

O/c

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SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Off. : 22, RAJINDRA PARK, NEW DELHI - 110060
E-mail : shriniwas.limited@gmail.com, Website : www.shriniwasleasingfinance.com
CIN : L65993DL1984PLC019141

Date: 11th September, 2015

To,

Department of Corporate Services
Bombay Stock Exchange Limited,
P. J. Towers, Dalal Street,
Mumbai- 400001

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,

For Shri Niwas Leasing & Finance Limited

Company Secretary

Upendra Mani Tripathi
M. No.: A36339

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
Shri Niwas Leasing And Finance Limited
22, Rajindra Park,
New Delhi-110060

Sir,

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 31st Annual General Meeting of the Shareholders of “**Shri Niwas Leasing And Finance Limited**” to be held on Tuesday, 08th September, 2015 at 09.30 A.M. at 16/121-122, Jain Bhawan, Faiz Road, First Floor, Karol Bagh, 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 04, September, 2015 up to 05.00 P.M. on 07 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 08th August, 2015 who were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the Annual General Meeting of **Shri Niwas Leasing And Finance Limited** (Item Number 1(one) to 5 (Five) of the Annual General Meeting of Shri Niwas Leasing And Finance Limited).
3. The votes were unblocked on 09th September, 2015 around 4.00 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, 2014 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	21	3,52,186	3,52,186	100
E- Voting	40	11,57,102	11,53,102	100
Total	61	15,09,288	15,05,288	

(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	3,52,186	0	100
E- Voting	2	11,57,102	4000	100
Total	2	15,09,288	4000	

(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 appoint a Director in place of Ms. Babita Jain, who retire by rotation and being eligible offers himself for re-appointment

(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	21	3,52,186	3,52,186	100
E- Voting	39	10,79,402	10,75,402	100
Total	60	14,31,588	14,27,588	

(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	3,52,186	0	100
E- Voting	2	10,79,402	4000	100
Total	2	14,31,588	4000	

(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 Sanjeev gaurav & Associates, Chartered Accountants (Firm Registration No. 017483C), be and is hereby appointed as auditors of the Company in Place of Mr. Sumit Arora, Chartered Accountants to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the 36th AGM of the Company, at such remuneration plus service tax, out- of pocket, travelling and living expenses, etc., 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	21	3,52,186	3,52,186	100
E- Voting	40	11,57,102	11,53,102	100
Total	61	15,09,288	15,05,288	

(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	3,52,186	0	100
E- Voting	2	11,57,102	4000	100
Total	2	15,09,288	4000	

(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 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 modifications or any amendment or any substitution or any re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Anil (DIN:07041162), who was appointed as an Additional Director by the Board with effect from 15th December, 2014, 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 his 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	21	3,52,186	3,52,186	100
E- Voting	40	11,57,102	11,53,102	100
Total	61	15,09,288	15,05,288	

(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	3,52,186	0	100
E- Voting	2	11,57,102	4000	100
Total	2	15,09,288	4000	

(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	21	3,52,186	3,52,186	100
E- Voting	40	11,57,102	11,53,102	100
Total	61	15,09,288	15,05,288	

(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	3,52,186	0	100
E- Voting	2	11,57,102	4000	100
Total	2	15,09,288	4000	

(iii) **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- 10th September, 2015