

# Apoorva Leasing Finance and Investment Company Limited

AN ISO 9001 : 2008 CERTIFIED COMPANY

Regd. Off. : 2127-28, Block-K, Gali No. 58, Naiwala, Gurudwara Road, Karol Bagh, New Delhi-110005  
CIN : L74899DL1983PLC016713 E-mail : apoorvaleasing@gmail.com  
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Date: 29th September, 2015

To,

Ahmedabad Stock Exchange Ltd  
Department of Corporate Services,  
Kamdhenu Complex, Opp, Sahajanand College,  
Panjarapole, Ambawadi, Ahmedabad – 380001.

**Sub- Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15**

Dear Sir,

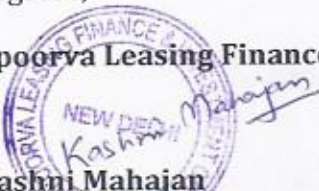
With reference to the above mentioned subject, please find enclosed herewith the Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15.

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

Thanking You,

Regards,

**Apoorva Leasing Finance and Investment Company Limited**

  
**Kashmi Mahajan**  
(Company Secretary)

M. No: A38786

Encl: a/a

**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**

**Apoorva Leasing Finance And Investment Company Limited  
2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala,  
Gurdwara Road, Karol Bagh,  
Delhi- 110005**

**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 “**APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED**” to be held on Saturday, 28<sup>th</sup> Day of September, 2015 at 11.00 A.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 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 24, September, 2015 up to 05.00 P.M. on 27 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 21<sup>st</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 **Apoorva Leasing Finance And Investment Company Limited** (Item Number 1(one) to Eight (Eight) of the Annual General Meeting of Apoorva Leasing Finance And Investment Company Limited).
3. The votes were unblocked on 28<sup>th</sup> September, 2015 around 3.00 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	13	33,98,400	33,98,400	100
E- Voting	39	69,38,500	69,38,400	100
Total	52	1,03,36,900	1,03,36,800	

(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	33,98,400	0	100
E- Voting	1	69,38,500	100	100
Total	1	1,03,36,900	100	

(iii) **Invalid** Votes

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

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

To Re-appoint a Mr. Atul Singh Tyagi (DIN: 01335008), Director of the Company, who retire by rotation and being eligible offers himself 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	13	33,98,400	33,98,400	100
E- Voting	40	69,38,500	69,38,500	100
Total	53	1,03,36,900	1,03,36,900	

(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	33,98,400	0	100
E- Voting	0	69,38,500	0	100
Total	0	1,03,36,900	0	

(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.**

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, M/s Vinod Vishal & Co., Chartered Accountants (FRN -09112N), be and is hereby appointed as auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the 37<sup>th</sup> AGM of the Company, subject to ratification at every Annual General Meeting on 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	13	33,98,400	33,98,400	100
E- Voting	34	69,38,500	69,37,900	100
Total	47	1,03,36,900	1,03,36,300	

(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	33,98,400	0	100
E- Voting	6	69,38,500	600	100
Total	6	1,03,36,900	600	

(iii) **Invalid** Votes

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

**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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, be and is hereby accorded to the appointment of Mr. Bharat Bhusan (DIN: 00538006) as Managing Director of the Company for a period of 5 years from 11th March, 2015, to 10th March, 2020, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.

(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	13	33,98,400	33,98,400	100
E- Voting	33	69,38,500	69,37,800	100
Total	46	1,03,36,900	1,03,36,200	

(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	33,98,400	0	100
E- Voting	7	69,38,500	700	100
Total	7	1,03,36,900	700	

(iii) **Invalid Votes**

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

**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	13	33,98,400	33,98,400	100
E- Voting	36	69,38,500	69,38,100	100
Total	49	1,03,36,900	1,03,36,500	

(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	33,98,400	0	100
E- Voting	4	69,38,500	400	100
Total	4	1,03,36,900	400	

(iii) **Invalid Votes**

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

**Item No. 6.**

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force, Ms. Deepali (DIN: 07171343), who was appointed as an Additional Director by the Board with effect from 01st May, 2015, who is eligible for appointment as an Non-executive Director pursuant to the Companies Act, 2013 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 Non-executive Director, be and is hereby appointed as an Non-executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.”

(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	13	33,98,400	33,98,400	100
E- Voting	35	69,38,500	69,38,000	100
Total	48	1,03,36,900	1,03,36,400	

(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	33,98,400	0	100
E- Voting	5	69,38,500	500	100



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Company Secretaries

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Total	5	1,03,36,900	500	
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(iii) **Invalid** Votes

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

**Item No. 7.**

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 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 modification(s) or any amendment or any substitution or any reenactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mrs. Roopa Devi Murolia (DIN: 00537349), who was appointed as an Additional Director by the Board with effect from 30th March, 2015, 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	13	33,98,400	33,98,400	100
E- Voting	37	69,38,500	69,38,200	100
Total	50	1,03,36,900	1,03,36,600	

(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
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Poll	0	33,98,400	0	100
E- Voting	3	69,38,500	300	100
Total	3	1,03,36,900	300	

(iii) **Invalid** Votes

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

**Item No. 8.**

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 149 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 modification(s) or any amendment or any substitution or any reenactment thereof for the time being in force and Clause 49 of the Listing Agreement, Consent of the members be and is hereby accorded to make change in designation of Mr. Deepak Verma from Non-executive Director to Non-executive Independent Director of the Company, who is eligible for Non-executive Independent Director of the Company 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 his candidature for the office of Independent Director, 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	13	33,98,400	33,98,400	100
E- Voting	40	69,38,500	69,38,500	100
Total	53	1,03,36,900	1,03,36,900	

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Company Secretaries

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(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	33,98,400	0	100
E- Voting	0	69,38,500	0	100
Total	0	1,03,36,900	0	

(i) **Invalid** Votes

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

**Thanking you,**

**Yours faithfully**

*Astik Mani Tripathi*  


**Astik Mani Tripathi**  
**CP No. 10384**  
**Place- Delhi**  
**Date- 28<sup>th</sup> September, 2015**

Astik Tripathi & Associates  
Company Secretaries

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9278925514, Tel.: 011-27122592: E-mail: [tripathiaстик@gmail.com](mailto:tripathiaстик@gmail.com)