the Director has resigned from Directorship in last three (3) years:	NIL	NIL	NIL
Shareholding in the Company	150	NIL	NIL
No. of Board Meetings attended/entitled to attend during the year	4/4	1/1	4/4
Whether related to any Board Members or KMP of the Company	No	No	No

Registered Office:

Plot No. 31, Echelon Institutional Area
Sector-32, Gurugram, Haryana-122001
CIN: L65910HR1982PLC034071
Phone: 0124-4675500

Website: www.hbleasing.com

Place: Gurugram, Haryana

Date: 08th February, 2024

**By Order of the Board of Directors
For HB Leasing and Finance Company Limited**

Sd/

**Sonali Sharma
Company Secretary
Membership No: A-59728**