

**Declaration of Results of remote e-voting and poll**  
**32<sup>ND</sup> Annual General Meeting held on 7<sup>th</sup> August, 2015**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, Gujarat Lease Financing Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 4<sup>th</sup> August, 2015 up to 5.00 p.m. on 6<sup>th</sup> August, 2015.

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 of 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 6<sup>th</sup> August, 2015 and on poll at the AGM and submitted his Consolidated Report, on 10<sup>th</sup> August, 2015. 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 31st March, 2015 and reports of the Auditors and the Directors thereon.	Ordinary	98,29,463	99.99733	262	0.00267
2.	To appoint Director in place of Shri Harnish Patel (holding DIN: 00114198) who retire by rotation and being eligible offers himself for re-appointment.	Ordinary	98,29,453	99.99733	262	0.00267
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	98,29,463	99.99733	262	0.00267
4.	To appoint Shri Yogesh K. Vyas (holding DIN: 03420201), as Director of the Company, liable to retire by rotation	Ordinary	98,29,463	99.99733	262	0.00267
5.	To appoint Mrs. Sahana Rao (holding DIN: 07141084), as Director of the Company, liable to retire by rotation	Ordinary	98,29,463	99.99733	262	0.00267
6.	To appoint Shri Harnish Patel (holding DIN: 00114198) as Director-In-Charge of the Company for a period of two years effect from 19th May, 2015.	Ordinary	98,29,453	99.99733	262	0.00267

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: 10.08.2015

**For Gujarat Lease Financing Limited**

  
**Vasant A. Shah**  
Chairman of the Meeting



**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 of the Meeting  
Gujarat Lease Financing Limited  
6<sup>th</sup> Floor, Hasubhai Chambers,  
Opp. Town Hall,  
Ahmedabad-380006.

Date: 10<sup>th</sup> August, 2015

Re: 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited held on Friday, 7<sup>th</sup> August, 2015 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, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer for the purpose of the remote e-voting and poll voting on the below mentioned resolutions, at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited (the “Company”), held on Friday, 7<sup>th</sup> August, 2015 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 in physical or dematerialized form, as on the cut-off date i.e. 31<sup>st</sup> July, 2015 to exercise their right to vote by electronic means on any or all of the business specified in the Notice of 32<sup>nd</sup> AGM (the “**Remote e-voting**”).
2. In accordance with the Notice of 32<sup>nd</sup> Annual General Meeting sent to the members the voting through electronic means was started on at 9.00 a.m. on 4<sup>th</sup> August, 2015 and ended at 5.00 p.m. on 6<sup>th</sup> August, 2015.





3. At the 32<sup>nd</sup> AGM, after the declaration of the poll, the Boxes kept for the polling were locked in the presence of the members and marked with due identification marks by me.
4. The locked ballot boxes were 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, who had not voted through e-voting.

5. The votes cast through remote e-voting were unblocked after counting of votes cast by poll at the AGM on 7<sup>th</sup> August, 2015 in the presence of Mr. Parthil Shah and Ms. Aayushi Soni 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 31<sup>st</sup> March, 2015, including Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors' and the Directors' thereon.

	No. of Votes	No. of Shares	% of total valid voting
In favour	35	9829463	99.99733
In against	3	262	0.00267
Invalid	3	30	-

**Resolution No. 2.**

**Ordinary Resolution**

To appoint a Director in place of Shri Harnish Patel (holding DIN: 00114198), who retires by rotation and being eligible offers himself for re-appointment.

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	9829453	99.99733
In against	3	262	0.00267
Invalid	3	30	-

**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	35	9829463	99.99733
In against	3	262	0.00267
Invalid	3	30	-



**Resolution No. 4.**

**Ordinary Resolution**

To appoint Shri Yogesh k. Vyas (holding DIN: 03420201) as a Director of the Company effective from the conclusion of the 32<sup>nd</sup> Annual General Meeting, liable to retire by rotation.

	No. of Votes	No. of Shares	% of total valid voting
In favour	35	9829463	99.99733
In against	3	262	0.00267
Invalid	3	30	-

**Resolution No. 5.**

**Ordinary Resolution**

To appoint Smt. Sahana Rao (holding DIN: 07141084) as a Director of the Company effective from the conclusion of the 32<sup>nd</sup> Annual General Meeting, liable to retire by rotation.

	No. of Votes	No. of Shares	% of total valid voting
In favour	35	9829463	99.99733
In against	3	262	0.00267
Invalid	3	30	-

**Resolution No. 6.**

**Ordinary Resolution**

Appointment of Shri Harnish Patel (holding DIN: 00114198) as Director-in-Charge of the Company for a period of two years with effect from 19<sup>th</sup> May, 2015.

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	9829453	99.99733
In against	3	262	0.00267
Invalid	3	30	-



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 of the Meeting for safe keeping.

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.

Company Secretary

  
Rajesh Parekh  
Proprietor



Mem. No. 8073

Cert. 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](http://www.evotingindia.com)) in our presence after the conclusion of the AGM at 10.20 a.m. on 7<sup>th</sup> August, 2015 at the Office of Scrutinizer.



Name and Address of Witness

1. Mr. Parthil Shah

B-1, Samet Flats,

Keshavnagar, Subhashbridge,

Ahmedabad-380027.



Name and Address of Witness

2. Ms. Aayushi Soni

G-3, Vishramnagar Society,

Gurukul Main road, Memnagar,

Ahmedabad-380052.

Counter Signed by

  
Vasant Shah

Chairman of the Meeting

Gujarat Lease Financing Limited