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INOX LEASING AND FINANCE LIMITED

REGD. OFFICE : 69, JOLLY MAKER CHAMBERS II, NARIMAN POINT, MUMBAI - 400 021

CIN: U65910MH1995PLC085703 . E-mail: info@ilfl.co.in . www.ilfl.co.in

ILFL/VS

September 30, 2016

Central Depository Services India Limited
e-Voting Division,
16th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.



Dear Sir,

Sub: Declaration of Voting results in respect of Resolutions passed at the 21st Annual General Meeting of the company held on 30th September, 2016.

Re: **EVSN No. 160818005.**

We would like to inform you that the 21st Annual General Meeting (AGM) of the Company was held on 30th September, 2016 at Ceejay House, 7th Floor, Dr. Annie Besant Road, Mumbai - 400018 wherein the Company had conducted poll on all the Resolutions from Item Nos. 1 to 6 of the Notice of the AGM.

The voting results of the Poll conducted at the AGM and the E voting opted by the Members on all the Resolutions from Item No. 1 to 6 of the Notice, based on the report submitted by P. Naithani & Associates , Practicing Company Secretaries, Mumbai who were Scrutinizers, to the Chairman of the AGM, is enclosed.

The voting results are also being placed on the website of the Company.

Thanking You,

Yours faithfully,
For Inox Leasing and Finance Limited

Vijay Saxena
Company Secretary





P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

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SCRUTINIZER'S REPORT ON REMOTE E-VOTING

To

The Chairman,
Inox Leasing & Finance Limited,
69, Jolly Maker Chambers 2,
Nariman Point,
Mumbai - 400021.

Dear Sir,

Sub: Report on Remote E-Voting carried out during 27th September, 2016 (09.00 am) to 29th September, 2016 (05.00 pm) for Annual General Meeting (AGM) of Inox Leasing & Finance Limited held on 30th September, 2016.

I, Prasen Naithani, in the capacity of the Scrutinizer, furnish the report as under:

1. The Company engaged the services of Central Depository Services of India Limited (CDSL) (hereinafter referred to as the "Service Provider") to offer the Remote e-voting facility to its shareholders. The Remote e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 27th September, 2016 (09.00 am) and ending on 29th September, 2016 (05.00 pm). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 20st September, 2016 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of remote e-voting. On 30th September, 2016, the votes cast through Remote e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of Ms. Pramila Gawde and Ms.Kavita Thombare who were present as witnesses.



2. At the 21st AGM of the Company held on Friday the 30th September, 2016, at 10:00 A.M. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018, Poll was conducted for Items of Business mentioned in the Notice. The members present at the meeting, who had not cast their votes through e-voting facility, voted through ballot paper.
3. All the resolutions were passed with requisite majority. I am herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through Remote E-voting of the resolutions and Ballot Papers.

CONSOLIDATED REPORT

Sr. No. Resolution	Particulars Of Resolution	Method Of Voting	Votes in favour of Resolution		Votes against Resolution		Invalid Votes
			No.	%	No.	%	
1	(a) Adoption of Audited Standalone Financial Statement of the Company for the year ended 31 st March, 2016, report of Board of Directors & Auditors thereon.	e-voting	9746445	100	-	-	-
		Poll	300	100	-	-	-
		Total	9746745	100	-	-	-
2	Confirmation of Interim Dividend paid on Equity shares – Ordinary Resolution	e-voting	9746445	100	-	-	-
		Poll	300	100	-	-	-
		Total	9746745	100	-	-	-
3	Re-appointment of Shri V.K. Jain (DIN: 00029968), who	e-voting	3791930	100	-	-	-

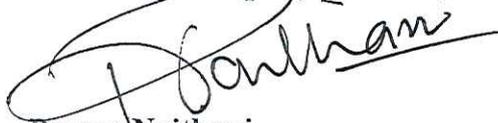


	retires by rotation and being eligible offer himself for reappointment – Ordinary Resolution	Poll	300	100	-	-	-
		Total	3792230	100	-	-	-
4	Ratify the Appointment of M/s. S. C. Bandi & Co. Chartered Accountants as Statutory Auditors upto the conclusion of the 22 nd AGM & to fix their remuneration – Ordinary Resolution	e-voting	9746445	100	-	-	-
		Poll	300	100	-	-	-
		Total	9746745	100	-	-	-
5	Re-appointment of Shri Pavan Kumar Jain (DIN: 00030098) as Managing Director of the Company for a period of five years commencing from 1st October, 2016 – Ordinary Resolution	e-voting	3622007	100	-	-	-
		Poll	300	100	-	-	-
		Total	3622307	100	-	-	-
6	Amendment and substitution of Article 45 of Articles of Association of Company – Special Resolution	e-voting	9746445	100	-	-	-
		Poll	300	100	-	-	-
		Total	9746745	100	-	-	-

From the above report, I state that all the resolutions stand passed under the Remote e-voting with requisite majority.

The register and all other papers and relevant records relating to Remote e-voting are handed over to the Company Secretary.

For P.Naithani & Associates,
Practicing Company Secretary



Prasen Naithani

Proprietor

CP : 3389FCS :3830



Place : Mumbai

Date : 30th September 2016