

**INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED**

04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar  
Chawl, Kalbadevi Mumbai-400002

E-mail: roc.iclf@gmail.com

CIN: L67120MH1984PLC269707

**Date:30/09/2016**

To,  
**Bombay Stock Exchange Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai, 400001.**

To,  
**The Calcutta Stock Exchange Limited**  
**7, Lyons Range**  
**Kolkata – 700 001.**

To,  
**Delhi Stock Exchange Limited**  
**DSE House,**  
**3/1, Asaf Ali Road,**  
**New Delhi 110 002**

**Sub: Submission of Scrutinizers Report.**

Dear Sir,

In terms of Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith Scrutinizer Report in connection with the resolution passed in the Annual General Meeting of the company on 29th September, 2016!

Kindly take the same into your records.

For **Intercontinental Leasing & Finance Company Limited**

  
**Ravi Kharwad**  
**Director**  
**DIN: 02079606**





**SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF INTERCONTINENTAL LEASING AND FINANCE COMPANY LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,  
The 32<sup>nd</sup> Annual General Meeting  
Of the Equity Shareholders of Intercontinental Leasing and Finance Company Limited**

**Sub: Result of Voting conducted through electronic voting and poll conducted at the 32<sup>nd</sup> AGM of INTERCONTINENTAL LEASING AND FINANCE COMPANY LIMITED held on September 29, 2016 at 12:30 P.M. at 04, 2<sup>nd</sup> Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra**

Dear Sir,

I, Shraddha Mota, Chartered Accountant having office at 102, Lotus Heights, 15<sup>th</sup> Road, Opp. Gandhi Maidan, Chembur, Mumbai-400 071, was appointed as a Scrutinizer by the Board of Directors of Intercontinental Leasing And Finance Company Limited (the Company) for the purpose of scrutinizing the e-voting held between Monday, September 26, 2016 (9:00 am IST) and ends on Wednesday, September 28, 2016 (5:00 pm IST) and the Poll taken on resolutions at the 32<sup>nd</sup> AGM of Intercontinental Leasing And Finance Company Limited held on September 29, 2016 at 12:30 P.M. at 04, 2<sup>nd</sup> Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra as per the Notice of 32<sup>nd</sup> Annual General Meeting of the Company dated September 02, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and to render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company has dispatched Notice of the 32<sup>nd</sup> Annual General Meeting, the Annual Report 2015-2016, Attendance Slip & Proxy Form to Equity Shareholders as per the records of the Company as on 04<sup>th</sup> September, 2016 through Email and Courier.
2. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the Listing Regulations, the Company had provided the facility of electronic voting to Equity shareholders to cast votes electronically and also at the 32<sup>nd</sup> AGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. 22<sup>nd</sup> September, 2016.

The Company extended the facility of electronic voting to the shareholders of the Company from Monday, September 26, 2016 (9:00 am IST) and ends on Wednesday, September 28, 2016 (5:00



Head Office : 102, Lotus Heights, 15<sup>th</sup> Road, Opp. Gandhi Maidan, Chembur, Mumbai - 400 071, Maharashtra. Page 1 of 1

Pune : A-15, Shiv-Sailam Developers, Serial No. 81-75, Bavdhan BK, Pune - 411 021.

Ahmedabad : 13, Dipavali CHS, Narayan Nagar Road, Vishwakunj Cross Roads, Paldi, Ahmedabad - 380 007.

Vapi : 1st Floor, Saakar, Aakar Motor Complex, Nr Aakar Bajaj Showroom, NH No. 08, Gunjan, Vapi - 396 195.

pm IST) through the Central Depository Services (India) Ltd. ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.

4. At the 35<sup>th</sup> AGM of the Company held on September 29, 2016, the Chairman of the Company "Suo Moto" ordered for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process and after the time fixed for closing of the poll by the chairman i.e. 12:45 p.m., One ballot box kept for collecting poll papers was locked in my presence with due identification marks were placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. I did not find any poll papers invalid.
7. I have already submitted my report for the poll taken at the meeting in form no. MGT-13 to the Chairman separately.
8. The consolidated results of the e-voting and poll taken is as under:-

**a) As an Ordinary Resolution- Item No.1**

**1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of Board of Directors and Auditors thereon:**

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	13	1802011	100%
Electronic(e-voting)	15	900722	100%
Total	28	2702733	100 %

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical			
Electronic(e-voting)	---	---	----
Total			



3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

b) As an Ordinary Resolution- Item No.2

To appoint Director in place of Mr. Bhupendra Hari Singh Thakur (DIN- 05294017), who retires by rotation and, being eligible, seeks re-appointment.

Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	13	1802011	100 %
Electronic(e-voting)	15	900722	100%
Total	28	2702733	100 %

1. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical			
Electronic(e-voting)	----	----	----
Total			

2. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

c) As an Ordinary Resolution- Item No.3:

To ratify the appointment of M/s TDK & CO., Chartered Accountant (Firm Registration No. FRN 109804W) as Auditors of the Company.



1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	13	1802011	100 %
Electronic(e-voting)	15	900722	100%
Total	28	2702733	100 %

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical			
Electronic(e-voting)	----	----	----
Total			

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

d) To regularise the Appointment of Ms. Sarika Vipul Dhage as Independent Director.

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	13	1802011	100 %
Electronic(e-voting)	15	900722	100 %
Total	28	2702733	100%

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical			
Electronic(e-voting)	----	----	----
Total			



3. Invalid Votes:

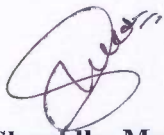
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	---	----
Electronic(e-voting)	---	----
Total	----	----

4.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 – N.A.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you  
Yours faithfully,

For TDK & Co  
Chartered Accountant



Shraddha Mota  
(Partner)  
M. No. 135086



Signed by  
Ravi Kharwad  
Chairman

Place: Mumbai  
Date: 29/09/2016



**SCRUTINIZER'S REPORT ON E-VOTING**

**(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) of Companies (Management and Administration) Rules, 2014)**

To,

**The Chairman  
Of 32<sup>nd</sup> Annual General Meeting of Intercontinental Leasing And Finance Company Limited  
Held on September 29, 2016 at 04, 2<sup>nd</sup> Floor, 174, Bharucha Bldg (Gold Mohur CHS)  
Shamaldas Gandhi Marg (Princess Street), Lohar Chawl,  
Kalbadevi, Mumbai-400002, Maharashtra at 12:30 P.M.**

**Subject: Report on the e-Voting Process for the Annual General Meeting of M/s  
INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED**

Dear Sir,

I, Shraddha Mota, Chartered Accountant having office at 102, Lotus Heights, 15<sup>th</sup> Road, Opp. Gandhi Maidan, Chembur, Mumbai-400 071, has been appointed by the Board of Directors of M/s **Intercontinental Leasing And Finance Company Limited** as a Scrutinizer for conducting the e-voting process for the Annual General Meeting of the company to be held on September 29, 2016.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20(3)(vi) of the Companies (Management and Administration) Rule 2014, the above electronic voting remained open to the members from Monday, September 26, 2016 (09:00 am IST) and ends on Wednesday, September 28, 2016 (5:00 pm IST). The members of the company as on cut-off date i.e. 22<sup>nd</sup> September, 2016 were entitled to vote on the resolutions as set out in the Notice of the 32<sup>nd</sup> AGM.

The results of the e-voting are as under:-

**a) As an Ordinary Resolution- Item No.1**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon:**

**1. Voted in Favour of the resolution:**

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
15	900722	100%

**2. Voted against the resolution:**

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
----	----	----



3. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
----	-----

b) As an Ordinary Resolution- Item No.2

To appoint Director in place of Mr. Bhupendra Hari Singh Thakur (DIN- 05294017), who retires by rotation and, being eligible, seeks re-appointment

1. Voted in Favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
15	900722	100%

2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
----	-----	-----

3. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-----	-----

c)As an Ordinary Resolution- Item No.3:

To ratify the appointment of M/s TDK & CO. Chartered Accountant (Firm Registration No. 109804W) as Auditors of the Company.

1. Voted in Favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
15	900722	100%





2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
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3. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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d) As an Ordinary Resolution- Item No.4:

To regularize the Appointment of Ms. Sarika Vipul Dhage as Independent Director

1. Voted in Favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
15	900722	100%

2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
----	-----	-----

3. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
----	-----

Thanking you  
Yours faithfully,

For TDK & Co  
Chartered Accountant



Shraddha Mota  
(Partner)  
M. No. 135086



Place: Mumbai  
Date: 29/09/2016



# T D K & Co.

## Chartered Accountants

Tel. : +91 22 25293841

+91 22 25281296

E-mail : info@tdk.net.in

Website : www.tdk.net.in

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,  
The Chairman,  
Of 32<sup>nd</sup> Annual General Meeting of Equity Shareholders of  
Intercontinental Leasing And Finance Company Limited held on September 29, 2016  
At 04, 2<sup>nd</sup> Floor, 174, Bharucha Bldg (Gold Mohur CHS)  
Shamaldas Gandhi Marg (Princess Street), Lohar Chawl,  
Kalbadevi, Mumbai-400002, Maharashtra at 12:30 P.M.

Dear Sir,

I, Shradha Mota, Chartered Accountant, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Limited, held on September 29, 2016 at 04, 2<sup>nd</sup> Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence 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. I did not find any poll papers invalid.
4. The result of the Poll is as under:

**Resolution No. 1**

**Ordinary Resolution – To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of Board of Directors and Auditors thereon:**

**a. Voted in favour of 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
13	1802011	100%

**b. Voted against 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



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Vapi : 1st Floor, Saakar, Aakar Motor Complex, Nr Aakar Bajaj Showroom, NH No. 08, Gunjan, Vapi - 396 195.

c. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
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Resolution No. 2

Ordinary Resolution – To appoint Director in place of Mr. Bhupendra Hari Singh Thakur (DIN- 05294017), who retires by rotation and, being eligible, seeks re-appointment.

a. Voted in favour of 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
13	1802011	100%

b. Voted against 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

c. Invalid Votes

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

Resolution No. 3

Ordinary resolution- To ratify the appointment of M/s TDK & Co., Chartered Accountant (Firm Registration No. FRN 109804W) as Auditors of the Company.

a. Voted in favour of 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
13	1802011	100%

b. Voted against 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
-	-	-

c. Invalid Votes

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



**Resolution No. 4**

**Ordinary resolution- To regularize Ms. Sarika Vipul Dhage as Independent Director**

**a. Voted in favour of resolution**

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>13</b>	<b>1802011</b>	<b>100%</b>

**b. Voted against resolution**

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>-</b>	<b>-</b>	<b>-</b>

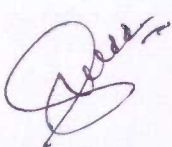
**c. Invalid Votes**

<b>Total Number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
<b>-</b>	<b>-</b>

5. 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 - N.A.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you  
Yours faithfully,

**For TDK & Co  
Chartered Accountant**



**Shraddha Mota  
(Partner)  
M. No. 135086**



**Place: Mumbai  
Date: 29/09/2016**