

SCRUTINIZER'S REPORT

To,
The Chairman,
SUN FINLEASE (GUJARAT) LIMITED
3, Ravipushp Apartment,
B/s. Navneet House, Memnagar,
Ahmedabad - 380052.

Dear Sir,

Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 28th Annual General Meeting of M/s. Sun Finlease (Gujarat) Limited held on Thursday, the 29th day of September, 2016 at 11.00 a.m at 3, Ravipushp Apartment, B/s. Navneet house, Memnagar, Ahmedabad-380052.

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Sun Finlease (Gujarat) Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 28th Annual General Meeting (AGM) of the members of the Company, held on Thursday, the 29th day of September, 2016 at 11.00 a.m. at 3, Ravipushp Apartment, B/s Navneet House, Memnagar, Ahmedabad-380052.

The Notice dated 4th September, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 28th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

E-Voting:

- (i) The e-voting period remained open from Monday, 26th September, 2016 (9:00 a.m.) to Wednesday, 28th September, 2016 (5:00 p.m.).



Ravi Kapoor

- (ii) The members of the Company as on the "cut-off" date i.e. 22nd September, 2016 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 28th Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Item No. 1- Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss for the year ended on 31st March, 2016 and the Report of Directors' and Auditor's thereon:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL



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Item No. 2- Ordinary Resolution

Appointment of Mr. Parag P. Shah (DIN: 00228965) as Director who retires by rotation and being eligible offers himself for reappointment:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL

Item No. 3- Ordinary Resolution

Ratify the appointment of M/s. Talati & Talati, Chartered Accountants as the Statutory Auditors of the Company for financial year 2016-17:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL



Parag P. Shah

Item No. 4- Ordinary Resolution

Appointment of Mr. Parag P. Shah (DIN: 00228965) as "Managing Director" of the Company:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL

Item No. 5- Ordinary Resolution

Appointment of Mr. Mahendar Patel (DIN: 07595767) as a Non-Executive Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL

Item No. 6- Special Resolution

Adopt a new set of Articles of Association:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	763200	2	763200	100	NIL	NIL	NIL	NIL	NIL
Poll at the AGM	684800	17	684800	100	NIL	NIL	NIL	NIL	NIL
Total	1448000	19	1448000	100	NIL	NIL	NIL	NIL	NIL

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you

Yours Faithfully,



Scrutinizer

Name: Ravi Kapoor

Practicing Company Secretary

FCS: 2587; COP: 2407

Date: 01/10/2016

Place: Ahmedabad

