

**FORM NO. MGT-13****SCRUTINIZER'S CONSOLIDATED REPORT**

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

To,

**The Chairman,**

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of

**Ladderup Finance Limited,**

held on Wednesday, September 28, 2016 at 10.30 A.M at Hotel Mirage International, Airport Approach  
Road, Marol, Andheri (East),  
Mumbai – 400 059.

**Dear Sir,**

I, Priyanka Lahoti, Practicing Company Secretary is appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ladderup Finance Limited held on Wednesday, September 28, 2016 at 10.30 A.M at Hotel Mirage International, Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities And Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM ] for the resolutions contained in the notice to 23<sup>rd</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means is restricted to furnish a consolidated scrutinizer's report on the votes cast 'in favour' or ' against ' the resolutions, baseds on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorised under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.

**I submit my report as under:**

1. The Company had appointed National Securities Depository Limited (NSDL) as the Service provider, for extending the facility for the remote e-voting to the Shareholders of the Company



from Sunday, 25th September, 2016 at 9:00 A.M. and closed on Tuesday, 27th September, 2016 at 5:00 P.M.

2. The voting rights were reckoned as on 21<sup>st</sup> September, 2016, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 28<sup>th</sup> September, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Abhilasha Roongta and Mr. Jay Bhatt. Both of them are not in the employment of the Company.

*Abhilasha  
Roongta*

Ms. Abhilasha Roongta

*Jay Bhatt*

Mr. Jay Bhatt

6. No poll paper was found invalid.
7. The Results of the voting are as under:

**ORDINARY BUSINESS:**

**RESOLUTION NO. 1:**

To consider and adopt:

- The audited financial statements including Consolidated financial statements of the company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors thereon;



(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	12	7,317,818	95.28
Voting by poll	11	362,578	4.72
Total	23	7,680,396	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 2:

To appoint a Director in place of Mr. Manoj Singrodia (DIN: 01501529), 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 system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	11	6,920,418	97.74
Voting by poll	10	159,978	2.26

Total	21	7,080,396	100
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(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 3:

To re-appoint Stautory Auditors and to fix their remuneration.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	12	7,317,818	95.28
Voting by poll	11	362,578	4.72
Total	23	7,680,396	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or	Number of votes casted (Shares)	% total number of valid votes cast



	by proxy)		
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

SPECIAL BUSINESS :

RESOLUTION NO. 4:

Appointment of Mr. Thallapaka Venkateswara Rao as Non-Executive Independent Director:

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	12	7,317,818	95.28
Voting by poll	11	362,578	4.72
Total	23	7,680,396	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0



(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 5:

Approval for increase in remuneration of Mr. Sunil Goyal, Managing Director of the Company:

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	10	6,786,818	94.93
Voting by poll	11	362,578	5.07
Total	23	7,149,396	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)*	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



8. The poll papers and other relevant records were sealed and handed over to Director authorized by the Board for safe keeping.
9. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as **Annexure 1** to this report.

**Thanking You,**

**Yours Faithfully,**



**Priyanka Lahoti**  
**Practising Company Secretary**

**Place: Mumbai**  
**Date: 30/09/2016**



**Annexure – 1**

**Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 5 of the notice of the 23<sup>rd</sup> Annual General Meeting of “LADDERUP FINANCE LIMITED” held on Wednesday, September 28, 2016 at 10.30 A.M:-**

Resol ution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E- voting	Poll	Total	Remote E- voting	Poll	Total	%	Remot e E- voting	Poll	Total	%
1	7,317,818	362,578	7,680,396	7,317,818	362,578	7,680,396	100	0	0	0	0
2	6,920,418	159,978	7,080,396	6,920,418	159,978	7,080,396	100	0	0	0	0
3	7,317,818	362,578	7,680,396	7,317,818	362,578	7,680,396	100	0	0	0	0
4	7,317,818	362,578	7,680,396	7,317,818	362,578	7,680,396	100	0	0	0	0
5	6,786,818	362,578	7,149,396	6,786,818	362,578	7,149,396	100	0	0	0	0

**Thanking You,  
Yours Faithfully,**



**Priyanka Lahoti  
Practising Company Secretary**

**Place: Mumbai  
Date: 30/09/2016**

