

22nd Annual General Meeting for the Financial Year 2014-2015 held on 30th September, 2015

Details of Voting Results as per Clause 35A of the Listing Agreement: Results of e-voting, voting through ballot paper

Sr. No.	Particulars	Details
1.	Date of the Annual General Meeting	Wednesday, the 30 th September, 2015 at 2.00 P.M.
2.	Total Number of Shareholders on Record Date/Commencement of Book closing	846

Details of the Agenda

Resolution No.	Details of Agenda	Ordinary/Special Resolution	Vote Cast in Favour	Vote Cast against	
1.	Adoption of Financial Statements for the year ended on 31 st March, 2015	Ordinary	10293892	--	Passed Unanimously
2.	Re-appointment of Mr. Dipeshbhai Ravjibhai Patel, (DIN:06692318), Director who retires by rotation	Ordinary	10293892	--	Passed Unanimously
3.	Appointment of M/s. Jayesh Patel & Co. , Chartered Accountants Ahmedabad; as the Statutory Auditors of the Company and fixing of their remuneration	Ordinary	10293892	--	Passed Unanimously
4.	Shifting of Registered Office of the Company from one Place to another which is outside the local limits of the present location but within the same State of "Gujarat"	Special	10293892	--	Passed Unanimously
5.	Appointment of Mrs. Madhubala Kishor Sen as an Independent Women Director of the Company for a Period of 3 Years i.e. from 30 th March, 2015 to 29 th March, 2018	Ordinary	10293892	--	Passed Unanimously

Further, enclosed please find the Scrutinizer's Report in respect of the e-voting facility and physical voting facility through Ballot provided to the members of the Company.





S Bhattbhatt & Co.

Company Secretaries

Office: 103, Krishna Tower, Opp. Bank of Baroda, R V Desai Road, Vadodara - 390001 Telefax.: 0265 3066300
Mobile: 7622020787 Email: suhasbrd@rediffmail.com,

Scrutinizer's Report

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

To,
The Chairman
Ramchandra Leasing and Finance Limited
7, 2nd Floor, Gayatri Complex,
Station Road,
Visnagar- 384315

Subject: Scrutinizer's Report on E-voting conducted in the Twenty Second Annual General Meeting of the Members of Ramchandra Leasing and Finance Limited held on Wednesday, the 30th September, 2015 at 2.00 P.M. at 2nd Floor, Gayatri Complex, Station Road, Visnagar- 384315 pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, S D Bhattbhatt, a Practicing Company Secretary [ACS No. 11975, CP No. 10427], Proprietor of S. Bhattbhatt & Co; 103, Krishna Tower, Opp. Bank of Baroda, R. V. Desai Road, Vadodara-390001 had been appointed as Scrutinizer by the Board of Directors of Ramchandra Leasing and Finance Limited pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of E-voting taken on the below mentioned resolution(s), to be passed at the Twenty second Annual General Meeting of the Members of Ramchandra Leasing and Finance Limited held on Wednesday, the 30th September, 2015 at 2.00 P.M. at 2nd Floor, Gayatri Complex, Station Road, Visnagar-384315.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through E-voting.

The Company has engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for e-voting process.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Voting through Electronic means (remote e-voting) and voting by using Ballots by the shareholders on the resolutions proposed in the Notice of the 22nd Annual General Meeting of the Company is the responsibility of the management. My Responsibility





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as a Scrutinizer is to ensure that the voting process both through the electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the Total Votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL) and the report generated by use of ballot papers at the meeting.

Further to the above, I submit my report as under:-

1. The E-voting period remained open from 27th September, 2015 (9.00 A.M.) to 29th September, 2015 (5.00 P.M.)
2. The Members of the Company as on the "Cut-off" date (record date for the purpose of e-voting i.e. 23rd September, 2015) were entitled to vote on the resolutions (Item No. 1 to 5 as set out in the Notice of 22nd AGM of the Company).
3. After the close of period for remote e-voting and before the start of the General meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of NSDL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
4. At the 22nd AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence with due identification marked placed by me.
5. The locked ballot boxes were subsequently opened in my presence along with Two Witnesses, Mr. Nilesh Kothari and Mr. Navin Patel who are not in the employment of the Company.
6. The Ballot papers which were incomplete and/or wrongly filed and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
7. After counting the votes cast by members and proxy holders present at the 22nd AGM through ballot papers, the votes cast through remote e-voting were unblocked on 30th September, 2015 at 2.00 P.M. in the presence of two witnesses, Mr. Nilesh Kothari and Mr. Navin Patel, who are not in the employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL.
8. Based on the Reports generated from the NSDL E-voting website and the voting through ballot paper at the 22nd AGM, the consolidated report on the voting on each resolution, pursuant to rule 20(4)(xii) of the Companies Amendment Rules, 2015, is as under:-

a) Resolution No. 1 – Ordinary Resolution (Ordinary Business)

To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at March 31, 2015; the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon including Cash Flow Statements:





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i) Voted in favour of the resolution:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
E-voting	53	10293892	74.90%
Voting through Ballot Forms	10	3449264	25.10%
Voting Through Postal Ballot	--	--	--
Total	63	13743156	100%

ii) Voted against of the resolution:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
E-voting	--	--	--
Voting through Ballot Forms	--	--	--
Voting Through Postal Ballot	--	--	--
Total	--	--	--

iii) Invalid Votes:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them
E-voting	--	--
Voting through Ballot Forms	--	--
Voting Through Postal Ballot	--	--
Total	--	--

b) Resolution No. 2 - Ordinary Resolution (Ordinary Business)

To appoint a Director in place of Mr. Dipeshbhai Ravjibhai Patel (DIN: 06692318), who retires by rotation and being eligible offers himself for re-appointment.





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E-voting	--	--	--
Voting through Ballot Forms	--	--	--
Voting Through Postal Ballot	--	--	--
Total	--	--	--

iii) Invalid Votes:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them
E-voting	--	--
Voting through Ballot Forms	--	--
Voting Through Postal Ballot	--	--
Total	--	--

c) Resolution No. 3 – Ordinary Resolution: (Ordinary Business)

Appointment of M/s. Jayesh Patel & Co. Chartered Accountants Ahmedabad, as Statutory Auditors of the Company.





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E-voting	--	--	--
Voting through Ballot Forms	--	--	--
Voting Through Postal Ballot	--	--	--
Total	--	--	--

iii) Invalid Votes:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them
E-voting	--	--
Voting through Ballot Forms	--	--
Voting Through Postal Ballot	--	--
Total	--	--

d) Resolution No. 4 – Special Resolution (Special Business)

Shifting of Registered Office of the Company from one Place to another which is outside the local limits of the present location but within the same State and within the jurisdiction of same Registrar of Companies.





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Votes in favour of the resolution:

i. Voted in favour of the resolution:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
E-voting	53	10293892	74.90%
Voting through Ballot Forms	10	3449264	25.10%
Voting Through Postal Ballot	--	--	--
Total	63	13743156	100%

Voted against of the resolution:

ii) Voted against of the resolution:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
E-voting	--	--	--
Voting through Ballot Forms	--	--	--
Voting Through Postal Ballot	--	--	--
Total	--	--	--

iii) Invalid Votes:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them
E-voting	--	--
Voting through Ballot Forms	--	--
Voting Through Postal Ballot	--	--
Total	--	--

e) Resolution No. 5 – Ordinary Resolution (Special Business)

Appointment of Mrs. Madhubala Kishor Sen as an Independent Women Director of the Company for a Period of 3 Years i.e. from 30th March, 2015 to 29th March, 2018





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Voting through Ballot Forms	10	3449264	25.10%
Voting Through Postal Ballot	--	--	--
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E-voting	--	--	--
Voting through Ballot Forms	--	--	--
Voting Through Postal Ballot	--	--	--
Total	--	--	--

iii) Invalid Votes:

Mode of Voting	Numbers of members present and voting (in person or by proxy)	Number of votes cast by them
E-voting	--	--
Voting through Ballot Forms	--	--
Voting Through Postal Ballot	--	--
Total	--	--





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Date: 30th September, 2015

1. 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 enclosed.
2. The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Subject: Scrutinizer's Report on the Votes Results at the Annual General Meeting - 2015

Dear Sir,

Thanking you,

Pursuant to Section 105 of the Companies Act, 2013 (Administration) Rules, 2014 as amended by the Companies (Amendment) Rules, 2015 and Clause 358 of the Articles of Association, the Scrutinizer's Report on the results relating to E-voting with respect to all the resolutions contained in the Notice of Meeting is enclosed for your reference.

Yours faithfully

Place: Vadodara
Date: 30th September, 2015

S D Bhattbhatt
(Practicing Company Secretary)
ACS No. 11975
CP No. 10427



Kindly acknowledge the same.

Thanking You

For Rangnandra Leasing and Finance Limited

Anshu Parekh
(Company Secretary & Compliance Officer)

