

**36<sup>th</sup> ANNUAL GENERAL MEETING (AGM) HELD ON 7<sup>th</sup> AUGUST, 2019****Declaration of Results of Remote e-voting and Poll**

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Gujarat Lease Financing Limited ("the Company") had provided remote e-voting facility to the members to enable them to cast their votes electronically on the resolutions proposed in the Notice of 36<sup>th</sup> AGM. The remote e-voting was open from 9:00 am on Saturday, 3<sup>rd</sup> August, 2019 up to 5:00 pm on Tuesday, 6<sup>th</sup> August, 2019.

Further, in line with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, as amended from time to time, and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands is not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 36<sup>th</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary, as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5:00 pm on 6<sup>th</sup> August, 2019 and on poll at the 36<sup>th</sup> AGM and submitted his Consolidated Report on 8<sup>th</sup> August, 2019. The Report of Scrutinizer is attached herewith.

The Consolidated Result as per the Scrutinizer's is as follows:

Sr. No	Item No.	Type of Resolution	No. of Votes in Favour	% of Votes in Favour	No. of Votes in Against	% of Votes in Against
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2019, and the reports of the Board of Directors and Statutory Auditors thereon.	Ordinary	9832079	100	0	0
2.	Re-appointment of Smt. Kavita N. Mandan (DIN: 07419972), who retired by rotation and being eligible offered herself for re-appointment.	Ordinary	9832079	100	0	0



3.	Deletion of the requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting.	Ordinary	9832079	100	0	0
4.	Approval for continuance of Directorship of Shri Surendra M. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years.	Special	9832079	100	0	0
5.	Approval for continuance of Directorship of Shri Vasant A. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years.	Special	9832079	100	0	0

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of the 36<sup>th</sup> AGM have been duly approved by the members with requisite majority.

**Date:** 8<sup>th</sup> August, 2019

**For Gujarat Lease Financing Limited**

**Place:** Ahmedabad



*S. M. Shah*

**Surendra M. Shah**  
**Chairman**  
**DIN: 00016578**



**Report of Scrutinizer on Remote e-voting Results**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014]

Date: 8<sup>th</sup> August, 2019

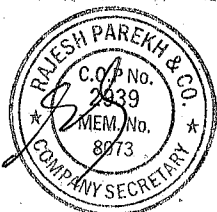
To,  
The Chairman  
Gujarat Lease Financing Limited  
6<sup>th</sup> Floor, Hasubhai Chambers,  
Opp. Town Hall, Ellisbridge  
Ahmedabad-380006

Dear Sir,

**Re: 36<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Gujarat Lease Financing Limited held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009**

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing remote e-voting process on the below mentioned resolutions proposed at the 36<sup>th</sup> AGM of the Equity Shareholders of Gujarat Lease Financing Limited (the "Company"), held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009, submit my report as under:

1. The Company had provided the remote e-voting facility through Central Depository Services (India) Limited ("CDSL") to its Members holding shares in physical or dematerialized form as on the cut-off date i.e. Saturday, 20<sup>th</sup> July, 2019 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the businesses specified in the Notice of 36<sup>th</sup> AGM.
2. In accordance with the Notice of 36<sup>th</sup> AGM sent to the shareholders, the voting through electronic means / remote e-voting was commenced on Saturday, 3<sup>rd</sup> August, 2019 at 9:00 am and ended on Tuesday, 6<sup>th</sup> August, 2019 at 5:00 pm.
3. The votes were unblocked from the remote e-voting website of the CDSL (www.evotingindia.com), in the presence of Ms. Aishwarya Parekh and Mr. Jay Surti on 7<sup>th</sup> August, 2019 at 11:41 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.



4. The result of the remote e-voting is as under:

**Resolution No. 1, Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements for the Financial year ended 31<sup>st</sup> March, 2019, and reports of the Board of Directors and the Statutory Auditors thereon

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	8030626	100

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

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

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

**Resolution No. 2, Ordinary Resolution**

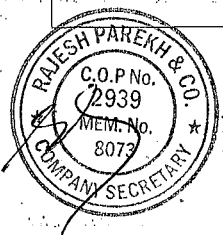
To appoint a Director in place of Ms. Kavita N. Mandan (holding DIN: 07419972) who retires by rotation and being eligible offered herself for re-appointment

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	8030626	100

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

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00



(iii) **Invalid** votes:

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

**Resolution No. 3, Ordinary Resolution**

**To delete the requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	8030626	100

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

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

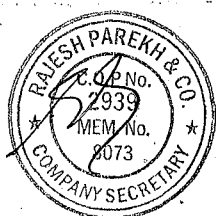
Total number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Resolution No. 4, Special Resolution**

**Approval for continuance of Directorship of Shri Surendra M. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	8030626	100



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

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

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

**Resolution No. 5, Special Resolution**

**Approval for continuance of Directorship of Shri Vasant A. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	8030626	100

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

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

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

5. 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.

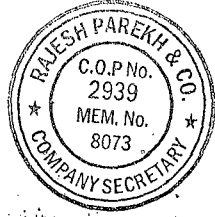
Thanking you.

Yours faithfully,

**For Rajesh Parekh & Co.  
Company Secretary**



Rajesh Parekh  
Proprietor  
Mem. No.: 8073  
C.O.P No.: 2939



**Name and Address of Witnesses of unblocking of Remote e-voting.**

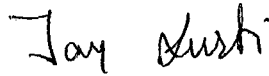
**1. Ms. Aishwarya Parekh**

C/4 Archana Park,  
President Hotel Lane,  
Navrangpura  
Ahmedabad - 380009



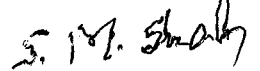
**2. Mr. Jay Surti**

R - 2, Vikram Appartment,  
Nr. Shreyas Crossing,  
Ambawadi,  
Ahmedabad - 380015





Counter Signed by



Surendra M. Shah

Chairman

(DIN : 00016578)

Gujarat Lease Financing Limited



**FORM NO. MGT-13**

**Report of Scrutinizer**

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

Date: 8<sup>th</sup> August, 2019

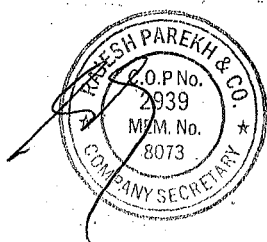
To,  
The Chairman  
Gujarat Lease Financing Limited  
6<sup>th</sup> Floor, Hasubhai Chambers,  
Opp. Town Hall, Ellisbridge  
Ahmedabad-380006

Dear Sir,

**Re: 36<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Gujarat Lease Financing Limited held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009**

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the poll taken on the below mentioned resolutions, at the 36<sup>th</sup> AGM of the Equity Shareholders of Gujarat Lease Financing Limited (the "Company"), held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agents of the Company, and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The result of the Poll is as under:





**Resolution No. 1, Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, and the reports of the Board of Directors and the Statutory Auditors thereon

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1801453	100

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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

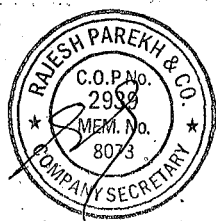
Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

**Resolution No. 2, Ordinary Resolution**

To appoint a Director in place of Ms. Kavita N. Mandan (holding DIN: 07419972) who retires by rotation and being eligible offered herself for re-appointment

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1801453	100



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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

**Resolution No. 3, Ordinary Resolution**

**To delete the requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting**

(i) Voted **in favour** of the resolution:

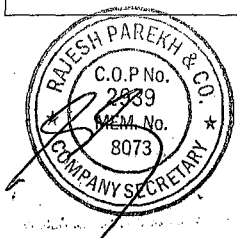
Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1801453	100

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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20



**Resolution No. 4, Special Resolution**

**Approval for continuance of Directorship of Shri Surendra M. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1801453	100

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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

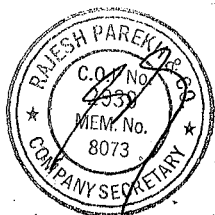
Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

**Resolution No. 5, Special Resolution**

**Approval for continuance of Directorship of Shri Vasant A. Shah as Non-Executive & Independent Director of the Company who has attained the age of more than 75 years**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1801453	100



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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

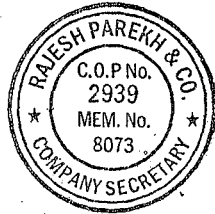
Thanking you,

Yours faithfully,

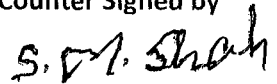
**For Rajesh Parekh & Co.  
Company Secretary**

  
Rajesh Parekh  
Proprietor

Mem. No. 8073  
C.O.P No. 2939



Counter Signed by



Surendra M. Shah  
Chairman  
(DIN: 00016578)

Gujarat Lease Financing Limited



**Consolidated Report of Scrutinizer on remote e-Voting and Poll**

[Pursuant to sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 (2)  
of the Companies (Management and Administration) Rules, 2014]

Date: 8<sup>th</sup> August, 2019

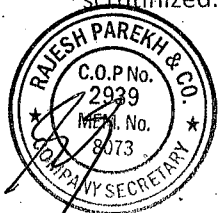
To,  
The Chairman  
Gujarat Lease Financing Limited  
6<sup>th</sup> Floor, Hasubhai Chambers,  
Opp. Town Hall, Ellisbridge,  
Ahmedabad-380006

Dear Sir,

**Ref: 36<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Gujarat Lease Financing Limited held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009**

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 36<sup>th</sup> AGM of the Equity Shareholders of Gujarat Lease Financing Limited (the "Company"), held on Wednesday, 7<sup>th</sup> August, 2019 at 10:00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009, Gujarat, submit my report as under:

1. The Company had provided the e-voting facility through Central Depository Services (India) Limited ("CDSL") to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 20<sup>th</sup> July, 2019 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the businesses specified in the Notice of 36<sup>th</sup> AGM.
2. In accordance with the Notice of 36<sup>th</sup> AGM sent to the shareholders, the voting through electronic means/remote e-voting was commenced on Saturday, 3<sup>rd</sup> August, 2019 at 9:00 am and ended on Tuesday, 6<sup>th</sup> August, 2019 at 5:00 pm.
3. The votes were unblocked from the remote e-voting website of the CDSL (www.evotingindia.com) in the presence of Ms. Aishwarya Parekh and Mr. Jay Surti on Wednesday, 7<sup>th</sup> August, 2019 at 11:41 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. MCS Share



Transfer Agent Limited, the Registrar and Transfer Agents of the Company, and the authorisations / proxies lodged with the Company.

6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The Consolidated Result of remote e-voting and the poll is as under:

**Resolution No. 1, Ordinary Resolution:**

<b>To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, and the reports of the Board of Directors and the Statutory Auditors thereon</b>			
	<b>No. of Members</b>	<b>No. of Shares</b>	<b>% of total valid votes</b>
In favour	26	9832079	100
In against	0	0	0
Invalid	2	20	-

**Resolution No. 2, Ordinary Resolution:**

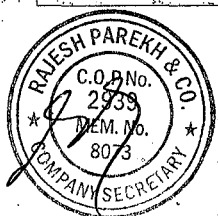
<b>To appoint a Director in place of Ms. Kavita N. Mandan (holding DIN: 07419972), who retires by rotation and being eligible offered herself for re-appointment</b>			
	<b>No. of Members</b>	<b>No. of Shares</b>	<b>% of total valid votes</b>
In favour	26	9832079	100
In against	0	0	0
Invalid	2	20	-

**Resolution No. 3, Ordinary Resolution:**

<b>To delete the requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting.</b>			
	<b>No. of Members</b>	<b>No. of Shares</b>	<b>% of total valid votes</b>
In favour	26	9832079	100
In against	0	0	0
Invalid	2	20	-

**Resolution No. 4, Special Resolution:**

<b>Approval for continuance of Directorship of Shri Surendra M. Shah as Non-Executive &amp; Independent Director of the Company who has attained the age of more than 75 years</b>			
	<b>No. of Members</b>	<b>No. of Shares</b>	<b>% of total valid votes</b>
In favour	26	9832079	100
In against	0	0	0
Invalid	2	20	-



**Resolution No. 5, Special Resolution:**

<b>Approval for continuance of Directorship of Shri Vasant A. Shah as Non-Executive &amp; Independent Director of the Company who has attained the age of more than 75 years</b>			
	<b>No. of Members</b>	<b>No. of Shares</b>	<b>% of total valid votes</b>
In favour	26	9832079	100
In against	0	0	0
Invalid	2	20	-

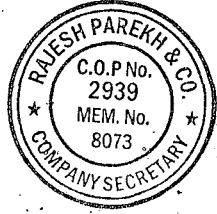
8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,  
Yours faithfully,

**For Rajesh Parekh & Co.  
Company Secretary**

  
Rajesh Parekh  
Proprietor

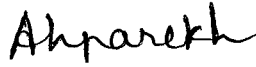
Mem. No. 8073  
C.O.P No. 2939



**Name and Address of Witnesses of unblocking of Remote e-voting**

**1. Ms. Aishwarya Parekh**

C/4 Archana Park,  
President Hotel Lane,  
Navrangpura,  
Ahmedabad -380009



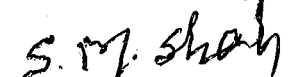
**2. Mr. Jay Surti**

R - 2, Vikram Appartment,  
Nr. Shreyas Crossing,  
Ambawadi,  
Ahmedabad - 380015





Counter Signed by



Surendra M. Shah

Chairman

DIN : 00016578

Gujarat Lease Financing Limited