

REPORT OF SCRUTINIZER

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

To,

The Chairman of 32nd Annual General Meeting (AGM) of the Equity Shareholders of M/s. **VOLTAIRE LEASING & FINANCE LIMITED** held on 29th September, 2016 at 11.00 a.m at 805, 8th Floor, 214- Raheja Centre Free Press Journal Marg, Nariman Point Mumbai City MH 400021

Ref: 32nd Annual General Meeting of the Shareholders of M/s. **VOLTAIRE LEASING & FINANCE LIMITED** held on Tuesday, 29th September, 2016 at Mumbai.

Dear Sir,

I, **Pawan Gattani**, Practicing Chartered Accountants, was appointed by the Board of Directors of **VOLTAIRE LEASING & FINANCE LIMITED** as Scrutinizer vide resolution dated 28th May, 2016 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions, at the 3rd Annual General Meeting of the Shareholders of M/s. **VOLTAIRE LEASING & FINANCE LIMITED**, and submit our report as under:

The Compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and voting by using ballots by shareholders on the resolution proposed in the notice of the 32nd Annual General Meeting of the company is the responsibility of the Management. My responsibility as a Scrutinizers is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in fair and transparent manner and render consolidated scrutinizer's report of the total vote caste or against, if any to the chairman on the resolutions, based on the report generated from the electronic voting system provided by CDSL an voting through ballot paper conducted at AGM.

1. The remote e-voting period remained open from Monday, September 26, 2016 at 9.00 a. m. to Wednesday, September 28, 2016 at 5.00 p. m both days inclusive.
2. The shareholders holding shares as on "cut off" date, i.e 22nd September, 2016, were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of CDSL.
4. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by us.
5. The locked ballot box was subsequently opened by us in the presence of two witnesses, Mr. Gaurav Mody and Gautam Bose who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.
6. We did not find any poll paper which was incomplete, invalid and/or defective.
7. The Consolidated result of the Ballot held at the aforesaid 32nd Annual General Meeting as well as remote e-voting are as under:



Resolution 1:

- a. Adoption of Directors Report and Audited Statement of Accounts for the year ended March 31, 2016

- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	0
Ballot	6	41461	100
Total	6	41461	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

- (iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

Resolution 2:

Ratification of Appointment of M/s. Maheshwari and Co. Chartered Accountants, as Auditors and to fix their remuneration.

- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	0
Ballot	6	41461	100
Total	6	41461	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

- (iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
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E-voting	0	0	--
Ballot	0	0	--
Total	0	0	-

Resolution 3:

Appointment of Mr. Samir Baid as a Non Executive Director of the Company

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	0
Ballot	6	41461	100
Total	6	41461	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	-

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	-

8. All the resolutions mentioned in the AGM Notice dated 28th May, 2016 as per the details above stand passed under voting conducted at the AGM by way of Ballot with requisite majority and hence deemed to have been passed on the date of AGM.

The ballot papers and other relevant records relating to evoting and physical voting is under my safe custody and will be handed over to the company secretary of the company for safe keeping, after the chairman signs the minutes of the 32nd Annual General Meeting.

Thanking you,
Yours Sincerely

For Maheshwari and Co.
Chartered Accountants
(Registration Number - 105834W)

Pawan Gattani
Partner
Membership No.144734

Place: Mumbai
Dated: September 30, 2016.

