

P. S. DUA & ASSOCIATES  
COMPANY SECRETARIES

5SF, SantIsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

Consolidated Report of Scrutinizer

To

The Chairman  
OSWAL LEASING LIMITED  
105 Ashoka Estate  
24, Barakhamba Road,  
New Delhi-110001.  
CIN: L65910DL1983PLC016036

Sub: Consolidated Scrutinizer Report on remote e-voting carried out during 27<sup>th</sup> September, 2015 (9:00 A.M.) to 29<sup>th</sup> September, 2015 (5:00 P.M.) and Poll conducted at the 31<sup>st</sup> Annual General Meeting of Oswal Leasing Limited held on 30<sup>th</sup> September, 2015.

Sir,

We, M/s P.S. Dua & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Oswal Leasing Limited (CIN: L65910DL1983PLC016036) vide Board Resolution for the remote e-voting held on 27<sup>th</sup> September, 2015 (9:00 A.M.) to 29<sup>th</sup> September, 2015 (5:00 P.M.) and the Chairman of the 31<sup>st</sup> Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll conducted at the 31<sup>st</sup> AGM of the Company on the September 30<sup>th</sup>, 2015.

We submit our report as under:

1. The Company engaged the services of Central Depository Services India Ltd. (CDSL) to offer the remote e-voting facility to the shareholders. The remote e-voting facility was offered and kept open by the company to its shareholders for the period commencing on 27<sup>th</sup> September, 2015 (at 9:00 A.M) and ending on 29<sup>th</sup> September, 2015 (at 5:00 P.M). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 23<sup>rd</sup> September 2015 (the Cut Off date) were allowed to participate and vote electronically during the aforesaid period of remote e-voting.



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2. The compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company is the responsibility of the management of the Company. My responsibility as a scrutinizer is to ensure that voting process both through electronic means and by use of ballots at the meeting are conducted in a 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 reports generated from the electronic voting system and report generated for voting by use of ballots at the meeting.
3. We have rendered scrutinizer's report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of voting is as under:

**A. Resolution 1:- Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%





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**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.

**B. Resolution 2:- Ordinary Resolution**

To appoint a Director in place of SHRI KAMAL OSWAL (DIN: 00493213), who retires by rotation and being eligible, offers himself for re-appointment.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%

**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil



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**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.

**C. Resolution 3:- Ordinary Resolution**

To appoint Statutory Auditor to hold office up to the conclusion of next Annual General Meeting and to fix their remuneration.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%

**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50





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As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.

**D. Resolution 4:- Ordinary Resolution**

To Appoint Sh. Navdeep Sharma (DIN: 00454285) as Independent Director of the Company.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%

**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.



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**E. Resolution 5:- Ordinary Resolution**

To Appoint Sh. Vijay Gupta (DIN: 00506399) as an Independent Director of the Company.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%

**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.

**F. Resolution 6:- Ordinary Resolution**

To Appoint Smt. Monica Oswal(DIN: 00566052) as a Director of the Company, liable to retire by rotation.

**(I) Voted in Favour of the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
35	131798	100%



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**(II) Voted against the Resolution:**

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(III) Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of Votes cast by them
1	50

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 31<sup>st</sup> AGM has been passed as an ordinary resolution by the members.

5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

For P.S. Dua & Associates



[P.S. Dua]

FCS No: - 4552

CP No: - 3934

Date: - 30.09.2015

Place: - New Delhi

Counter Signed By



(Vijay Gupta)

(DIN: 00506399)

Chairman of Meeting (AGM)