



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: L65910HR1982PLC034071

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, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024, 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 appended below is 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.nsd.com from **Wednesday, 15th January, 2025 (09:00 AM)** up to **Thursday, 13th February, 2025 (05:00 PM)**

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board has appointed Ms. Jyoti Sharma, Company Secretary in Whole-time Practice (Membership No.: F8843, C.P. No.: 10196) failing her Ms. Varuna Mittal, Company Secretary in Whole-time Practice (Membership No.: A57727, C.P. No.: 23575) 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 her 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, as set out herein below, is 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 pursuant to Section 102 and other applicable provisions, pertaining to the said resolution 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 resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. TO ISSUE 1800000 EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PROMOTER AND NON-PROMOTER GROUP 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(s) 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the **"Act"**) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (**"SEBI ICDR Regulations"**), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be modified or re-enacted from time to time (**"SEBI Listing Regulations"**), and subject to any other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued thereunder from time to time by the, the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), the Ministry of Corporate Affairs (**"MCA"**), concerned Stock Exchange and/or any other statutory or regulatory authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the GOI, RBI, SEBI, MCA, Stock Exchange(s), etc.), and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 1800000 (Eighteen Lakhs) Equity Shares of face value of ₹ 10.00 each of the Company (**"Equity Shares"**) at an issue price of ₹18 (including premium of ₹ 8) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration upto ₹ 3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs Only) to the following persons (**"Proposed Allottees"**) belonging to Promoter & Non-Promoter group of the Company on a preferential basis (**"Preferential Issue"**), in such manner and on such terms and conditions as are stipulated in the statement pursuant to Section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee(s)	Category (Promoter/ Non-Promoter)	Number of Shares to be allotted	Total Consideration (In ₹)
1.	HB Stockholding Limited	Promoter	640000	1,15,20,000
2.	RRB Securities Limited	Promoter	520000	93,60,000
3.	Avonmore Capital & Management Services Limited	Non-Promoter	640000	1,15,20,000
Total			1800000	3,24,00,000

RESOLVED FURTHER THAT the minimum price of the Equity Shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) The 90 trading Days' volume weighted average price of the Company's Equity Shares quoted on BSE Limited, being the Stock Exchange in which the shares of the Company are listed preceding the "Relevant Date"; or
- (b) The 10 trading Days' volume weighted average prices of the Company's Equity Shares quoted on BSE Limited, being the Stock Exchange in which the shares of the Company are listed preceding the "Relevant Date";

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares is 14th January, 2025, being the date 30 days prior to the date of passing of the Special Resolution by Members.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and as per the provisions of the Memorandum and Articles of Association of the Company.
- b) The Investors shall be required to pay the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received.
- c) The full consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- d) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s).
- f) The Equity Shares to be allotted shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s).

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and the Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares

and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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: 14th January, 2025

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. An Explanatory Statement 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 is 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, 10th January, 2025** 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, 10th January, 2025** 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, 10th January, 2025** 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, 10th January, 2025
Commencement of voting	Wednesday, 15th January, 2025 09:00 AM
End of voting	Thursday, 13th February, 2025 05:00 PM

The e-Voting module will be disabled by the Service provider i.e. NSDL after **Thursday, 13th February, 2025 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, 13th February, 2025** 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, 13th February, 2025 (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 0124-4675500.
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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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

	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user 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 is also links provided to access the system of all e-Voting Service Providers,

	<p>so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
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.

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.nsd.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.nsd.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 legal2015js@gmail.com 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 resolution set out in this notice:

1. Members holding shares in physical form who have not registered their e-mail ID are requested to send scanned copy of duly signed request letter to Company’s Registrar and Share Transfer Agent (RTA), RCMC Share Registry Private Limited through an e-mail at investor.hb@rcmcdelhi.com mentioning Folio No., Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and address proof of the Member for the purpose of obtaining the login credentials for e-voting. Please note that the registration of e-mail ID based on the scanned documents is only for the purpose of this Postal Ballot Notice. The Members will be required to send hard copy of the aforesaid documents to RTA for necessary updation in the master records of the Company.
2. Members holding shares in demat form can update their e-mail ID address and Bank Account Details with their Depository Participants.
3. 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: 14th January, 2025

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

The Board of Directors of the Company (the "Board"), in its Meeting held on 14th January, 2025 discussed that the Company needs additional funds to facilitate the Company's business expansion, meet working capital needs, fulfil other general corporate purposes and ensure compliance with the regulatory requirements to achieve a minimum Net owned Fund (NOF) of ₹ 5 crores (Rupees Five Crores Only) by March 31, 2025 as per RBI Master Direction (RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24) on Non-Banking Financial Company (Scale Based Regulation) Directions, 2023 dated October 19, 2023

The Board has identified a highly cost-effective and time-efficient method for raising additional capital. Accordingly, the Board has approved the proposal for raising of funds up to ₹3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs Only) by issue of the Equity Shares on preferential basis at an issue price determined in accordance with the SEBI ICDR Regulations and applicable laws.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the respective Equity Shares to be issued pursuant to the Preferential Issue

In accordance with Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board at its meeting held on 14th January, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance & allotment of 1800000 (Eighteen Lakhs) Equity Shares of face value of ₹ 10.00 each of the Company ("**Equity Shares**") at an issue price of ₹18 (including premium of ₹ 8) per equity share aggregating upto ₹ 3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs Only) ("**Total Issue Size**") to persons/ entity enlisted below ("**Proposed Allottees**") belonging to Promoter & Non-Promoter group of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable in cash and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of the Shares Allottee(s)	Category (Promoter/ Non-Promoter)	Number of Shares to be allotted	Total Consideration (In ₹)
1.	HB Stockholding Limited	Promoter	640000	1,15,20,000
2.	RRB Securities Limited	Promoter	520000	93,60,000
3.	Avonmore Capital & Management Services Limited	Non-Promoter	640000	1,15,20,000
Total			1800000	3,24,00,000

2. Kind of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:

The Company proposes to offer, issue and allot up to 1800000 (Eighteen Lakhs) Equity Shares having face value of Rs. 10/- each at an issue price of ₹ 18/-including Premium of ₹ 8/- each, aggregating upto ₹ 3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs Only) (“**Total Issue Size**”) by way of a Preferential issue in accordance with the provisions of the SEBI ICDR Regulations and applicable laws.

3. The Purpose/Object of the Preferential Issue:

The Board of Directors of the Company (the “Board”), in its Meeting held on 14th January, 2025 discussed that the Company needs additional funds to facilitate the Company's business expansion, meet working capital needs, fulfil other general corporate purposes and ensure compliance with the regulatory requirements to achieve a minimum Net owned Fund (NOF) of ₹ 5 crores (Rupees Five Crores Only) by March 31, 2025 as per RBI Master Direction (RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24) on Non-Banking Financial Company (Scale Based Regulation) Directions, 2023 dated October 19, 2023

The Board has identified a highly cost-effective and time-efficient method for raising additional capital. Accordingly, the Board has approved the proposal for raising of funds up to ₹3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs Only) by issue of the Equity Shares on preferential basis at an issue price determined in accordance with the SEBI ICDR Regulations and applicable laws.

4. Monitoring of Utilization of Funds:

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size of the total cash consideration pursuant to this Notice is less than Rs. 100 crores.

5. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue:

The Equity shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded in terms of the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the equity shares of the Company, being listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Equity Shares shall be issued at not less than higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: i.e. ₹ 17.42/- per Equity Shares;
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: i.e. ₹ 17.98/- per Equity Shares.

Further, the Articles of Association of the Company does not contain any restrictive provision for preferential allotment and does not contain any Article which provides for particular method for determination of price in case of preferential issue.

[In terms of the applicable provisions of the SEBI ICDR Regulations, the price per Equity Share to be issued pursuant to the Preferential Issue is fixed at ₹ 18/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.]

6. Relevant Date with reference to which the price has been arrived to:

The "Relevant Date" in terms of Regulation 161(a) of the SEBI ICDR Regulations read with the explanation given thereunder, for determination of minimum price is 14th January, 2025, being a date, which is 30 (Thirty) days prior to the last date specified by the Company for receipt of duly completed postal ballot e-voting i.e. Thursday, 13th February, 2025 which is deemed to be the date of passing of resolution by requisite majority in terms of Section 110 of the Act read with the relevant Rules made there under.

7. Material Terms of raising such securities:

- a. The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b. The Investors shall be required to pay the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received.
- c. The full consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- d. The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s).
- f. The Equity Shares to be allotted shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s).

8. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the Offer:

The Proposed Allottees are part of Promoter and Non-Promoter Group of the Company. The Company has received letter of intent from the Proposed Allottees, informing the Company of their intention to subscribe to Equity Shares proposed to be issued under Preferential Issue of the Company, subject to customary closing conditions. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer

9. Time frame within which the proposed preferential issue shall be completed:

In accordance with Regulations 170 of the SEBI ICDR Regulations, the allotment of Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution(s) by the Members of the Company, provided where the allotment is pending on account of pendency of any approval(s) or permission(s) from any Regulatory Authority/Body including in-principle approval from the stock exchange where the equity shares of the Company are listed, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).

10. Shareholding pattern of the issuer before and after the preferential issue:

Shareholding pattern	Pre Issue shareholding pattern (as on 14 th January, 2025)		Proposed Equity Shares	Post Issue shareholding pattern	
	No. of shares	%age	No. of Equity Shares	No. of shares	%age
A. Promoter & Promoter Group					
➤ Indian Promoter					
Mr. Lalit Bhasin	4128663	37.32	-	4128663	32.10
HB Stockholdings Limited	0	0.00	640000\$	640000	4.98
RRB Securities Limited	118193	1.07	520000\$	638193	4.96
Other Promoter Group	90000	0.82	-	90000	0.70
➤ Foreign Promoter	0	0.00	-	0	0.00
Sub-total (PROMOTER/PROMOTER GROUP)	4336856	39.20	1160000\$	5496856	42.73
B. Public Shareholding (Institutions)					
➤ Mutual Funds	1570	0.01	-	1570	0.01
➤ Foreign Institutional Investors	0	0.00	-	0	.000
➤ Banks/Financial Institutions	610	0.01	-	610	0.00
➤ NBFC Registered with RBI	46550	0.42	-	46550	0.36
C. Central Govt. /State Govt. /President of India	0	0.00		0	.000
D. Public Shareholding (Non-Institutional)					
➤ Indian Public					
Avonmore Capital & Management Services Limited	-	-	6,40,000 \$	640000	4.98
➤ Directors and their relatives (excluding independent directors and nominee directors)	150	0.00		150	0.00
Others	5996340	54.21		5996340	46.61
➤ Bodies Corporate	546750	4.94		546750	4.25
➤ NRI	133235	1.21		133235	1.04
➤ LLP	120	0.00		120	0.00
➤ Clearing Members	250	0.00		250	0.00
➤ Suspense Escrow Account	300	0.00		300	0.00
Sub-total (PUBLIC)	6725875	60.80	1800000\$	7365875	57.27
TOTAL	11062731	100.00	1800000\$	12862731	100.00

\$ Issue and allotment of Equity Shares

11. Name of the Proposed Allottees along with the percentage of post preferential offer capital along with the Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sr. No.	Name of the Proposed Allottees	Class / Category of Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Equity Shares to be allotted	Pre-Issue Shareholding (as on January 14, 2025)		Post Issue shareholding pattern	
					No.	%age	No.	%age
1.	HB Stockholding Limited*	Promoter Group	Not applicable, as the equity shares of the proposed allottee are listed on stock exchange	6,40,000	0	0%	6,40,000	4.98%
2.	RRB Securities Limited**	Promoter Group	Refer Note 1 below**	5,20,000	118193	1.07%	6,38,193	4.96%
3	Avonmore Capital & Management Services Limited***	Non - Promoter	Not applicable, as the equity shares of the proposed allottee are listed on stock exchange	6,40,000	0	0%	6,40,000	4.98%
Total				18,00,000	118193	1.07%	19,18,193	14.92%

*HB Stockholding Limited is a listed Company.

**Note 1: 96.58% of the paid-up equity share capital of the proposed allottee is held by Promoters and the balance 3.42% of the paid-up equity share capital is held by public shareholders of the Company. Mr. Lalit Bhasin is the natural person who is the ultimate beneficial owner / person who controls the proposed allottee.

*** Avonmore Capital & Management Services Limited is a listed Company.

12. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottee(s) as mentioned at point no.11 above.

13. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment under Resolution 1 except to the extent of respective increase / decrease in the shareholding of the Proposed Allottees consequent to preferential allotment.

14. Undertaking:

- a. Neither the Company nor any of its directors or Promoters is a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b. The Company is eligible to make the Preferential Issue of Equity Shares to the Proposed Allottees respectively under the SEBI ICDR Regulations;
- c. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the Company is not required to recompute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- d. The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- e. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- f. Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

15. The justification for the allotment to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision is not applicable.

16. The total number of Equity Shares to be issued

The total number of Equity Shares proposed to be issued is 1800000(Eighteen Lakhs) Equity Shares at a issue price of Rs. 18/- per share (face value of Rs. 10/- and Premium of Rs. 8/- each)

17. Amount which the company intends to raise by way of such securities.

Aggregating up to Rs. 3,24,00,000/- (Rupees Three Crores Twenty Four Lakhs only).

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person till the date of this Notice.

19. The Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

Existing promoters will continue as promoter of the Company and pursuant to this allotment to the proposed allottees belongs to other than promoter will be classified as part of the public category shareholders of the Company post the Preferential Issue.

20. Principle terms of assets charged as securities:

Not Applicable.

21. Certificate of Practicing Company Secretary:

The Certificate from JVS & Associates, Practicing Company Secretary, certifying that the Preferential issue is made in accordance with the requirements contained in the SEBI ICDR Regulations which shall be made available for inspection by the members during the meeting and will also be made available on the Company's website www.hblesing.com

22. Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) :

The entire shareholding of the Proposed Allottee(s) in the Company is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval. The Proposed Allottee(s) have Permanent Account Number.

23. Lock-in Period & Transferability

The Equity Shares, to be allotted to the Proposed Allottee shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Equity Shares to be allotted on a preferential basis to the promoters or promoter group shall be listed on BSE, therefore, the Equity Shares will be locked-in for a period of 18 Months from the date of trading approval granted for the equity shares.

The Equity Shares to be allotted on a preferential basis to the persons other than the promoters or promoter group shall be listed on BSE, therefore, the Equity Shares will be locked-in for a period of 6 Months from the date of trading approval granted for the equity shares.

The Proposed Allottees for Equity Shares have confirmed that they shall comply with the requirement of proposed lock-in for any Equity Shares in the Company as on the Relevant Date and further, have not sold any equity shares of the Company during the 90 trading days period prior to the Relevant Date. Further, the Proposed Allottees has also undertaken that they will not deal in the Equity Shares of the Company till the allotment of respective Equity Shares is completed.

24. Listing of new equity shares:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

Mr. Lalit Bhasin, Promoter and Chairman of the Company, also holds the position of Promoter and Executive Chairman of HB Stockholdings Limited and Promoter of RRB Securities Limited and may be deemed to be interested in the resolution. Mr. Anil Goyal, Managing Director of the Company, serves as Director on the Board(s) of both HB Stockholdings Limited and RRB Securities Limited and may be deemed to be interested in the resolution.

Except for the above-mentioned, none of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives are in way financially or otherwise concerned or interested, either directly or indirectly in passing of this Special Resolution as set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

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: 14th January, 2025

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

Sd/

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