

To,  
The Chairman  
Yellow Valley Leasing and Finance Limited  
3<sup>rd</sup> Floor, Gopala Tower, 25  
Rajendra Place, New Delhi  
Pin: 110008

Date: 01/10/2015

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, 2015 and the physical ballot forms received from the shareholders who do have access to e-voting.**

I, **Anant Kumar Mishra**, partner of **M/S Anant & Co, Chartered Accountants**, had been appointed as the scrutinizer by the Board of Directors of Yellow Valley Leasing and Finance Limited vide resolution pursuant to section 108 of the Companies Act, 2013, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholder in respect of the below mentioned resolution to be passed at the 31<sup>st</sup> Annual General Meeting of the company to be held on 30<sup>th</sup> September, 2015.

The notice dated 12<sup>th</sup> August, 2015 Convening Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the act where sent to the shareholder in respect of the below mentioned resolution to be passed at the said AGM of the company to be held in 30<sup>th</sup> September, 2015.

The company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholder of the company. The company has also providing voting by physical ballot papers to the members who do not have access to e-voting facility.

The share holder of the company holding share as on "the cut-off "date 23<sup>rd</sup> Sep, 2015, were entitled to vote on the proposed resolution as set out at item nos.1 to 7 in the notice of the 31<sup>st</sup>AGM of Yellow Valley Leasing and Finance Limited.

The voting period for e-voting commenced on Sunday, 27<sup>th</sup> September, 2015 at 9:00 AM and ended on Wednesday, 29<sup>th</sup> September, 2015 5:00 PM and the NSDL e-voting platform was blocked thereafter and the voted cast under e-voting facility were then unblocked in the presence of the two witness who were not in the employment of the company. Votes cast through physical ballot forms received upto 30<sup>th</sup> September, 2015 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the date downloaded from the National Securities Depositories Limited (NSDL), e-voting system and the ballot forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical modes in respect of the said resolution.



**1. Resolution no.1:-**

Adoption of audited Balance sheet of company as at 31<sup>th</sup> march, 2015, profit and loss account and cash flow statement for the year ended on that dated and the director's and auditor's report thereon.

**a. Voted in favourof the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	8	185300	100%
<b>Total</b>	<b>8</b>	<b>185300</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.2:-**

Appoint a Director in place of Mr. P M Alexander, (DIN:00050022) who retires by rotation and being eligible offers himself for reappointment

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	
Physical	8	185300	100%
<b>Total</b>	<b>8</b>	<b>185300</b>	<b>100%</b>



**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.3:-**

Appointment of M/S Mamraj & Co Chartered Accountants(FRN 0007536N), New Delhi as statutory auditor of the company.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	
Physical	8	185300	100%
<b>Total</b>	<b>8</b>	<b>185300</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**Resolution no.4:-**

Appointment of an additional director MrVasudevan (DIN: 07192492).

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	
Physical	8	185300	100%
<b>Total</b>	<b>8</b>	<b>185300</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.5:-**

Appointment of an independent director MrArun Kumar Sinha (DIN:0092558).

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	
Physical	8	185300	100%
<b>Total</b>	<b>8</b>	<b>185300</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>



**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our custody until the chairman considers, approves and signs the minutes aforesaid Annual General Meeting and the same are handed over to the company secretary for safe custody.

Thanking You,  
Yours Faithfully

**For Anant & Co**

Firm Registration No.: 024845N

Chartered Accountants

  
per Anant Kumar Mishra  
Partner.

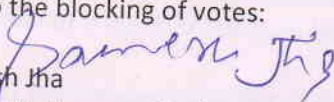
Membership No.: 519542




**Place: New Delhi**

**Date: 1<sup>st</sup> Oct 2015**

Witnesses to the blocking of votes:

  
1. Ramesh Jha  
S/O Nasib Narayan Singh  
Add: Laxmi Nagar, Delhi 110092

  
1. Suraj Narayan Das  
S/O :Mangal Narayan Das  
1/38, Laxmi Nagar,  
Delhi 110092