

Devki Leasing & Finance Limited

Velocity Multiplex, 18-A, Scheme No. 94-C, Ring Road,
INDORE - 452010 (M.P.) INDIA Tel. : +91-731-473 5555 - 69
Fax: +91-731-473 5500 E-mail : dlflindore@gmail.com
CIN : L65921MP1993PLC007522



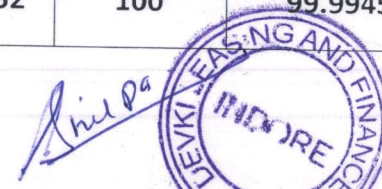
DETAILS OF VOTING RESULTS IN RESPECT OF THE 26TH ANNUAL GENERAL MEETING OF COMPANY

| | | |
|----|--|---|
| 1. | Date of the Annual General Meeting | 25th September, 2018 |
| 2. | Total Number of shareholders on Record date | 1719 |
| 3. | Book closure date | September 19, 2018 to September 25, 2018 |
| 4. | No. of shareholders present in the meeting either in person or through proxy | |
| | i. Promoters and promoter group | 9 |
| | ii. Public | 13 |
| 5. | No. of shareholders attending the meeting through video conferencing | |
| | i. Promoters and promoter group | Not Applicable |
| | ii. Public | |

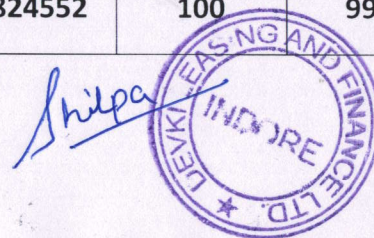


Agenda wise disclosures

| Resolution No. 1 | | Receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon. | | | | | | |
|--|----------------|---|---------------------|----------------------------------|-----------------------|-------------------------|-------------------------------------|---------------------------------------|
| Resolution | | Ordinary Resolution | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding | No. of votes in favor | No. of votes in against | % of votes in favor on votes polled | % of votes in against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 1361752 | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| Public- Institutions | E- Voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Public- Non Institutions | E- Voting | 2147848 | 100 | 0.0047% | 0 | 100 | 0% | 100% |
| | Poll | | 512900 | 23.8797% | 512900 | 0 | 100% | 0% |
| | Total | | 513000 | 23.8844% | 512900 | 100 | 99.9805% | 0.0195% |
| TOTAL | | 3509600 | 1824652 | 51.9903% | 1824552 | 100 | 99.9945% | 0.0055% |



| Resolution No. 2 | | Appointment of Mrs. Sarita Bindal (DIN-02194558), who retires by rotation and being eligible, offers herself for reappointment. | | | | | | |
|--|----------------|---|---------------------|---|-----------------------|-------------------------|-------------------------------------|---------------------------------------|
| Resolution | | Ordinary Resolution | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favor | No. of votes in against | % of votes in favor on votes polled | % of votes in against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 1361752 | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| Public- Institutions | E- Voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | | 0 | 0% | 0 | 0 | 0% |
| Public- Non Institutions | E- Voting | 2147848 | 100 | 0.0047% | 0 | 100 | 0% | 100% |
| | Poll | | 512900 | 23.8797% | 512900 | 0 | 100% | 0% |
| | Total | | 513000 | 23.8844% | 512900 | 100 | 99.9805% | 0.0195% |
| TOTAL | | 3509600 | 1824652 | 51.9903% | 1824552 | 100 | 99.9945% | 0.0055% |



| Resolution No. 3 | | Approval for Related Party Transaction | | | | | | |
|--|----------------|--|---------------------|---|-----------------------|-------------------------|-------------------------------------|---------------------------------------|
| Resolution | | Ordinary Resolution | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | YES | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favor | No. of votes in against | % of votes in favor on votes polled | % of votes in against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 1361752 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | |
| | Total | | 0 | 0% | 0 | 0 | 0% | |
| Public- Institutions | E- Voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | |
| | Total | | 0 | 0% | 0 | 0 | 0% | |
| Public- Non Institutions | E- Voting | 2147848 | 100 | 0.0047% | 0 | 100 | 0% | 100% |
| | Poll | | 512900 | 23.8797% | 512900 | 0 | 100% | |
| | Total | | 513000 | 23.8844% | 512900 | 100 | 99.9805% | |
| TOTAL | | 3509600 | 513000 | 14.6171% | 512900 | 100 | 99.9805% | 0.0195% |

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INDORE

| Resolution No. 4 | | Re-Appointment of Mr. Manoj Kumar Singh (DIN: 01684132) as an Independent Director of the Company. | | | | | | |
|--|----------------|--|---------------------|---|-----------------------|-------------------------|-------------------------------------|---------------------------------------|
| Resolution | | Special Resolution | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favor | No. of votes in against | % of votes in favor on votes polled | % of votes in against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 1361752 | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| Public- Institutions | E- Voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Public- Non Institutions | E- Voting | 2147848 | 100 | 0.0047% | 0 | 100 | 0% | 100% |
| | Poll | | 512900 | 23.8797% | 512900 | 0 | 100% | 0% |
| | Total | | 513000 | 23.8844% | 512900 | 100 | 99.9805% | 0.0195% |
| TOTAL | | 3509600 | 1824652 | 51.9903% | 1824552 | 100 | 99.9945% | 0.0055% |



| Resolution No. 5 | | Re-Appointment of Mr. Kamlesh Kasliwal (DIN: 00457056) as an Independent Director of the Company. | | | | | | |
|--|----------------|---|---------------------|---|-----------------------|-------------------------|-------------------------------------|---------------------------------------|
| Resolution | | Special Resolution | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favor | No. of votes in against | % of votes in favor on votes polled | % of votes in against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 1361752 | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 1311652 | 96.3209% | 1311652 | 0 | 100% | 0% |
| Public- Institutions | E- Voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Poll | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Public- Non Institutions | E- Voting | 2147848 | 100 | 0.0047% | 0 | 100 | 0% | 100% |
| | Poll | | 512900 | 23.8797% | 512900 | 0 | 100% | 0% |
| | Total | | 513000 | 23.8844% | 512900 | 100 | 99.9805% | 0.0195% |
| TOTAL | | 3509600 | 1824652 | 51.9903% | 1824552 | 100 | 99.9945% | 0.0055% |

For DEVKI LEASING AND FINANCE LIMITED

Place: Indore
Date: 26.09.2018

Shilpa Gulani
Company Secretary



Shraddha Jain
Practicing Company Secretary

107, Gold Arcade,
3 /1, New Palasia,
Indore (MP), India - 452003
Phone : (0731) 2535841
E-mail shraddhajain2204@gmail.com

Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 & 21 of the Companies (Management and Administrations) Rules, 2014 as amended)

To,
The Chairman of 26th Annual General Meeting

Devki Leasing and Finance Limited
"Velocity", 18-A Scheme No. 92C,
Ring Road, Indore (M.P.) - 452010

Dear Sir,

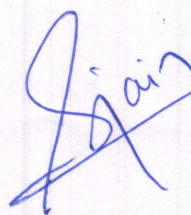
Sub: **Consolidated Scrutinizer's Report for Passing of Resolution[s] through remote E-voting and voting by Poll conducted at the 26th Annual General Meeting of the Members of Devki Leasing and Finance Limited**

I, Shraddha Jain, Practicing Company Secretary having been appointed as the Scrutinizer by the Board of Directors of Devki Leasing and Finance Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the poll conducted at the venue of the Annual General Meeting ("AGM"), pursuant to Section 108 and section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, do hereby submit my Report as under:-

- i. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the voting at the AGM.
- ii. The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Tuesday, 18th September 2018.

SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
ACS: 39488 CP: 14717,
107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
NEW PALASIA, INDORE (M.P.)

- iii. The remote e-voting facility was open from Saturday, 22th September 2018 (9:00 A.M.) to Monday, 24th September 2018 (5:00 P.M.)
- iv. The Company completed the dispatch of the notices to the members by Friday, 31st August, 2018.
- v. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press Journal on 01st September, 2018 and in Hindi Language in Chautha Sansar on 2nd September, 2018
- vi. At the end of the voting period on Monday, 24th September 2018 at 5.00 P.M., the voting portal of CDSL was blocked.
- vii. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM. I had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- viii. Accordingly, CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- ix. At the venue of the AGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote either through remote e-voting.
- x. On Tuesday, 25th September, 2018 after the conclusion of voting at the AGM first counted the votes cast at the meeting there after unblocked the votes cast through remote e-voting in the presence of Ms. Rinky Jethwani and Ms. Neha Jain who acted as the witnesses.
- xi. The voting done through poll at the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the Company.



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PRACTISING COMPANY SECRETARY
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NEW PALASIA, INDORE (M.P.)

Thereafter, I as a Scrutinizer duly compiled the details of voting through poll done at the venue of the AGM and the remote e-voting carried out by the Members, the details of which are as follows:

Item No.1: Ordinary Resolution

Receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Total valid votes | Invalid Votes | |
|------------------|-----------------------------------|----------------|----------------------------------|------------------------------|--------------|----------------------------------|-------------------|----------------|--------------|
| | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | | No. of Members | No. of Votes |
| 1 | 2 | 3 | 4= (3/8)*100 | 5 | 6 | 7=(6/8)*100 | 8=(3+6) | 9 | 10 |
| Poll at AGM | 13 | 512900 | 100 | 0 | 0 | 0 | 512900 | 0 | 0 |
| Remote E-voting | 9 | 1311652 | 99.99 | 1 | 100 | 0.01 | 1311752 | 0 | 0 |
| Total | 22 | 1824552 | 99.99 | 1 | 100 | 0.01 | 1824652 | 0 | 0 |

Item No.2: Ordinary Resolution

Appointment of Mrs. Sarita Bindal (DIN: 02194558), Director who retires by rotation and being eligible, offers himself for re appointment.

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Total valid votes | Invalid Votes | |
|------------------|-----------------------------------|----------------|----------------------------------|------------------------------|--------------|----------------------------------|-------------------|----------------|--------------|
| | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | | No. of Members | No. of Votes |
| 1 | 2 | 3 | 4= (3/8)*100 | 5 | 6 | 7=(6/8)*100 | 8=(3+6) | 9 | 10 |
| Poll at AGM | 13 | 512900 | 100 | 0 | 0 | 0 | 512900 | 0 | 0 |
| Remote E-voting | 9 | 1311652 | 99.99 | 1 | 100 | 0.01 | 1311752 | 0 | 0 |
| Total | 22 | 1824552 | 99.99 | 1 | 100 | 0.01 | 1824652 | 0 | 0 |

 **SHRADDHA JAIN**
PRACTISING COMPANY SECRETARY
 ACS: 39488 CP: 14717,
 107, GOLD ARCADE
 OPP. CUREWELL HOSPITAL
 NEW PALASIA, INDORE (M.P.)

Item No. 3: Ordinary Resolution

Approval for Related Party Transaction.

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Total valid votes | Invalid Votes | |
|------------------|-----------------------------------|---------------|----------------------------------|------------------------------|--------------|----------------------------------|-------------------|----------------|--------------|
| | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | | No. of Members | No. of Votes |
| 1 | 2 | 3 | 4= (3/8)*100 | 5 | 6 | 7=(6/8)*100 | 8=(3+6) | 9 | 10 |
| Poll at AGM | 13 | 512900 | 100 | 0 | 0 | 0 | 512900 | 0 | 0 |
| Remote Evoting | 0 | 0 | 0 | 1 | 100 | 100 | 100 | 0 | 0 |
| Total | 13 | 512900 | 99.98 | 1 | 100 | 0.02 | 513000 | 0 | 0 |

Item No.4: Special Resolution

Re-Appointment of Mr. Manoj Kumar Singh (DIN: 01684132) as an Independent Director of the Company:

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Total valid votes | Invalid Votes | |
|------------------|-----------------------------------|----------------|----------------------------------|------------------------------|--------------|----------------------------------|-------------------|----------------|--------------|
| | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | | No. of Members | No. of Votes |
| 1 | 2 | 3 | 4= (3/8)*100 | 5 | 6 | 7=(6/8)*100 | 8=(3+6) | 9 | 10 |
| Poll at AGM | 13 | 512900 | 100 | 0 | 0 | 0 | 512900 | 0 | 0 |
| Remote Evoting | 9 | 1311652 | 99.99 | 1 | 100 | 0.01 | 1311752 | 0 | 0 |
| Total | 22 | 1824552 | 99.99 | 1 | 100 | 0.01 | 1824652 | 0 | 0 |

Item No.5: Special Resolution

Re-Appointment of Mr. Kamlesh Kasliwal (DIN: 00457056) as an Independent Director of the Company:

| Manner of Voting | Votes in favour of the Resolution | | | Votes against the Resolution | | | Total valid votes | Invalid Votes | |
|------------------|-----------------------------------|----------------|----------------------------------|------------------------------|--------------|----------------------------------|-------------------|----------------|--------------|
| | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | No. of Members Voted | No. of Votes | % of Total Number of Valid Votes | | No. of Members | No. of Votes |
| 1 | 2 | 3 | 4= (3/8)*100 | 5 | 6 | 7=(6/8)*100 | 8=(3+6) | 9 | 10 |
| Poll at AGM | 13 | 512900 | 100 | 0 | 0 | 0 | 512900 | 0 | 0 |
| Remote Evoting | 9 | 1311652 | 99.99 | 1 | 100 | 0.01 | 1311752 | 0 | 0 |
| Total | 22 | 1824552 | 99.99 | 1 | 100 | 0.01 | 1824652 | 0 | 0 |

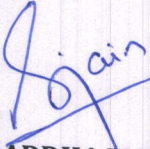
SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
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107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
NEW PALASIA, INDORE (M.P.)



- xii. The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and at the Poll in AGM is sent to Mr. Sudhir Bindal, Managing Director of the Company for records.
- xiii. All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 26th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting for safe keeping.

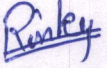
Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

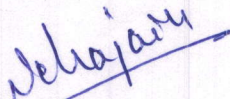
Thanking you,
Yours Faithfully,


SHRADDHA JAIN
PRACTISING COMPANY SECRETARY
ACS: 39488 CP: 14717,
107, GOLD ARCADE
OPP. CUREWELL HOSPITAL
NEW PALASIA, INDORE (M.P.)

Scrutinizer
Name: **SHRADDHA JAIN**
Practicing Company Secretary
ACS: 39488; CP: 14717

WITNESSES


Ms. Rinky Jethwani


Ms. Neha Jain

Counter signed by
For **DEVKI LEASING AND FINANCE LIMITED**


SUDHIR BINDAL
(DIN: 00108548)
CHAIRMAN OF THE MEETING



PLACE: INDORE
DATE: 26.09.2018