

To
The Chairman
Aravali Securities & Finance Limited
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 Thursday, September 29, 2016 at 11.00 A.M.

Please find enclosed our report in two parts as listed below:

Section I: Report of the Scrutinizer on e-Voting

Section II: Report of Poll Results at the AGM in the prescribed format

Section III: Consolidated results of e-voting and Poll

Our Report on voting on poll is based on the date 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

Place: Vaishali
Date: 30-09-2016



For **NKS & Company**

Nitesh Kumar Sinha

(Nitesh Kumar Sinha)

Practicing Company Secretary

CP No.: 7648
FCS No.-7536

SECTION I-REPORT OF E-VOTING RESULTS

Report of Scrutinizer

[Scrutinizer report on e-voting conducted Pursuant to 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 have not exercised e-voting rights]

To,
The Chairman

The 36th Annual General Meeting of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of September, 2016** at **11.00 A.M.** at **Community Centre, Sector 9, Gurgaon, HARYANA-122001**

Dear Sir,

I, Nitesh Kumar Sinha, (Proprietor) of NKS & Company, Practicing Company Secretaries having its office at 8A, UG, CS, Ansal Corporate Suites, Ansal Plaza, Sector - 1, Vaishali - 201010, appointed as Scrutinizer of **ARAVALI SECURITIES AND FINANCE LIMITED ("the Company")** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the **36th Annual General Meeting** of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of September, 2016** at **11.00 A.M.** at **Community Centre, Sector 9, Gurgaon, HARYANA-122001**. We submit our report as under:

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronics means on the resolutions contained in the Notice to the 36th Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer 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 Security Depository Services (India) Limited, the Authorised Authority to provide e-voting facilities, engaged by the Company.

The Notice dated 12st August, 2016 convening the Annual General Meeting along with 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 Annual General Meeting of the Equity Shareholders of **Aravali Securities And Finance Limited** held on 29th September, 2016.

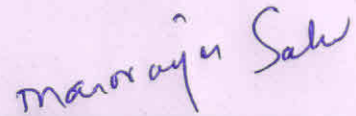
The Company has availed the e-voting facilities offered by Skyline Financial Services Private Limited for conducting e-voting by the shareholders of the Company

Further to the above, I submit my report as under:

1. The E-voting period remained open from 26th September, 2016 (9.00 A.M.) to 28th September, 2016 (5.00 P.M.)
2. The Shareholders holding shares as on the "cut off" date i.e. 23rd September, 2016 were entitled to vote on the proposed resolutions (item no.1 to 3 as set out in the Notice dated 12th August, 2016 of the 36th Annual General Meeting of **ARAVALI SECURITIES AND FINANCE LIMITED**.
3. The votes were unblocked on **28th September, 2016** after **5.00 P.M.** in the presence of two witnesses, Mr. Sumit Dass R/o J-5 Kasturba Niketan Complex, Lajpat Nagar-2, New Delhi-110024 and Mr. Manoranjan Sahu, R/o B-11 Bijali Apptt, New Delhi-110033 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Sumit Dass



Mr. Manoranjan Sahu

4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Security Depository Services (India) Limited <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:
5. The result of the E-voting is as under:



ITEM No. 1

Resolution 1 (Ordinary Resolution) – To Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Report of the Board of Directors and Auditors thereon.

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6131967	7	6131967	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6131967	7	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA



ITEM No. 2

Resolution 2 (Ordinary Resolution) - Appointment of a director in place of Mr.Devashish Poddar (DIN:00457349, who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6131967	7	6131967	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6131967	7	0	0

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA



ITEM No. 3

Resolution 3 (Ordinary Resolution) - RE-APPOINTMENT OF AUDITORS

"**RESOLVED THAT** M/s Salarpuria & Partners, Chartered Accountants, New Delhi, (Firm Registration No.302113E), be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6131967	7	6131967	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6131967	7	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA



The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Mrs. Anuradha Rawat, Company Secretary of **Aravali Securities and Finance Limited** for safe keeping.

Thanking you,
Yours faithfully,

For N K S & Company


Nitesh Kumar Sinha
(Company Secretary)
Name & Signature of Scrutinizer
C.P. No.: 7648
Membership No.: 7536



Place: Vaishali
Dated: 30-09-2016

SECTION II-REPORT OF POLL RESULTS

MGT-13

Report of Scrutinizer

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

To,
The Chairman

The 36th Annual General Meeting of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of September, 2016** at **11.00 A.M.** at **Community Centre, Sector 9, Gurgaon, Haryana-122001**

Dear Sir,

I, Nitesh Kumar Sinha, (Proprietor) of NKS & Company, a Company Secretary Firm having its office at 8A, UG, CS, Ansal Corporate Suites, Ansal Plaza, Sector - 1, Vaishali - 201010, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the **Annual General Meeting** of the Equity Shareholders of **Aravali Securities And Finance Limited** held on **29th Day of September, 2016** at **11.00 A.M.** at **Community Centre, Sector 9, Gurgaon-122001, Haryana-122001**, submits 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 our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, Skyline Financial Services Private Limited of the Company and the authorizations / proxies lodged with the Company.
3. Mr. Sumit Dass and Mr. Manoranjan Sahu were appointed as witness for the whole poll process.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under.



ITEM No. 1

Resolution 1 (Ordinary Resolution) - To Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Report of the Board of Directors and Auditors thereon.

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	628254	628254	44	628254	100%

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	0	0	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

Note: None of the Directors / relatives interested in the resolution.



ITEM No. 2

Resolution 2 (Ordinary Resolution) – Appointment of a director in place of Mr. Devashish Poddar (DIN:00457349), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	628254	628254	44	628254	100%

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	0	0	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

Note: None of the Directors / relatives interested in the resolution.



Item No.-3

Resolution 3 (Ordinary Resolution) - RE-APPOINTMENT OF AUDITORS

"**RESOLVED THAT** M/s Salarpuria & Partners, Chartered Accountants, New Delhi, (Firm Registration No.302113E), be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	628254	628254	44	628254	100%

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
44	0	0	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

Note: None of the Directors / relatives interested in the resolution.



6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



For N K S & Company

Nitish
Nitish Kumar Sinha
(Company Secretary)
Name & Signature of Scrutinizer
C.P. No.: 7648
Membership No.: 7536

Place: Vaishali
Dated: 30-09-2016

SECTION-III-CONSOLIDATED REPORT

Based on Results of e-voting & Poll at the Annual General Meeting held on September 29, 2016, consolidated Results of each items on the Agenda as set out in the Notice dated August 12, 2016 is Annexed herewith:

Consolidated Results of Items No.-1-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	6131967	628254	6760221	100%
Dissent	0	0	0	0
Total	6131967	628254	6760221	100%

Accordingly, out of a total of 6131967 valid votes cast via e-voting and Poll, 628254 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 12, 2016 is passed with requisite majority.

Consolidated Results of Items No.-2-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	6131967	628254	6760221	100%
Dissent	0	0	0	0
Total	6131967	628254	6760221	100%

Accordingly, out of a total of 6131967 valid votes cast via e-voting and Poll, 628254 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.-2 of the Notice dated August 12, 2016 is passed with requisite majority.



Consolidated Results of Items No.-3-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	6131967	628254	6760221	100%
Dissent	0	0	0	0
Total	6131967	628254	6760221	100%

Accordingly, out of a total of 6131967 valid votes cast via e-voting and Poll, 628254 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.-3 of the Notice dated August 12, 2016 is passed with requisite majority.

For N K S & Company

Nitesh Kumar Sinha
Nitesh Kumar Sinha
(Company Secretary)



Name & Signature of Scrutinizer
C.P. No.: 7648
Membership No.: 7536

Place: Vaishali
Dated: 30-09-2016