

Arun Gupta & Associates

Company Secretaries

**Secretarial Compliance Report
of HB Leasing and Finance Company Limited
for the financial year ended on 31st March, 2021 under Regulation 24A of
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To
The Board of Directors,
HB Leasing and Finance Company Limited
Plot No. 31, Echelon Institutional Area,
Sector-32, Gurugram-122001 (Haryana)

We have examined:

- (a) all the documents and records made available to us and explanation provided by HB Leasing and Finance Company Limited (CIN:L65910HR1982PLC034071) ("the listed entity"),
 - (b) the filings/ submissions made by the listed entity to the stock exchange,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification and considering the relaxations granted by the Securities and Exchange Board of India due to spread of the COVID-19 pandemic,
- for the year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, as amended from time to time whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the review period.)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the review period.)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the listed entity during the review period.)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the review period.)

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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the review period))
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations including the circulars/guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of the SEBI (LODR) Regulations, 2015 requires appointing a qualified company secretary as the compliance officer.	Appointment of a qualified company secretary as the compliance officer	The company had not complied with the said regulation for a period of 32 days with effect from 07 th June, 2020 to 08 th July, 2020.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity / ~~its promoters / directors / material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any
1.	BSE	Non – compliance with requirement of Regulation 6(1) of the SEBI (LODR) Regulations, 2015 with regard to appointment of a qualified company secretary as the compliance officer.	BSE has levied a fine of Rs. 37,760/- (incl. of GST) for the said non – compliance.	The Company has since complied with the requirement by appointing Ms. Sonali Sharma as Company Secretary & compliance Officer w.e.f 09th July, 2020 and paid fine levied by BSE on 27th November, 2020.

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- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

Place: New Delhi
Date: 21/06/2021



For Arun Gupta & Associates
Company Secretaries



Arun Kumar Gupta
Company Secretary
ACS No.: 21227
C P No.: 8003
ICSI Unique Code: I2008DE626100
UDIN: A021227C000483911