

Madan Gopal Jindal
Company Secretary in Practice

**M.G.JINDAL AND ASSOCIATES,
COMPANY SECRETARIES**
Office: SCO 7-8, 4th Floor, Jandu Tower,
Miller Ganj, G.T. Road, Ludhiana, Punjab -
141003

**SCRUTINIZER'S REPORT – COMBINED
(ON E-VOTING & POLL)**

The Chairman,
of the 32nd Annual General Meeting of the members of
the Oswal Leasing Limited
held on 30th September, 2016
at The Constantia Hall, YWCA of Delhi,
Ashoka Road, New Delhi - 110001


Dear Sir,

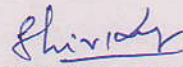
1. I, Madan Gopal Jindal, Practicing Company Secretary, was appointed as scrutinizer by:
 - a) The Board of Directors of M/s Oswal Leasing Limited for the purpose of scrutinizing the e-voting process held between 27.09.2016 (9:00 am) to 29.09.2016 (5:00 pm) in fair and transparent manner as per the provision of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, and
 - b) The Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of 32nd Annual General Meeting of the members of the Company, held on 30th September, 2016 at 11.00 a.m. at The Constantia Hall, YWCA of Delhi, Ashoka Road, New Delhi – 110001.
2. The management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and rules made thereunder, relating to e-voting and poll on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll is restricted to make a Scrutinizer Report of the votes cast "In favor" or "against" the resolutions contained in the notice to the 32nd Annual General Meeting (AGM), based on the report generated from e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the authorized agency to provide e-voting facilities, engage by the Company and also at the time of poll based on the records provided by the Registrar and Transfer Agents of M/s Oswal Leasing Limited at the AGM.
3. In accordance with the notice of the 32nd Annual General Meeting send to members and in terms of Advertisement published as per rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 07.09.2016 in the The Pioneer (English) and Pioneer (translated in Hindi), e-voting period remained open from 9.00 a.m. on 27.09.2016 and ends on 5.00 p.m. on 29.09.2016.
4. The members of the Company as on the "cut off" dated i.e. 23.09.2016 were entitled to vote on resolutions (item no. 1 to 3 as set out in the notice of the Annual General Meeting).

The combined report of the Scrutinizer on e-voting and voting by members of Oswal Leasing Limited at its 32nd AGM



5. To ensure that the members who have already voted through e-voting process, do not vote again at the AGM, the details of the members who have casted their vote through e-voting process were obtained after the closing of the e-voting process from CDSL but not the manner in which they have voted. Considering the same, the Company issued ballot papers to the members present at AGM, who have not voted through e-voting only.
6. At the AGM, 1 (one) empty ballot box was locked by me in presence of all the members present. The votes were duly cast by the members. After the conclusion of the AGM, the locked ballot box was opened by me in presence of i.e. Sh. Manish Aggarwal and Sh. Shiv Kumar Rai, who are not in the employment of the Company. The poll papers were reconciled with the record maintained by the Registrar of Transfer agents of the Company and the authorization, proxies lodged with the Company.
7. Also, the votes cast through e-voting process were unblocked on 30.09.2015 in the presence of two witnesses i.e. Sh. Manish Aggarwal and Sh. Shiv Kumar Rai, who are not in employment of the Company. Thereafter, the detail containing *inter alia*, list of equity shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Ltd. They have put their signatures in confirmation of their presence at the time of unblocking of votes and opening of ballot box.


(Manish Aggarwal)


(Shiv Kumar Rai)

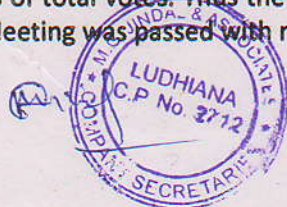
8. I have issued separate Scrutinizer Report dated 30.09.2016 on e-voting and on poll dated 30.09.2016 on the resolutions contained in the notice to the AGM. As requested by the management submit herewith my combined report on the results of e-voting together with that of poll as under:

ITEM NO. 1:

Ordinary Resolution to receive, consider and adopt of the Financial Statements of the Company for the year ended 31st March, 2016 including Audited Balance Sheet as at 31st March, 2016 and statement of Profit and Loss Account for the year ended on that date together with report of Directors and Auditors thereon.

| Particulars | No. of members voted | | | No. of Votes cast in | | | Percentage |
|-------------|----------------------|------|-------|----------------------|--------|--------|------------|
| | E-vote | Poll | Total | E-vote | Poll | Total | |
| Assent | 3 | 34 | 37 | 450 | 131598 | 132048 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Invalid | - | 1 | 1 | - | 50 | 50 | - |
| Abstain | - | 3 | 3 | - | - | - | - |
| Total | 3 | 38 | 41 | 450 | 131648 | 132098 | 100.00 |

Accordingly out of 132098 votes, 132048 votes were cast Assenting to the ordinary resolution constituting 100% of total votes. Thus the ordinary resolution as contained in item no.1 of the Notice of Annual General Meeting was passed with requisite majority.



The combined report of the Scrutinizer on e-voting and voting by members of Oswal Leasing Limited at its 32nd AGM

ITEM NO. 2:

Ordinary Resolution to re-appoint Sh. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible, offer himself for re-appointment.

| Particulars | No. of members voted | | | No. of Votes cast in | | | Percentage |
|-------------|----------------------|------|-------|----------------------|--------|--------|------------|
| | E-vote | Poll | Total | E-vote | Poll | Total | |
| Assent | 3 | 34 | 37 | 450 | 131598 | 132048 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Invalid | - | 1 | 1 | - | 50 | 50 | - |
| Abstain | - | 3 | 3 | - | - | - | - |
| Total | 3 | 38 | 41 | 450 | 131648 | 132098 | 100.00 |

Accordingly out of 132098 votes, 132048 votes were cast Assenting to the ordinary resolution constituting 100% of total votes. Thus the ordinary resolution as contained in item no.1 of the Notice of Annual General Meeting was passed with requisite majority.

ITEM NO. 3:

Ordinary Resolution to re-appoint M/s Raj Gupta & Co., Chartered Accountants, Ludhiana (Firm Registration No. 000203N), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the company, at such remuneration plus service tax and out- of- pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

| Particulars | No. of members voted | | | No. of Votes cast in | | | Percentage |
|-------------|----------------------|------|-------|----------------------|--------|--------|------------|
| | E-vote | Poll | Total | E-vote | Poll | Total | |
| Assent | 3 | 34 | 37 | 450 | 131598 | 132048 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Invalid | - | 1 | 1 | - | 50 | 50 | - |
| Abstain | - | 3 | 3 | - | - | - | - |
| Total | 3 | 38 | 41 | 450 | 131648 | 132098 | 100.00 |

Accordingly out of 132098 votes, 132048 votes were cast Assenting to the ordinary resolution constituting 100% of total votes. Thus the ordinary resolution as contained in item no.1 of the Notice of Annual General Meeting was passed with requisite majority.

All the relevant records of the electronic voting and poll papers will remain in my safe custody until the chairman consider, approve and sign the minutes of the 32nd Annual General Meeting and same will be handed over thereafter to the Chairman for safe keeping.

Thanking you,
Yours sincerely,


(MADAN GOPAL JINDAL)
Company Secretary in Practice
FCS No. 2725
C.P. No. 2712
Place: New Delhi
Date: 30.09.2016



The combined report of the Scrutinizer on e-voting and voting by members of Oswal Leasing Limited at its 32nd AGM