



FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 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 poll taken 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 July, 2016 at 10:00 a.m. at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
2. 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 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, who had not voted through remote e-voting.



3. The poll paper/s, which was/were incomplete and/ or which was/were otherwise found defective, has/have been treated as invalid and kept separately.

4. The result of 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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	9818587	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30*	9818537	100%

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



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

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.

(iv) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30*	9818537	100%

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(vi) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100



Resolution No. 4, Ordinary Resolution

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

(vii) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30*	9818537	100%

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(ix) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

Resolution No. 5, Ordinary Resolution

To appoint Smt. Kavita Mandan (holding DIN: 07419972) as Director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30*	9818537	100%

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100



Resolution No. 6, Special Resolution

To consider Borrowing Powers of the Company

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29*	9818412	100%

*Two members abstained from voting in respect of this resolution.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

Resolution No. 7, Special Resolution

To give authority for creation of Charges

(iv) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28*	8024840	100%

*Three members abstained from voting in respect of this resolution.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(vi) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is being handed over to the Chairman alongwith the Combined report on voting at 33rd AGM.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman.

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary



Rajesh Parekh
Proprietor
Mem. No. 8073
C.O.P No. 2939



Counter Signed by



Surendra M. Shah
Chairman
Gujarat Lease Financing Limited