



September 25, 2017

**Form MGT 13**

**Combined Report of Scrutinizer (E-voting & Poll)  
{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  
31<sup>st</sup> Annual General Meeting of the shareholders of  
Galada Finance Limited,  
"Shanti Sadan", Old No. 4, New No. 7  
Shafee Mohammed Road,  
Thousand Lights, Chennai – 600 006.

Dear Sir,

**Sub: Scrutinizer's report for the E-voting & Poll on the 31<sup>st</sup> Annual General Meeting of the Company**


I, V. Nagarajan, Practising Company Secretary have been appointed by the Board of Directors of **M/s Galada Finance Limited**, (The Company) as a Scrutinizer for the purpose of Scrutinizing the E-voting process and Poll taken on the resolution(s) mentioned in the **31<sup>st</sup> Annual General Meeting** of the equity shareholders of the company held on the **23<sup>rd</sup> day of September, 2017** at **4.00 PM** at the registered office of the company at "Shanti Sadan", Old No. 4, New No. 7 Shafee Mohammed Road, Thousand Lights, Chennai – 600 006.

My responsibility as a Scrutinizer for the e-voting and Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s CDSL ([www.evotingindia.com](http://www.evotingindia.com)) the authorized agency to provide the e-voting facilities, engaged by the company and ballot papers handed over to us by the company respectively.

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

- i) The e-voting period was open from 20<sup>th</sup> September, 2017 at 9.00 AM to 21<sup>st</sup> September, 2017 at 5.00 PM. We further confirm that e-voting option/facility was closed after 5.00 PM on 21<sup>st</sup> September, 2017.

For **V. NAGARAJAN & CO**  
Company Secretaries in Practice

  
**V. NAGARAJAN**  
PROPRIETOR  
FCS/5626 CP 3288

- ii) The members of the company as on the "Cut-off date" on or before, 16<sup>th</sup> September, 2017 were entitled to vote on resolutions (Item No. 01 to 04) as set out in the Notice of the 31<sup>st</sup> AGM of the Company.
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Cameo Corporate Services Limited. And CDSL Website (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting are as under:
- iv) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- v) 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 Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, and the authorization/proxies lodged with the company.
- vi) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:

For V. NAGARAJAN & CO  
Company Secretaries in Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626 / P 3268

**Item No.1**

a) Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
31	1626177	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	2500	100

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

For V. NAGARAJAN & CO.

Company Secretaries in Practice

V. NAGARAJAN  
PROPRIETOR

FCS 5626 CP 3288

**Item No.2**

Ordinary Resolution

To appoint a Director in place of **Mr. Ashok Galada** (holding DIN 00042295), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
31	1626177	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	2500	100

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

For V. NAGARAJAN & CO  
Company Secretaries in Practice

V. NAGARAJAN  
PROPRIETOR  
FCS 5626 CP 3288

**Item No.3**

Ordinary Resolution

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under, Miss Diyali B. Chartered Accountant, (Membership No. 242354.), having address @ A9, Maruti Apartments, #87, Dr, Alagappa Road, Puraswalkam, Chennai 600 084, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting to be ratified by members at every AGM, at such remuneration to be recommended by the Audit Committee of the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors.

i) Voted in **Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
31	1626177	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	2500	100

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

For V. NAGARAJAN & CO  
Company Secretaries in Practice

V. NAGARAJAN  
PROPRIETOR  
FCS 3626 CP 3288

#### Item No.4

##### Ordinary Resolution

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. J. Ashok Galada (DIN: 00042295) as Managing Director of the Company, for a period of 3 (three) years with effect from 01 April 2017, on the remuneration of Rs. 1,25,000 per month and other terms and conditions as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. J. Ashok Galada (DIN: 00042295), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in case of inadequacy of profit, Mr. J. Ashok Galada (DIN: 00042295) shall be entitled for the minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time. RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

##### i) Voted in **Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
31	1626177	100


##### ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	2500	100

##### iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

For V. NAGARAJAN & CO  
Company Secretaries in Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626 CP 3288


A Compact Disc (CD) containing the details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,

Yours faithfully,

For V.Nagarajan & Co.,  
Company Secretaries In Practice



V.Nagarajan  
Proprietor  
CP 3288  
FCS 5626