



# Voltaire leasing & Finance Limited

602,214-Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400 021

Tel: +91 22 64506660, Email: voltaire.leafin@gmail.com

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## RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal ballot on the special resolutions passed Pursuant to section 110 of the companies' act, 2013 read with rule 22 of Companies Rules 2014 for mentioned resolutions:

- 1) **AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**
- 2) **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SAMIR BAID**
- 3) **REGULARIZATION OF MR. SAURABH VIJAY & APPOINTMENT AS A MANAGING**

The company had appointed Mr.Alok Kumar Das (Baid Ray & Associates), Practicing Chartered Accountant, as the scrutinizer for the conducting the postal ballot in a fair and transparent manner.Mr.Alok Kumar Das has submitted his report dated 11/05/2016 to the company.

The details of the special resolution passed by Postal Ballot Are as under:

Date of AGM/EGM	Postal Ballot Notice dated 04/04/2016
Total No. of Shareholders as on Record Date (i.e. Cut-off date for determining the Shareholders entitle for e-voting – 08/04/2016	610
Period of E- voting	Monday 11 <sup>TH</sup> April,2016 9.30 am to 10 <sup>th</sup> May 2016 at 5.00 PM

### **No. of shareholders e-voting or through Physical Postal Ballot Papers:**

Promoters and Promoter Group	0
Public	5





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## Details of the voting Results as per Regulations 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### AGENDA WISE

Resolution No. 1	AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.						
Type	Special Business						
Mode of Voting	E- voting						
Category	Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	1	2	3	4	5	6	7
Promoter & Promoter Group	1,19,834	0	0.00	0.00	0.00	0.00	0.00
Public-Inst.Shareholder	0	0	0.00	0.00	0.00	0.00	0.00
Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
Total	41,18,000	4,01,067	9.73	4,01,067	0.00	100.00	0.00

Resolution No. 2	REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SAMIR BAID						
Type	Special Business						
Mode of Voting	E- voting						
Category	Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	1	2	3	4	5	6	7
Promoter & Promoter Group	1,19,834	0	0.00	0.00	0.00	0.00	0.00
Public-Inst.Shareholder	0	0	0.00	0.00	0.00	0.00	0.00
Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
Total	41,18,000	4,01,067	9.73	4,01,067	0.00	100.00	0.00







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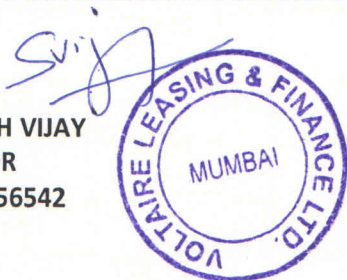
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Resolution No. 3	REGULARIZATION OF MR. SAURABH VIJAY & APPOINTMENT AS A MANAGING DIRECTOR						
Type	Special Business						
Mode of Voting	E- voting						
Category	Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	1	2	3	4	5	6	7
Promoter & Promoter Group	1,19,834	0	0.00	0.00	0.00	0.00	0.00
Public-Inst.Shareholder	0	0	0.00	0.00	0.00	0.00	0.00
Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
Total	41,18,000	4,01,067	9.73	4,01,067	0.00	100.00	0.00

FOR VOLTAIRE LEASING FINANCE LIMITED.

SAURABH VIJAY  
DIRECTOR  
Din: 03056542





**REPORT OF SCRUTINIZER**

[Pursuant to section 108 and 110 of the Companies Act, 2013 and rule 20 and 22 respectively of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**M/S. VOLTAIRE LEASING & FINANCE LIMITED**  
602, Raheja Centre, 214-Free Press Journal Marg,  
Nariman Point, Mumbai-400021

I, Mr. Alok Kumar Das( Baid Ray & Associates), Practicing Chartered Accountant, was appointed by the Board of Directors of **M/S. Voltaire Leasing & Finance Limited** on 04<sup>th</sup> March, 2016 for scrutinizing the postal ballot process (Which Include Voting) for the Following Resolutions:

**SPECIAL BUSINESS**

**AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, by inserting Clause no. III. (A) (5.) & III.(A)(6.) as mentioned below after the existing Clause III.(A)(4.), subject to shareholders' approval;

- 1) To carry on the business or profession of providing a platform, technology and/or other mechanism/services including through any future and known or unknown technology to facilitate transactions, commerce whether by and between businesses, by and between individual consumers, or by and between businesses and individual consumers and likes and incidental and ancillary activities thereto including without limitation displaying advertisement and promotions.
- 2) To Carry on in India and abroad, the business of operation, maintain, development , marketing and otherwise dealing in all types of electronic, technological, wireless application protocol(WAP), 3G and internet properties, including web-sites and portals on the worldwide web and providing internet, wireless application protocol(WAP), 3G or other existing and future, whether known or known , technology based /other software, media and information technology services or information technology services or information technology enables services of all kinds.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."





**SPECIAL BUSINESS****REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SAMIR BAID**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 Mr. Samir Baid, holding DIN- 00243521, who was appointed as an Additional Director with effect from December 3, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

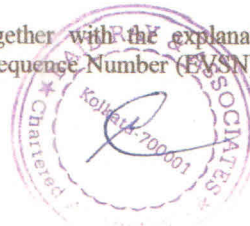
**SPECIAL BUSINESS****REGULARIZATION OF MR. SAURABH VIJAY & APPOINTMENT AS A MANAGING DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 Mr. Saurabh Vijay, holding DIN- 03056542, who was appointed as an Additional Director with effect from December 3, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Managing Director, be and is hereby appointed as a Managing Director of the Company.

The Company, Pursuant to the provisions of section 110 of the companies act, 2013 and the rules framed there under vide companies (Management and administration) Rules, 2014 required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed through Postal Ballot.

Voltaire leasing finance Limited accordingly has made arrangement with M/s. Central Depository Services (India) Limited, their Registrar and Transfer Agents (RTA) for providing a system of recording votes of shareholders electronically through e-voting facility on the website [www.evotingindia.com](http://www.evotingindia.com).

Voltaire leasing finance Limited has also uploaded the resolutions together with the explanatory statement on which e-voting is required and generated electronic voting sequence Number (EVSIN) by





the system provider. all necessary formalities in compliance with the requirements specified by the system provider have been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the postal ballot notice dated 04<sup>th</sup> March, 2016 sent to the shareholders by email and courier. The registrars if Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of the 08<sup>th</sup> April, 2016, being the cut-off date.

I Submit my report as under:

1. The company has completed on 08<sup>th</sup> April, 2016, the dispatch of postal ballot forms along with postage prepaid business reply envelop to its members whose name(s) appeared on the register of members as on 08<sup>th</sup> April, 2016, in addition to that the notice were also sent via electronic mode by the system provider to shareholder at their email addresses registered with depository participants.
2. As stated in sub rule of rule companies (management and administration) Rules, an advertisement was published by the company in "Asian Age" English Newspaper and "Mahanayak" Marathi edition newspaper on 08<sup>th</sup> April, 2016, informing about completion of dispatch of the postal ballot notice both by courier and email, wherever applicable, to the shareholder along with other related matter mentioned therein.
3. I have received the postal ballot forms from the shareholders during the period starting Monday, 11<sup>th</sup> April, 2016 till 10<sup>th</sup> May, 2016. All the postal ballot forms together with all votes cast by evoting through M/s. Central Depository Services (India) Limited received upto 5.00 p.m Tuesday 10<sup>th</sup> May, 2016, being the last date fixed by the company for receipt of the ballot forms/evoting considered for my scrutiny.
4. Envelopes containing postal ballot forms received after 10<sup>th</sup> May, 2016 were not considered for my scrutiny.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
6. The Ballot forms were opened on 10<sup>th</sup> May, 2016 in my presence.
7. Since e-voting facility was provided By M/s. Central Depository Services (India) Limited, the details of the evoting exercised by the shareholders as also the votes exercised through postal ballots, which were duly scrutinized and processed, were duly complied by the RTA, while the details of evoting was provided by the system provider M/s. Central Depository Services (India) Limited, the compilation of the register, in respect of postal ballot containing the statement of shareholders name, folio no., postal ballot number, number of shares held, number of shares held, number of votes exercised, votes in favour, against and those rejected were generated by RTA which have been duly scrutinized.
8. I did not find any defaced ballot papers.

On scrutiny, I report that Out of 608 shareholders, 5 shareholders have exercised their vote through e-voting, as received. The details of polling results for the item placed for consideration by the members are given below:





**AGENDA WISE**

Resolution No. 1	AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.	
Total No. of Shareholders	610	
Total No. of Shareholders	41,18,000	
Receipt of Postal Ballot forms physical & Online	5	
	Number of votes	Number of Shares
Total Votes cast Through Evoting	5	4,01,067
Total Votes cast Through Postal Ballot forms	-	-
Grand Total /postal Ballot	5	4,01,067
Less-Invalid Votes/Against option	-	-
Net Evoting /postal Ballot	5	4,01,067

Resolution No. 1	AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.						
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Mode of Voting	E- voting						
Category	Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against votes polled
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Promoter & Promoter Group	1,19,834	0	0.00	0.00	0.00	0.00	0.00
Public-Inst. Shareholder	0	0	0.00	0.00	0.00	0.00	0.00
Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
Total	41,18,000	4,01,067	9.73	4,01,067	0.00	100.00	0.00





Resolution No. 2	REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SAMIR BAID	
Total No. of Shareholders	610	
Total No. of Shareholders	41,18,000	
Receipt of Postal Ballot forms physical & Online	5	
	Number of votes	Number of Shares
Total Votes cast Through Evoting	5	4,01,067
Total Votes cast Through Postal Ballot forms	-	-
Grand Total /postal Ballot	5	4,01,067
Less-Invalid Votes/Against option	-	-
Net Evoting /postal Ballot	5	4,01,067

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Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
Total	41,18,000	4,01,067	9.73	4,01,067	0.00	100.00	0.00

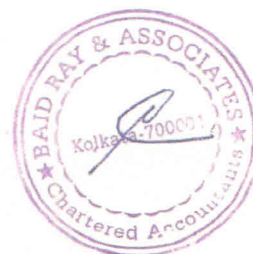






<b>Resolution No. 3</b>	<b>REGULARIZATION OF MR. SAURABH VIJAY &amp; APPOINTMENT AS A MANAGING DIRECTOR</b>	
<b>Total No. of Shareholders</b>	<b>610</b>	
<b>Total No. of Shareholders</b>	<b>41,18,000</b>	
<b>Receipt of Postal Ballot forms physical &amp; Online</b>	<b>5</b>	
	<b>Number of votes</b>	<b>Number of Shares</b>
<b>Total Votes cast Through Evoting</b>	<b>5</b>	<b>4,01,067</b>
<b>Total Votes cast Through Postal Ballot forms</b>	<b>-</b>	<b>-</b>
<b>Grand Total /postal Ballot</b>	<b>5</b>	<b>4,01,067</b>
<b>Less-Invalid Votes/Against option</b>	<b>-</b>	<b>-</b>
<b>Net Evoting /postal Ballot</b>	<b>5</b>	<b>4,01,067</b>

<b>Resolution No. 3</b>	<b>REGULARIZATION OF MR. SAURABH VIJAY &amp; APPOINTMENT AS A MANAGING DIRECTOR</b>						
<b>Type</b>	<b>Special Business</b>						
<b>Mode of Voting</b>	<b>E- voting</b>						
<b>Category</b>	<b>Shares Held</b>	<b>No. of Votes Polled</b>	<b>% of Votes polled on Outstanding Shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against votes polled</b>
	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>
Promoter & Promoter Group	1,19,834	0	0.00	0.00	0.00	0.00	0.00
Public-Inst.Shareholder	0	0	0.00	0.00	0.00	0.00	0.00
Public – Others	39,98,166	4,01,067	10.03	4,01,067	0.00	100.00	0.00
<b>Total</b>	<b>41,18,000</b>	<b>4,01,067</b>	<b>9.73</b>	<b>4,01,067</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>





# BAID RAY & ASSOCIATES

Chartered Accountants

3B, Lal Bazaar Street, 5th Floor, Block-2, Kolkata-700 001

Tel No: 033 2248 1053/9908, Fax: 033 3028 5807

Phone No.09339757751, e-mail ID: alok\_d632@yahoo.com

9. All the resolutions mentioned in the Postal ballot Notice dated 27<sup>th</sup> May, 2015 as per the details above stand passed under voting Through Evoting requisite majority and hence deemed to have been passed.

The ballot papers and other relevant records relating to evoting and physical voting is under my safe custody and will be handed over to the company secretary of the company for safe keeping, after the chairman signs the minutes.

Thanking you,  
Yours Sincerely

For BAID RAY & ASSOCIATES

A.K.DAS  
Proprietor

M. No -055737

CP No -055737

Place: Mumbai

Dated: 11<sup>th</sup> May, 2016.

Witness no.1  
Tannu K. Das

Address  
707, M.D. Road,  
3rd Floor, Kolkata-7

Signature

*Tannu K. Das*

Witness no.2

Rajab Ghosh

Address  
1, P.N. Mukherjee Road  
Kolkata-1

Signature

*Rajab Ghosh*

For VOLTAIRE LEASING & FINANCE LTD.



*Singh*  
Director/Authorised Signatory