

B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pesbkh@gmail.com Web site: <http://bkaes.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



FORM NO. MGT.13

Report of Scrutinizer

(Consolidated Result of Voting)

[Pursuant to regulation 44 of SEBI (Listing obligation & Disclosure Requirement) Regulations, 2015 & Pursuant to Section 108 and 109 of the Companies Act, 2013 and read with rule 20 and 21(2) of the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

34th Annual General Meeting of the Shareholders of

M/s Sital Leasing And Finance Limited (L65910HR1983PLC050169)

Date of Meeting: 28th Day of September, 2019

Time of Meeting: 11:00 A.M.

Conclusion time: 01:30 P.M.

Venue of Meeting: Empiru Entertainment, 389P, Sector 29, Gurgaon, Haryana-122022

Subject: Scrutinizer's Report for the 36th Annual General Meeting of the company

Dear Sir,

I, Bhupendra Kaushik (M. No.- F9884 and CP No. 12453), Practicing Company Secretary, Delhi was appointed as a Scrutinizer in the Board Meeting of **M/s Sital Leasing And Finance Limited (L65910HR1983PLC050169)**, (hereinafter referred to as the "Company") held on 22nd July, 2019 in terms of the provision of Section 108 and Section 109 of the companies Act, 2013 read with Rule 20 and Rule 21 of the Companies, (Management and Administration) Amendment Rules, 2015 for the purpose of scrutinizing and ascertaining the result of voting by electronic means i.e. remote e- voting and voting through physical ballot papers at 36th Annual General Meeting of the company on the resolution set out in the Notice dated 2nd September, 2019 of the AGM of the company held on Saturday, 28th day of September, 2019 at 11:00 A.M. at Empiru Entertainment, 389P, Sector 29, Gurgaon, Haryana-122022.

We submit our report as under:

- 58
- 1 The company engaged National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the shareholders of the company. The service provider provided a system for recording the votes of the shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 36th Annual General meeting ("AGM") of the Company, which was held on 28th September, 2019. National Securities Depository Limited ("NSDL") had set up e-voting facility on their websites <https://www.evoting.nsdl.com>. The company had uploaded all the items of the

Page 1 of 9

M/s Sital Leasing And Finance Limited (L65910HR1983PLC050169)2018-19



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pcsbhk@gmail.com Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



- business to be transacted on the website of the Company and also on the website of service provider to facilitate their shareholders to cast their vote through e-voting.
- 2 As on the cut-off date for dispatch of Notice of Annual General Meeting, there were 1426 shareholders of the company. The notice of Annual General Meeting and circular for e-voting was sent through physically and E-mail to all shareholders. There were no incremental shareholders who became member after dispatch of notice.
 - 3 The notice so sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
 - 4 The cut-off date for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 21st September, 2019. The E-voting facility was kept open from 25th September, 2019 (09.00 A.M.) to 27th September, 2019 (05.00 P.M.).
 - 5 Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Money Makers and Dainik Mahalakshmi Bhagyodaya dated 5th September, 2019. The Notice published in the Newspapers carried the required information as specified in the rule 20(4)(v)(a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
 - 6 Ballot box facility was provided at Annual General Meeting for the shareholders who have attended the meeting and have not cast their votes earlier through remote e-voting.
 - 7 After the time fixed for voting at Annual General Meeting venue, i.e. between 11:45 A.M. to 12:45 P.M., ballot boxes kept for voting were locked in my presence with due identification marks placed by me.
 - 8 The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by M/s Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - 9 On 28th day of September, 2019 after the Annual General Meeting the votes cast through e-voting facility were duly unblocked by me as a scrutinizer in the presence of Mr. Sandeep Singh and Mr. Sashi Kanta Panda who acted as the witness and are not in the employment of the Company, as prescribed in sub Rule (3)(xi) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
 - 10 As a Scrutinizer, the report of the e-voting carried by the shareholders was duly complied with and combined result of voting through electronic means, i.e. remote e-voting and voting through ballot box at AGM is annexed as **Annexure 1**.



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre,

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pcsbhk@gmail.com Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



- 11 All the ordinary as well as special resolutions mentioned in the AGM notice dated 02nd day of September, 2019 under the remote e-voting and voting through Ballot papers conducted at the venue of the meeting have been passed with requisite majority.
- 12 The ballot papers and other relevant records shall remain in the safe custody of Scrutinizer, until the Chairman signed the Scrutinizer Report.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)

Bhupendra Kaushik
(Company Secretary)

M. No. F9884

C.P. No.-12453



Countersigned by the Chairman
(Surendra Kumar Jain)

DIN: 00530035

555 , Double Story Market,
New Rajinder Nagar,
New Delhi 110060

Witness:

1. Sandeep Singh
S/o Mr. Jaipal Singh
198B, Guru Nanakpura, Near Maharaja
Hotel, Laxmi Nagar, Delhi-110092

2. Sashi Kanta Panda
S/o Mr. Kanhu Charan Panda
U-127, Shakarpur, Near Laxmi
Nagar Metro Station, Delhi-
110092

Date: 28th September, 2019

Place: New Delhi

B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre,

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pesbhk@gmail.com Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



Annexure 1

CONSOLIDATED REPORT

AGENDA ITEM-1:

TO CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2019 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE, TOGETHER WITH THE DIRECTORS' REPORT AND AUDITORS' REPORT THEREON:

(ORDINARY BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100
E-voting	233	365685158	365685158	100
Total	251	392105963	392105963	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
3	659000	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-2:

TO APPOINT A DIRECTOR IN PLACE OF MRS. PRITI JAIN (DIN: 00537234), A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE- APPOINTMENT
(ORDINARY BUSINESS)

(i) Voted in favour of the resolution

M/s Sital Leasing And Finance Limited (L65910HR1983PLC050169)2018-19



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pcsbhk@gmail.com Web site: <http://bkaes.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100
E-voting	226	364363858	364363858	100
Total	242	390784663	390784663	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
14	2439300	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-3:

RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTIONS 139 TO 142 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (AUDIT AND AUDITORS) RULES, 2014 AS MAY BE APPLICABLE, M/S MAK & CO., CHARTERED ACCOUNTANTS (FRN -028454N), BE AND ARE HEREBY APPOINTED AS STATUTORY AUDITORS OF THE COMPANY, IN PLACE OF AUDITOR M/S PBH & CO., CHARTERED ACCOUNTANTS (FRN: 027217N) TO HOLD OFFICE FORM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF ANNUAL GENERAL MEETING (AGM) OF THE COMPANY TO BE HELD IN THE F.Y 2023-24, ON SUCH REMUNERATION AS MAY BE FIXED IN THIS BEHALF BY THE BOARD OF DIRECTORS OF THE COMPANY:

(ORDINARY BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100

M/s Sital Leasing And Finance Limited (L65910HR1983PLC050169)2018-19



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pesbhk@gmail.com Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050.



E-voting	235	366282958	366282958	100
Total	251	392703763	392703763	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	520200

AGENDA ITEM-4:

RESOLVED THAT PURSUANT THE PROVISIONS OF SECTION 149, 150, 152 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 AND THE RULES MADE THERE UNDER (INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENT THEREOF, FOR THE TIME BEING IN FORCE) READ SCHEDULE IV TO THE COMPANIES ACT, 2013, MR. SUJAN MAL MEHTA (DIN: 01901945) IN RESPECT OF WHOM THE COMPANY HAS RECEIVED REQUIRED DECLARATION AS PER SECTION 149(7) OF THE COMPANIES ACT, 2013, BE AND IS HEREBY RE-APPOINTED AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 CONSECUTIVE YEARS W.E.F 28TH SEPTEMBER 2019 UNTIL THE CONCLUSION OF ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2024.

(SPECIAL BUSINESS)

58

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100
E-voting	235	366342558	366342558	100
Total	251	392763363	392763363	100

(ii) Voted Against the resolution

B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: pesbhhk@gmail.com Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050.



Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	460600	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-5:

RESOLVED THAT PURSUANT THE PROVISIONS OF SECTION 149, 150, 152 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 AND THE RULES MADE THERE UNDER (INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENT THEREOF, FOR THE TIME BEING IN FORCE) READ SCHEDULE IV TO THE COMPANIES ACT, 2013, MR. ANIL PRAKASH (DIN: 05187809) IN RESPECT OF WHOM THE COMPANY HAS RECEIVED REQUIRED DECLARATION AS PER SECTION 149(7) OF THE COMPANIES ACT, 2013, BE AND IS HEREBY RE-APPOINTED AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 CONSECUTIVE YEARS W.E.F 28TH SEPTEMBER 2019 UNTIL THE CONCLUSION OF ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2024.

(SPECIAL BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100
E-voting	235	365941958	365941958	100
Total	251	392362763	392362763	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	861200	100



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: psbhk@gmail.com Web site: <http://bkaes.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-6:

"RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTIONS 196, 197 & 203 READ WITH SCHEDULE V AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 ("THE ACT"), THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE), ANNUAL REPORT- 2018-19 THEREOF FOR THE TIME BEING IN FORCE), MR. SURENDRA KUMAR JAIN, DIN: 00530035, BE AND IS HEREBY APPOINTED AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS WITHOUT ANY REMUNERATION WITH EFFECT FROM 15TH MAY, 2019 TO PERFORM THE DUTIES WHICH MAY BE PERFORMED UNDER COMPANIES ACT, 2013 & ANY OTHER DUTIES ASSIGNED TO HIM BY THE BOARD FROM TIME TO TIME. APPOINTMENT OF MR. SURENDRA KUMAR JAIN AS MANAGING DIRECTOR HAS BEEN APPROVED BY BOARD OF DIRECTORS IN THEIR MEETING HELD ON 15TH MAY, 2019.

(SPECIAL BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	16	26420805	26420805	100
E-voting	154	357499903	357499903	100
Total	170	383920708	383920708	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
8	1430700	100



B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: psbkh@gmail.com Web site: <http://bkaes.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91-9015450050 .



(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

*All the Resolutions stand passed under e-voting and Ballot paper with the requisite majority.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)



Bhupendra Kaushik
(Company Secretary)
M. No. F9884
C.P. No.-12453

S f
Date: 28th September, 2019
Place: New Delhi