



# Sital Leasing & Finance Limited

Off. : 322, 3<sup>rd</sup> Floor, S. S. Plaza Commercial Complex, Mayfield Garden,  
Sector-47, Gurgaon, Haryana - 122001 • E-mail : sitalleasing@gmail.com

CIN : L65910HR1983PLC050169

**Date:** 15<sup>th</sup> September, 2015

**To,**

**The Head-Listing & Compliances  
Metropolitan Stock Exchange of India Limited  
Exchange Square,  
Suren Road, Chakala,  
Andheri (East), Mumbai-400093**

**Subject- Report of Scrutinizer as per Clause 35 B of Listing Agreement for the  
Financial Year 2014-15**

**Dear Sir,**

With reference to the above mentioned subject, please find enclosed herewith the Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15.

You are requested to take the above on your records and acknowledge the same.

Thanking You,

Regards,

**For Sital Leasing and Finance Ltd.**

A handwritten signature in black ink, appearing to read 'Rajender Kumar', is written over a circular blue stamp. The stamp contains the text 'Sital Leasing &amp; Finance Ltd.' and 'Gurgaon'.

**Rajender Kumar  
(Company Secretary)**

**M.No. A39836**

**Address : B-5553, Street No.115,  
Sant Nagar ,Burari,  
Delhi - 110084,India**

**Report of Scrutinizer**

**(Consolidated Result of Voting)**

**(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014**

**To**

**The Chairman**

**Sital Leasing And Finance Ltd**

**Office No. 322, 3rd Floor, Plaza Commercial Complex,**

**Mayfield Garden, Sector-47,**

**Gurgaon-122001**

**Sir,**

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 32<sup>nd</sup> Annual General Meeting of the Shareholders of “**Sital Leasing And Finance Ltd**” to be held on Saturday, 12<sup>th</sup> September, 2015 at 11.00 A.M. at Community Centre, Village Wazirabad, Sector-52, Behind Tata Service Centre, Gurgaon-122003, Haryana for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on 08, September, 2015 up to 05.00 P.M. on 11 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 11<sup>th</sup> August, 2015 who were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the Annual General Meeting of **Sital Leasing And Finance Ltd** (Item Number 1(one) to Eight (Eight) of the Annual General Meeting of Sital Leasing And Finance Ltd).
3. The votes were unblocked on 14<sup>th</sup> September, 2015 around 2.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

**Item No. 1- Adoption of Accounts**

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	15	27,081,035	27,070,835	100
Total	31	31,093,798	31,083,598	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	2	27,081,035	10,200	100
Total	2	31,093,798	10,200	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

# Astik Tripathi & Associates

## Company Secretaries

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### Item No. 2- Re-appointment of Director by Rotation

To Re-appoint a Ms. Priti Jain, who retire by rotation and being eligible offers herself for re-appointment as Director of the Company.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	16	27,081,035	27,075,935	100
Total	32	31,093,798	31,088,698	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	1	27,081,035	5,100	100
Total	1	31,093,798	5,100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### Item No. 3- Appointment of Auditor.

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Off.: 58D, IA Block, Ashok Vihar Phase-1, Delhi-110052, Contacts: 9811925514, 9278925514, Tel.: 011-27122592: E-mail: tripathiastik@gmail.com

# Astik Tripathi & Associates

## Company Secretaries

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To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, Mr. Anil Kumar, Chartered Accountants (Mem. No. 86223), be and is hereby Re-appointed as auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the Next AGM of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	16	27,081,035	27,075,935	100
Total	32	31,093,798	31,088,698	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	1	27,081,035	5,100	100
Total	1	31,093,798	5,100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

# Astik Tripathi & Associates

## Company Secretaries

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**Item No. 4.** To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Ordinary Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act,2013 ('the Act') read with schedule IV to the act and the Companies ( Appointment and Qualification of Directors) Rules, 2014 ('the rules'), including any statutory modifications or any amendment or any substitution or any re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mrs. Rajni (DIN:06890499), who was appointed as an Additional Director by the Board with effect from 15th September, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	16	27,081,035	27,075,935	100
Total	32	31,093,798	31,088,698	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	1	27,081,035	5,100	100
Total	1	31,093,798	5,100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
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# Astik Tripathi & Associates

## Company Secretaries

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### Item No. 5. Adoption of new set of Article of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 5,14 and all other applicable provisions of Companies Act, 2013 read with Companies ( Incorporation ) Rules, 2014 ( including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulation contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	16	27,081,035	27,075,935	100
Total	32	31,093,798	31,088,698	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	1	27,081,035	5,100	100
Total	1	31,093,798	5,100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 6.** Sub Division in the Shares Capital of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 61 and all other applicable provisions of Companies Act, 2013 read ( including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 10(Ten) Equity Shares of Face value of Rs. 1/- (Rupee One only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 65,00,00,000/- (Rupees Sixty Five Crores only) would comprise of 65,00,00,000/- (Sixty Five Crores only) Equity Shares of Rs. 1/- (Rupee one only) each with effect from the record Date to be determined by the Board for this purpose.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	16	25,678,535	25,678,535	100
Total	32	29,691,298	29,691,298	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	0	25,678,535	0	100
Total	0	29,691,298	0	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



# Astik Tripathi & Associates

## Company Secretaries

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**Item No. 7.** Alteration of clause V of memorandum of association of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 13, 61 and all other applicable provisions of Companies Act, 2013 read ( including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), The Authorized Shares Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores only) divided into 65,00,00,000/- (Sixty Five Crores) Equity Shares of Rs. 1/- (Rupee One) each.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	14	23,238,185	23,227,985	100
Total	30	27,250,948	27,240,748	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	2	23,238,185	10,200	100
Total	2	27,250,948	10,200	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 8.** Revision terms and condition of appointment of Mr.Surender Kumar Jain as Managing Director of the Company.

# Astik Tripathi & Associates

## Company Secretaries

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To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of section 196, 197 and all other applicable provisions of Companies Act, 2013 read ( including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the revision of terms and condition of appointment of Mr. Surender Kumar Jain as Managing Director of the company by way of change in the maximum amount of remuneration payable to Mr. Surender Kumar Jain (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	40,12,763	40,12,763	100
E- Voting	15	23,238,185	23,233,085	100
Total	31	27,250,948	27,245,878	

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

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	40,12,763	0	100
E- Voting	1	23,238,185	5,100	100
Total	1	27,250,948	5,100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Astik Tripathi & Associates  
Company Secretaries

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**Thanking you,**

**Yours faithfully**

*Astik Mani Tripathi*  


**Astik Mani Tripathi**  
**CP No. 10384**  
**Place- Delhi**  
**Date- 14<sup>th</sup> September, 2015**