

34th ANNUAL GENERAL MEETING HELD ON 27th JULY, 2017**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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 34th Annual General Meeting (AGM). The remote e-voting was open from 9.00 A.M on Monday, 24th July, 2017 up to 5.00 P.M on Wednesday, 26th July, 2017.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of show of hands was not at the general meeting where e- voting has been offered to the members. Therefore, at the 34th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary (Membership No. A8073), as a Scrutinizer for conducting remote e-voting and poll process in a fair and transparent manner. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 P.M. on 26th July, 2017 and on poll at the 34th Annual General Meeting and submitted his Consolidated Report on 27th July, 2017. The Report of Scrutinizer is attached herewith.

The Consolidated Result as per the Scrutinizer's above mentioned Report 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.	To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31 st March, 2017, and reports of the Auditors and the Board's thereon.	Ordinary	98,28,155	99.998 %	187	0.002%
2.	To appoint a Director in place of Smt. Kavita N. Mandan (holding DIN: 07419972) who retire by rotation and being eligible offers herself for re-appointment.	Ordinary	98,28,155	99.998 %	187	0.002%
3.	To Appoint M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad (FRN: 101895W) as	Ordinary	98,28,155	99.998 %	187	0.002%

	Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the 39 th AGM and to fix their remuneration.					
4.	To re-appoint Shri Harnish J. Patel (holding DIN: 00114198), as Director-in-Charge of the Company	Ordinary	98,28,155	99.998 %	187	0.002%
5.	To re-appoint Shri Vasant A. Shah (holding DIN: 00011596), as an Independent Director of the Company	Special	98,28,155	99.998 %	187	0.002%
6.	To re-appoint Shri Surendra M. Shah (holding DIN: 00016578), as an Independent Director of the Company	Special	98,28,155	99.998 %	187	0.002%

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of the 34th AGM have been duly approved by the Members with requisite majority.

Date: 28th July, 2017

Place: Ahmedabad

For Gujarat Lease Financing Limited



Vasant A. Shah

Vasant A. Shah
Chairman

PS



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
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Consolidated Report of Scrutinizer on remote e-Voting and Poll

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

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

Date: 28th July, 2017

Ref: 34th Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited held on Thursday, 27th July, 2017 at 10:25 a.m. at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the remote e-voting and poll voting on the below mentioned resolutions, at the 34th Annual General Meeting of the Equity Shareholders of Gujarat Lease Financing Limited (the "Company"), held on Thursday, 27th July, 2017 at 10:25 a.m. (scheduled time of the meeting was 10:00 a.m. but the quorum was present at 10:25 a.m. Hence proceedings of the meeting commenced 10:25 a.m.) 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 (Ind) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 14th July, 2017 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the business specified in the Notice of 34th AGM.
2. In accordance with the Notice of 34th Annual General Meeting sent to the shareholders, the voting through electronic means/remote e-voting was started at 9.00 a.m. on 24th July, 2017 and ended at 5.00 p.m. on 26th July, 2017.



3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) in the presence of Ms. Priya Lohia and Ms. Nikita Jain on Tuesday, 27th July, 2017 at 12:19 p.m., 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 Consolidated Result of remote e-voting and the poll is as under:

Resolution No. 1.

Ordinary Resolution

To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2017, and reports of the Auditors and the Board's thereon.

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-

Resolution No. 2.

Ordinary Resolution

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

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-



Resolution No. 3.

Ordinary Resolution

To Appoint M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad (FRN: 101895W) as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the 39th AGM and to fix their remuneration.

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-

Resolution No. 4.

Ordinary Resolution

To re-appoint Shri Harnish J. Patel (holding DIN: 00114198), as Director-in-Charge of the Company

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-

Resolution No. 5.

Special Resolution

To re-appoint Shri Vasant A. Shah (holding DIN: 00011596), as an Independent Director of the Company.

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-

Resolution No. 6.

Special Resolution

To re-appoint Shri Surendra M. Shah (holding DIN: 00016578), as an Independent Director of the Company

	No. of Votes	No. of Shares	% of total valid voting
In favour	34	98,28,155	99.998%
In against	1	187	0.002%
Invalid	-	-	-



4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR"/ "AGAINST" for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Chairman.

Thanking you,

Yours faithfully,

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


Rajesh Parekh

Proprietor

Mem. No. 8073

C.O.P No. 2939



Counter Signed by





Vasant A. Shah
Chairman

Gujarat Lease Financing Limited