

33rd Annual General Meeting held on 19th July, 2016**Declaration of Results of remote e-voting and poll**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation of 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Gujarat Lease Financing Limited ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 33rd Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on Friday, 15th July, 2016 up to 5.00 p.m. on Monday, 18th July, 2016.

Further, in line with the rule 20 (4) (xi) of the Companies (Management and Administrative) Rules, 2014, as amended, other provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on Monday, 18th July, 2016 and on poll at the AGM and submitted his Consolidated Report, on 19th July, 2016. The Report of Scrutinizer is attached herewith.

The consolidated Result as per the Scrutinizer's above mentioned Report is as follows:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31 st March, 2016, and reports of the Auditors and the Board's thereon.	Ordinary	98,18,797	100%	-	-
2.	To appoint a Director in place of Shri Yogesh K. Vyas (holding DIN: 03420201) who retire by rotation and being eligible offers himself for re-appointment.	Ordinary	98,18,747	100%	-	-
3.	To Re-appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.	Ordinary	98,18,747	100%	-	-
4.	To appoint Shri D. D. Patel (holding DIN: 00473507), as Director of the Company, liable to retire by rotation	Ordinary	98,18,747	100%	-	-
5.	To appoint Smt. Kavita Mandan (holding DIN: 07419972), as Director of the Company, liable to retire by rotation	Ordinary	98,18,747	100%	-	-
6.	To consider Borrowing Powers of the Company.	Special	98,18,622	100%	-	-
7.	To give authority for Creation of Charge.	Special	80,25,050	100%	-	-

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.

Place: Ahmedabad

Date: 20th July, 2016

For Gujarat Lease Financing Limited

S.M. Shah

Surendra M. Shah
Chairman

[Signature]



Consolidated Report of Scrutinizer on remote e-Voting and Poll

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Gujarat Lease Financing Limited
6th Floor, Hasubhai Chambers,
Opp. Town Hall,
Ahmedabad-380006.

Date: 19th July, 2016

Ref: 33rd Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited held on Tuesday, 19th July, 2016 at 10:00 a.m. at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the remote e-voting and poll voting on the below mentioned resolutions, at the 33rd Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited (the "Company"), held on Tuesday, 19th August, 2016 at 10:00 a.m. at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009, Gujarat, submit my report as under:

1. The Company had provided the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares as on the cut-off date i.e. 12th July, 2016 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the business specified in the Notice of 33rd AGM.
2. In accordance with the Notice of 33rd Annual General Meeting sent to the members the voting through electronic means was started on at 9.00 a.m. on 15th July, 2016 and ended at 5.00 p.m. on 18th July, 2016.



3. At the 33rd AGM, after the declaration of the poll, the Box kept for the polling was locked in the presence of the members and marked with due identification marks by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.

Appropriate arrangement was made / actions were taken to eliminate duplicate voting i.e. remote e-voting as well as on poll. Details of Name and Folio No. / DP ID Client ID of the shareholders who had participated in remote e-voting through CDSL were obtained in advance and blocked for the purpose of issuing poll papers. Poll papers were issued only to those members present at the Annual General Meeting and who had not voted through remote e-voting.

5. The votes cast through remote e-voting were unblocked after counting of votes cast by poll at the AGM on 19th July, 2016 in the presence of Ms. Nisha Meghrajani and Ms. Priyanka Gohel who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
6. The votes, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.

7. The consolidated result of remote e-voting and the poll is as under:

Resolution No. 1.

Ordinary Resolution

To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors' and the Boards' thereon.

	No. of Votes	No. of Shares	% of total valid voting
In favour	33	98,18,797	100%
In against	--	--	--
Invalid	1	100	--



Resolution No. 2.

Ordinary Resolution

To appoint a Director in place of Shri Yogesh K. Vyas (holding DIN: 03420201), who retires by rotation and being eligible offers himself for re-appointment.

	No. of Votes	No. of Shares	% of total valid voting
In favour	32*	98,18,747	100%
In against	--	--	--
Invalid	1	100	--

* One member abstained from voting in respect of this resolution.

Resolution No. 3.

Ordinary Resolution

To re-appoint M/s. C. C. Chokshi & Co. Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

	No. of Votes	No. of Shares	% of total valid voting
In favour	32*	98,18,747	100%
In against	--	--	--
Invalid	1	100	--

* One member abstained from voting in respect of this resolution.

Resolution No. 4.

Ordinary Resolution

To appoint Shri D. D. Patel (holding DIN: 00473507) as a Director of the Company, liable to retire by rotation.

	No. of Votes	No. of Shares	% of total valid voting
In favour	32*	98,18,747	100%
In against	--	--	--
Invalid	1	100	--

* One member abstained from voting in respect of this resolution.



Resolution No. 5.
Ordinary Resolution

To appoint Smt. Kavita Mandan (holding DIN: 07419972) as a Director of the Company, liable to retire by rotation.			
	No. of Votes	No. of Shares	% of total valid voting
In favour	32*	98,18,747	100%
In against	--	--	--
Invalid	1	100	--

One member abstained from voting in respect of this resolution.

Resolution No. 6.
Special Resolution

To consider Borrowing Powers of the Company			
	No. of Votes	No. of Shares	% of total valid voting
In favour	31*	98,18,622	100%
In against	--	--	--
Invalid	1	100	--

Two members abstained from voting in respect of this resolution.

Resolution No. 7.
Special Resolution

To give authority for creation of Charges			
	No. of Votes	No. of Shares	% of total valid voting
In favour	30*	80,25,050	100%
In against	--	--	--
Invalid	1	100	--

Three members abstained from voting in respect of this resolution.



8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Chairman safe keeping.

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.

Company Secretary


Rajesh Parekh
Proprietor



Mem. No. 8073

C.O.P No. 2939

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Service (India) Limited. (www.evotingindia.com) in our presence after the conclusion of the AGM at 10.30 a.m. on 19th July, 2016 at the Office of Scrutinizer.



Name and Address of Witness 1.

1. Ms. Nisha Meghrajani

118/2/B Karanchi Bhuvan ,
Nr. New Railway Crossing,
Maninagar Ahmedabad-380008

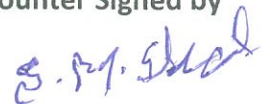


Name and Address of Witness 2.

Ms. Priyanka Gohel

6/5 Tulsi Shyam Flats,
Bhimjipura, Nava Vadaj,
Ahmedabad-380013.

Counter Signed by



Surendra M. Shah
Chairman

Gujarat Lease Financing Limited