



Report of Scrutinizer(s) (Consolidated)
[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s Apoorva Leasing Finance and Investment Company Limited

Ref: 35th Annual General Meeting (AGM) of the Equity Shareholders of M/s Apoorva Leasing Finance and Investment Company Limited held on Saturday, 29th September, 2018 at 03:00 P.M. at "Bawa Palace" U-38, Mother Dairy Road, Shakarpur, Delhi-110092 & E-voting conducted for the purpose.

Subject: Consolidated scrutinizer's Report on remote e-voting & voting through polling paper

Dear Sir,

I, CS Dharamveer Dabodia (Company Secretary in Practice), appointed as Scrutinizer by the board of directors of M/s Apoorva Leasing Finance and Investment Company Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through remote e-voting/polling paper received in respect of the below mentioned resolutions as per the Notice of the 35th Annual General Meeting of the members of the Company held on Saturday, 29th September, 2018 at 03:00 P.M. at "Bawa Palace" U-38, Mother Dairy Road, Shakarpur, Delhi-110092.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of polling papers by the shareholders on the resolutions contained in the Notice of the AGM of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of polling papers at the meeting are conducted in 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 National Securities Depository Limited (NSDL) and on the basis of polling papers used at the meeting.

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 26th September, 2018 at 09:00 AM and remained opened up to 28th September, 2018 at 05:00 P.M.

The Equity Shareholders holding shares as on 22nd September 2018, "cut-off date", were entitled to vote on the Resolutions stated in the notice of AGM of the Company.

After declaration of voting by use of polling papers by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the Company, and polling papers received were, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The polling papers were reconciled with the records maintained by the Company and Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use

of polling papers. There was no person who has voted both in e-voting as well as in Annual general meeting.

The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately, if any. The votes cast by use of ballots at the meeting were first counted.

The votes on remote e-voting were unblocked at New Delhi on 29th September 2018 after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>)

The total votes cast in favour or against of all the resolutions proposed in the Notice of AGM are as under:

RESOLUTION NO. 1: ADOPTION OF THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018 OF THE COMPANY AND REPORT OF THE DIRECTORS AND AUDITORS

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	251,117	02.51
Voting by Poll	10	9,761,404	97.49
Total	18	10,012,521	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	-	-
Voting by Poll	Nil	-	-
Total	Nil	-	-

Invalid votes:

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

RESOLUTION 2: RE-APPOINTMENT OF MRS. ANUPAMA SINGH TYAGI (DIN: 01064611), DIRECTOR LIABLE TO RETIRE BY ROTATION

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	251,117	02.51
Voting by Poll	10	9,761,404	97.49
Total	18	10,012,521	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	-	-
Voting by Poll	Nil	-	-
Total	Nil	-	-

Invalid votes:

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

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 29.09.2018 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

For **Dharamveer Dabodia & Associates**
Company Secretaries

CS Dharamveer Dabodia
ACS No. 29365, CP No.: 14305

Place: Delhi
Dated: 01.10.2018