

# SINGH HARDEV & ASSOCIATES

## Company Secretaries

CS

101, Plot No. 6, LSC,  
Vardhman Rajdhani Plaza  
New Rajdhani Enclave Delhi-110092

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Tel. : 011-43071864  
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To  
The Chairman  
Aravali Securities & Finance Ltd.  
Institutional Area, Plot no. 39, Sector 44,  
Gurgaon-122003, Haryana

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Tuesday, September 30, 2014 at 11:00 A.M.

Please find enclosed, my Report of the Scrutinizer on e-Voting.

Our Report on e-Voting is based on the data downloaded from e-Voting platform provided by National Depository Limited (NSDL) and our Report on Voting on the Poll is based on the data provided/ authenticated by your Registrar and Share Transfer Agent.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

Thanking you

(Hardev Singh)

Practicing Company Secretary

CP.3317

Date: 27<sup>th</sup> September, 2014

Place: Delhi



## REPORT OF THE SCRUTINIZER ON E-VOTING

Report to the Chairman of the Board of Directors of Aravali Securities & Finance Ltd., a Company incorporated under the Companies Act, 1956 and having its registered office at Institutional Area, Plot no. 39, Sector 44, Gurgaon-122003, Haryana (hereinafter referred to as 'the Company') on the E-voting conducted by the Company to pass the items on the agenda as contained in the Notice dated 30<sup>th</sup> August, 2014.

1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 13<sup>th</sup> August, 2014 to the e-voting process for passing the items on the agenda as contained in the Notice dated 30<sup>th</sup> August, 2014.
2. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 22<sup>nd</sup> August, 2014, the cut-off date for the purpose of e-voting, the Company completed dispatch of the Notice of e-voting:
  - by e-mail to 1,526 members who had registered their email IDs with the Company on 4<sup>th</sup> September, 2014; and
  - by Courier to 14,846 members in physical form on 4<sup>th</sup> September, 2014.
3. In terms of the aforesaid Notice, e-voting was open for three days from 9:00 A.M. on Tuesday, 23<sup>rd</sup> September, 2014 to 6:00 P.M. on Thursday, 25<sup>th</sup> September, 2014 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/ Special Resolutions, on e-voting platform provided by National Securities Depository Limited (NSDL).
4. As required in the Rules, I unlocked the e-voting on the platform provided by NSDL after the completion of the e-voting process at 6:05 P.M. on Thursday, 25<sup>th</sup> September, 2014 in the presence of Mr. Ashish Kila and Mr. Prem Prakash, shareholders of the Company.
5. Based on the results made available to me, 9 members have cast their votes on the e-voting platform and I have annexed with this Report, the details and analysis of the e-voting results for each of the nine agenda items contained in the said Notice.

Date: 27<sup>th</sup> September, 2014

Place: Delhi

  
(Hardley Singh)

Practicing Company Secretary  
CP-3317



Agenda Item No.	1
Subject	Adoption of Financial Statements , Directors' Report and Auditors' Report for the year 2013-14
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	9	61,49,060	100.00
Dissent	0	0	0.00
Total	9	61,49,060	100.00

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		

Agenda Item No.	2
Subject	Appointment of Director retiring by rotation- Mr. Devashish Poddar
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	8	61,47,064	99.97
Dissent	1	1,996	0.03
Total	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		



Agenda Item No.	3
Subject	Re-appointment of Statutory Auditors-M/s Salarpuria & Partners, Chartered Accountants
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
<b>Assent</b>	8	61,47,064	99.97
<b>Dissent</b>	1	1,996	0.03
<b>Total</b>	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		

Agenda Item No.	4
Subject	Appointment of Mr. R. A. Kila as an Independent Director
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
<b>Assent</b>	8	61,47,064	99.97
<b>Dissent</b>	1	1,996	0.03
<b>Total</b>	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		





Agenda Item No.	5
Subject	Appointment of Mr. Naresh Birla as an Independent Director
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
<b>Assent</b>	8	61,47,064	99.97
<b>Dissent</b>	1	1,996	0.03
<b>Total</b>	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
<b>NIL</b>		

Agenda Item No.	6
Subject	Appointment of Mr. Ashok Kumar Sharma as an Independent Director
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
<b>Assent</b>	8	61,47,064	99.97
<b>Dissent</b>	1	1,996	0.03
<b>Total</b>	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
<b>NIL</b>		



Agenda Item No.	7
Subject	Appointment of Mrs. Malvika Poddar as Director of the Company
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	8	61,47,064	99.97
Dissent	1	1,996	0.03
Total	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		

Agenda Item No.	8
Subject	To fix the limit of borrowing of the Company
Type of Resolution	Special

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	8	61,47,064	99.97
Dissent	1	1,996	0.03
Total	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		



Agenda Item No.	9
Subject	Approval and adoption of new Articles of Association of the Company
Type of Resolution	Special

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
<b>Assent</b>	8	61,47,064	99.97
<b>Dissent</b>	1	1,996	0.03
<b>Total</b>	9	61,49,060	100

Details of invalid e-Votes for the said item are as under:

Reason of invalidity	Number of e-Votes	Number of Votes contained in e-Votes
NIL		





# SINGH HARDEV & ASSOCIATES

## Company Secretaries

CS

101, Plot No. 6, LSC,  
Vardhman Rajdhani Plaza  
New Rajdhani Enclave Delhi-110092

Mobile : +919810331425  
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singh70hardev@hotmail.com

To  
The Chairman  
Aravali Securities & Finance Ltd.  
Institutional Area, Plot no. 39, Sector 44,  
Gurgaon-122003, Haryana

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Tuesday, September 30, 2014 at 11:00 A.M.

Please find enclosed, our Report in two parts as listed below:

Section I : Report of Poll results at the AGM in the prescribed format

Section II : Consolidated results of e-Voting and Poll

Our Report on voting on poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent.


We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

  
(Hardev Singh)  
Practicing Company Secretary  
CP.3317

Date: 30<sup>th</sup> September, 2014

Place: Delhi

Sign - ! 

1. Witness - ! Name : Greeta Gupta

Address: 4614, St. No-3, Ajit  
Nagar, Gandhi Nagar,  
Delhi - 110031.



## SECTION I: REPORT OF POLL RESULTS

### FORM No. MGT-13 Report of Scrutinizer(s)

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

To,  
Chairman  
Aravali Securities & Finance Ltd.  
CIN: L67120HR1980PLC039125  
Institutional Area, Plot no. 39, Sector 44,  
Gurgaon-122003, Haryana

Dear Sir,

I, Hardev Singh, Practicing Company Secretary, Singh Hardev & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of Aravali Securities & Finance Ltd. held on Tuesday, September 30, 2014 at 11:00 A.M., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll for each item on the agenda are annexed to this report Resolution wise.
5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe custody.

Date: 30<sup>th</sup> September, 2014

Place: Delhi

(Hardev Singh)  
Practicing Company Secretary  
C.P. 3317



**Item No. 1 - Ordinary Resolution**

Adoption of Financial Statements, Directors' Report and Auditors' Report for the year 2013-14

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 2 - Ordinary Resolution**

Appointment of Director retiring by rotation- Mr. Devashish Poddar

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100





(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 3 - Ordinary Resolution**

Re-appointment of Statutory Auditors-M/s Salarpuria & Partners, Chartered Accountants

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



**Item No. 4 - Ordinary Resolution**

Appointment of Mr. R. A. Kila as an Independent Director

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 5 - Ordinary Resolution**

Appointment of Mr. Naresh Birla as an Independent Director

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100





(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 6 - Ordinary Resolution**

Appointment of Mr. Ashok Kumar Sharma as an Independent Director

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



**Item No. 7 - Ordinary Resolution**

Appointment of Mrs. Malvika Poddar as Director of the Company

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 8 - Special Resolution**

To fix the limit of borrowing of the Company

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100





(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	

**Item No. 9 - Special Resolution**

Approval and adoption of new Articles of Association of the Company

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	49493	100

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	



## SECTION II: CONSOLIDATED RESULTS

Based on Results of e-Voting & Poll at the Annual General Meeting held on September 30, 2014, Consolidated Results of each item on the Agenda as set out in the Notice dated August 30, 2014 is Annexed herewith:

### Consolidated Results of Item No. 1 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,49,060	49,493	61,98,553	100
Dissent	0	0	0	0
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,98,553 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 0 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated August 30, 2014, is passed with requisite majority.

### Consolidated Results of Item No. 2 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated August 30, 2014, is passed with requisite majority.





### Consolidated Results of Item No. 3 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated August 30, 2014, is passed with requisite majority.

### Consolidated Results of Item No. 4 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated August 30, 2014, is passed with requisite majority.





Consolidated Results of Item No. 5 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
<b>Total</b>	<b>61,49,060</b>	<b>49,493</b>	<b>61,98,553</b>	<b>100</b>

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated August 30, 2014, is passed with requisite majority.

Consolidated Results of Item No. 6 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
<b>Total</b>	<b>61,49,060</b>	<b>49,493</b>	<b>61,98,553</b>	<b>100</b>

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated August 30, 2014, is passed with requisite majority.



Consolidated Results of Item No. 7 - Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 7 of the Notice dated August 30, 2014, is passed with requisite majority.

Consolidated Results of Item No. 8 - Special Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Special Resolution as contained in Item No. 8 of the Notice dated August 30, 2014, is passed with requisite majority.



Consolidated Results of Item No. 9 - Special Resolution

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	61,47,064	49,493	61,96,557	99.97
Dissent	1,996	0	1,996	0.03
Total	61,49,060	49,493	61,98,553	100

Accordingly, out of a total of 61,98,553 valid votes cast via e-Voting and Poll, 61,96,557 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.97% of the votes polled; 1,996 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.03% of the votes polled.

Thus, the Special Resolution as contained in Item No. 9 of the Notice dated August 30, 2014, is passed with requisite majority.

