

**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL
FOR LADDERUP FINANCE LIMITED**

To,

The Chairman of **Ladderup Finance Limited**
22nd Annual General Meeting of **Ladderup Finance Limited** held on
Saturday, 25th July, 2015 at Hotel Mirage, International Airport Approach
Road, Marol, Andheri (East), Mumbai - 400059 at 10.30 a.m.

Dear Sir,

Sub.: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, Priyanka Lahoti, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Ladderup Finance Limited** vide resolution dated 29th May, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and on poll at the 22nd Annual General Meeting pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 22nd Annual General Meeting of the Members of the Company.

The Notice dated 15th June, 2015 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on July 25, 2015.

The Company has availed the e-voting facility offered by the National Securities Depository Limited (NSDL) for extending the facility of e-voting to the Shareholders of the Company from Wednesday, 22nd July, 2015 9.00



a.m. to Friday, 24th July, 2015 5.00 p.m. The e-voting results were unblocked by me on July 24, 2015 at 5.15 p.m. in the presence of two witnesses.

At the 22nd AGM of the Company held on July 25, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

Further, the Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

I now submit my Report on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and Profit and Loss Account for the year ended on the date together with the report of Board of Directors' and Auditors thereon.



i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 2

Ordinary Resolution: To appoint a Director in place of Mr. Harsha Saksena (DIN: 01736469), who retires by rotation and, being eligible, offers himself for reappointment.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	12	8136382	--
Physical	15	226	--
Total	27	8136608	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 3

Ordinary Resolution: To re-appoint M/s. Khurdia Jain & Co., Chartered Accountants (Firm Registration No. 120263W), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65



Total	3	65
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Item No. 4

Ordinary Resolution: To appoint Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) as a Non-Executive Director.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 5

Special Resolution: To approve remuneration of Mr. Sunil Goyal, Managing Director of the Company.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	11	7844681	--
Physical	15	226	--
Total	26	7844907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 6

Special Resolution: To approve disinvestment/ dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7520681	--
Physical	15	226	--
Total	24	7520907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 7

Special Resolution: To approve Related Party Transactions.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7520681	--
Physical	15	226	--
Total	24	7520907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

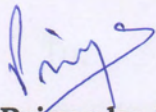
	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



The Registers, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Priyanka Lahoti
Practising Company Secretary
C. P. No. 8654

Place: Mumbai

Date: 27/07/2015

