

Shraddha Jain
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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	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	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	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	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.

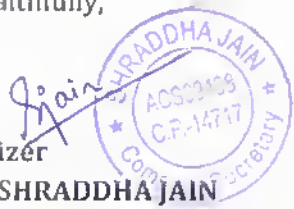


Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

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