

Devki Leasing & Finance Limited

Velocity Multiplex, 18-A, Scheme No 94-C, Ring Road,
INDORE - 452010 (M.P.) INDIA Tel +91-731-473 5555 - 69
Fax +91-731-473 5500 E-mail . dlfindore@gmail.com
CIN : L65921MP1993PLC007522



10th September, 2016

To,
Corporate Relationship Department,
8SE Limited,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
MUMBAI – 400 001

**Sub: Proceedings of the 24th Annual General Meeting along with Voting Results
and Scrutiniser's Report**

Dear Sir/Madam,

We are enclosing herewith following in relation to the 24th Annual General Meeting (AGM) of the Company held on Thursday, 8th September, 2016 at 01.30 P.M (IST) at Registered office of the Company at "Velocity", 18-A Scheme No. 94C, Ring Road, Indore, 4S2010 (M.P.):

- (i) Proceedings of the 24th AGM pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015;
- (ii) Voting results pursuant to the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015 in the specified format.
- (iii) Scrutiniser's Report pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.



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- (iv) Annual Report for the Financial Year 2015-16 pursuant to the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015 duly approved and adopted by Members of the Company as per the provisions of Companies Act, 2013.

This is for your information and records.

Thanking you,

Yours Sincerely

For Devki Leasing & Finance Limited

A handwritten signature in black ink, appearing to be "Sudhir Bindal".

SUDHIR BINDAL
MANAGING DIRECTOR
DIN : 0010854B



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Proceedings of the 24th Annual General Meeting of the Company

The 24th Annual General Meeting (AGM) of the Equity Shareholders (Members) of Devki Leasing and Finance Limited ('the Company') was held on Thursday, 8th September, 2016 at 01.30 P.M (IST) at Registered office of the Company at "Velocity", 18-A Scheme No. 94C, Ring Road, Indore, 452010 (M.P.).

Mr. Sudhir Bindal - Executive Chairman of the Meeting, chaired the meeting. Thereafter, he introduced the Board Members who were present in the Meeting. Mrs. Sarita Bindal - Non Executive Promoter Director, Mr. Kamlesh kasliwal - Independent Director, Mr. Manoj Kumar Singh-Independent Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and the Stakeholder Relationship Committee, Mr. Muralidharan Pillai - Chief Financial Officer, Ms. Monika Rizwani - Company Secretary were also present at the meeting.

Ms. Monika Rizwani, Company Secretary of the Company has introduced all the people on the dais. Thereafter, she requested the Chairman to begin the proceedings of the meeting.

The Chairman called the meeting to order as the requisite quorum being present. The Chairman delivered his speech.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at Poll. It was further informed that there would be no voting by show of hands.



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The following items of business, as per the Notice of AGM dated 01st August, 2016 were transacted at the meeting:

1. Receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Ms. Sarita Bindal (DIN: 02194SS8), who retires by rotation and offers herself for reappointment.
3. Ratification of appointment of Mr. Ashwini Kumar Doshi, Chartered Accountant, Indore, as Statutory Auditor of the Company.
4. Authorization to make Investments under Section 186 of the Companies Act, 2013.
5. Adoption of New Set of Articles of Association.

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Ms. Shraddha Jain, as the Scrutiniser to supervise the e-voting and Poll voting process.

Based on the Scrutiniser's Report all the resolutions as set out in the notice of AGM have been duly approved by the Members with requisite majority.



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Details of Voting Results in respect of the 24th Annual General Meeting of Company

1.	Date of the Annual General Meeting:	8 th September, 2016
2.	Total Number of shareholders on Record date	1753
3.	Book closure date	02/09/2016 to 08/09/2016
4.	No. of shareholders present in the meeting either in person or through proxy	24
5.	Category	Nos.
	<ul style="list-style-type: none">Promoters and promoter group	
	<ul style="list-style-type: none">- In person- Proxy	7 --
	<ul style="list-style-type: none">Public	
	<ul style="list-style-type: none">- In person- Proxy	17 --
6.	No. of shareholders attending the meeting through video conferencing	No Video Conferencing



Agenda wise

In case of poll/ E-voting:

The mode of voting for all resolutions was E-voting and poll conducted at the Meeting:

Resolution No. 1 (Ordinary Resolution) :

Receive, consider and adopt the audited financial statement of the Company for the Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

Whether promoter/promoter group are interested in the agenda/resolution?

NO

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	13,52,745	7,53,643	55.71%	7,53,643	0	100%	0
1	Public- Institutional Holders	0	0	0	0	0	0	0
1	Public Others	21,56,855	6,35,105	29.44%	6,35,005	100	99.98%	0.02%
1	Total	35,09,600	13,88,748	39.56%	13,88,648	100	99.99%	0.01%

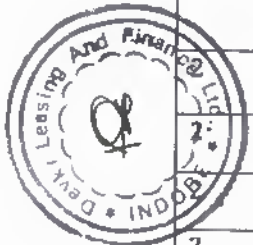
Resolution No. 2 (Ordinary Resolution) :

Re-appointment of Mrs. Sarita Bindal (OIN : 02194558) who retires by rotation.

Whether promoter/promoter group are interested in the agenda/resolution?

Please refer Note No.1

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	Promoter and Promoter Group	13,52,745	7,53,643	55.71%	7,53,643	0	100%	0
	Public- Institutional Holders	0	0	0	0	0	0	0
	Public Others	21,56,855	6,35,105	29.44%	6,35,005	100	99.98%	0.02%
2	Total	35,09,600	13,88,748	39.56%	13,88,648	100	99.99%	0.01%



Resolution No. 3 (Ordinary Resolution) :

Ratification of Appointment of Auditors and fixing their remuneration.

Whether promoter/promoter group are interested in the agenda/resolution?

NO

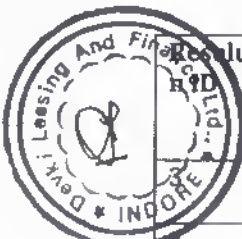
Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	13,52,745	7,53,643	55.71%	7,53,643	0	100%	0
3	Public- Institutional Holders	0	0	0	0	0	0	0
3	Public Others	21,56,855	6,35,105	29.44%	6,35,005	100	99.98%	0.02%
3	Total	35,09,600	13,88,748	39.56%	13,88,648	100	99.99%	0.01%

Resolution No. 4 (Special Resolution) :

Make Investments under Section 186 of the Companies Act, 2013

Whether promoter/promoter group are interested in the agenda/resolution?

NO



Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	13,52,745	7,53,643	55.71%	7,53,643	0	100%	0
3	Public- Institutional Holders	0	0	0	0	0	0	0
3	Public Others	21,56,855	6,35,105	29.44%	6,35,005	100	99.98%	0.02%
3	Total	35,09,600	13,88,748	39.56%	13,88,648	100	99.99%	0.01%

Resolution No. 5 (Special Resolution):

Adoption of New Set of Articles of Association.

Whether promoter/promoter group are interested in the agenda/resolution?

NO

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	13,52,745	7,53,643	55.71%	7,53,643	0	100%	0
3	Public- Institutional Holders	0	0	0	0	0	0	0
3	Public Others	21,56,855	6,35,105	29.44%	6,35,005	100	99.98%	0.02%
3	Total	35,09,600	13,88,748	39.56%	13,88,648	100	99.99%	0.01%

Note 1: In Resolution No. 2 Mrs. Sarita Bindal was interested i.e. promoter/promoter group are interested

Copy of Scrutinizers Report on E-voting and Poll are enclosed herewith

For DEVKI LEASING AND FINANCE LIMITED



Sudhir Bindal
Managing Director
DIN 00108548



Place: Indore
Date: 10.09.2016

Shraddha Jain
Practicing Company Secretary

107, Gold Arcade,
3 /1, New Palasia,
Indore (MP), India - 452003
Phone : (0731) 2535841
E-mail shraddhajain2204@gmail.com

Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 & 21 of the Companies (Management and Administrations) Rules, 2014 as amended)

To,
The Chairman of 24th Annual General Meeting
DEVKI LEASING AND FINANCE LIMITED
"Velocity", 18-A Scheme No 94 C,
Ring Road, Indore (M.P.) 452010

Dear Sir,

Sub: Passing of Resolution(s) through Poll conducted at 24th Annual General Meeting and remote e-voting, of Devki Leasing and Finance Limited

I, Shraddha Jain, Practicing Company Secretary having been appointed as the Scrutinizer by the Board of Directors of Devki Leasing and Finance Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the poll to be conducted at the venue of the Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, do hereby submit my Report as under:-

- (i) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the voting at the AGM.
- (ii) The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Thursday, 1st September 2016.
- (iii) The remote e-voting facility was open from Monday, 5th September, 2016 9:00 A.M. to Wednesday, 7th September, 2016 5:00 P.M.



- (iv) The Company completed the dispatch of the notices to the members by Friday, 12th August, 2016.
- (v) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press Journal (having country-wide circulation) on 14th August, 2016 and in Hindi Language in Chautha Sansar on 14th August, 2016.
- (vi) At the end of the voting period on 7th September, 2016 at 5.00 P.M., the voting portal of CDSL was blocked.
- (vii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- (viii) Accordingly, CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- (ix) At the venue of the AGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote either through remote e-voting.
- (x) On Thursday, 8th September, 2016 after the conclusion of voting at the AGM first counted the votes cast at the meeting thereafter unblocked the votes cast through remote e-voting in the presence of Ms. Vedangi Somani and Mr. Satyanarayan Patidar who acted as the witnesses.
- (xi) The voting done through poll at the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the Company.

Thereafter, I as a Scrutinizer duly compiled the details of voting through poll done at the venue of the AGM and the remote e-voting carried out by the Members, the details of which are as follows:



Item No.1: Ordinary Resolution

Receive, consider and adopt the audited financial statement of the Company for the Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$7=(6/8)*100$	$8=(3+6)$	9	10
Poll at AGM	17	636918	100	-	-	-	636918	-	-
Remote E-voting	7	751730	99.98	1	100	0.01	751830	-	-
Total	24	1388640	99.99	1	100	0.01	1388748	-	-

Item No.2: Ordinary Resolution

Re-appointment of Mrs. Sarita Bindal (DIN: 02194558) who retires by rotation.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$7=(6/8)*100$	$8=(3+6)$	9	10
Poll at AGM	17	636918	100	-	-	-	636918	-	-
Remote E-voting	7	751730	99.98	1	100	0.01	751830	-	-
Total	24	1388648	99.99	1	100	0.01	1388748	-	-

Item No. 3: Ordinary Resolution

Ratification of appointment of Statutory Auditors and to fix their remuneration

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$7=(6/8)*100$	$8=(3+6)$	9	10
Poll at AGM	17	636918	100	-	-	-	636910	-	-
Remote E-voting	7	751730	99.98	1	100	0.01	751030	-	-
Total	24	1388640	99.99	1	100	0.01	1388748	-	-



Item No.4: Special Resolution

To make investments under section 186 of the Companies Act, 2013

Manner of Voting	Votes In favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)} \times 100$	5	6	$7 = (6/8) \times 100$	$8 = (3+6)$	9	10
Poll at AGM	17	636918	100	-	-	-	636918	-	-
Remote Voting	7	751730	99.90	1	100	0.01	751830	-	-
Total	24	1388648	99.99	1	100	0.01	1388748	-	-

Item No.5: Special Resolution

Adoption of new set of Articles of Association.

Manner of Voting	Votes In favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)} \times 100$	5	6	$7 = (6/8) \times 100$	$8 = (3+6)$	9	10
Poll at AGM	17	636918	100	-	-	-	636918	-	-
Remote Voting	7	751730	99.98	1	100	0.01	751830	-	-
Total	24	1388640	99.99	1	100	0.01	1388748	-	-

(xii) The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and at the Poll in AGM is sent to Ms. Monika Rizwani, Company Secretary of the Company for records.

(xiii) All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 24th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

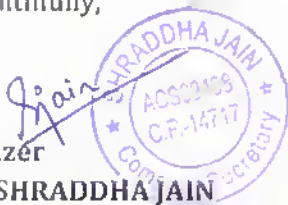


Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

Thanking you,
Yours Faithfully,

Scrutinizer

Name: **SHRADDHA JAIN**
Practicing Company Secretary
ACS: 39488; CP: 14717



WITNESSES


1. Ms. Vedangi Somani


2. Mr. Satyanarayan Patidar

Counter signed by
For DEVKI LEASING AND FINANCE LIMITED



CHAIRMAN OF THE MEETING
SUDHIR BINDAL

Place: Indore
Date: 10.09.2016