



Ladderup

Engineering Growth

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Sub: Compliance under Clauses 31(d) & 35A:

- Outcome of the 22nd Annual General Meeting of the Company
- Agenda – wise Voting results of the aforesaid meeting.

Dear Sir,

We wish to inform you that the Shareholders of the Company at the 22nd Annual General Meeting held on Saturday, 25th July, 2015 have approved all the resolutions proposed in the notice convening the said meeting with requisite majority.

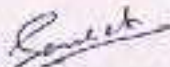
In accordance with Clause 31(d) of the Listing Agreement, please find enclosed herewith the following:

1. Proceeding of the 22nd Annual General Meeting of the Company held at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059 on 25th July, 2015 as Annexure-1
2. Agenda – wise voting results of the aforesaid meeting as Annexure-2

Kindly acknowledge the receipt and take on records the same.

Thanking you,

For Ladderup Finance Limited


Sanket Limbachiya
Company Secretary
Mem. No.: A38424



Place: Mumbai
Date: 27th July, 2015

Encl: As above

Ladderup Finance Limited

Redg. Office: 102 - A, 1st Floor,
Hallmark Business Plaza,
Sant Dyaneshwar Marg,
Near Gurunanak Hospital Road,
Bandra (East), Mumbai - 400 051.

Tel.: 91-22-4033 6363,
Fax: 91-22-4033 6364,
E-Mail: info@ladderup.com
Website: www.ladderup.com
CIN: L67120MH1993PLC074278



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Annexure-1

PROCEEDING OF THE 22ND ANNUAL GENERAL MEETING OF THE LADDERUP FINANCE LIMITED HELD ON SATURDAY, 25TH JULY, 2015 AT HOTEL MIRAGE, INTERNATIONAL AIRPORT APPROACH ROAD, MAROL, ANDHERI (EAST), MUMBAI 400 059.

1. Chairman:

Mr. K.V.S ShyamSundar took the chair and then the meeting commenced under his Chairmanship.

2. Quorum:

After ascertaining the quorum required for the meeting was present, the Chairman called the meeting duly constituted and ordered to proceed.

3. Chairman's Statement:

The Chairman extended a warm welcome to the shareholders, members of the Board of Directors and other invitees present at the 22nd Annual General Meeting of the Company. He then stated that the Registrar of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 and other records and documents mention in the notice of the Annual General Meeting and explanatory statement u/s 102 of the Companies Act, 2013 were available for the inspection by the shareholders during the continuation of the meeting.

With the consent of the shareholders present, the Chairman took the Notice convening the 22nd Annual General Meeting, Explanatory Statement u/s 102 of the Companies Act, 2013 and the Annual Report for the financial year ended 31st March, 2015, having already been circulated to the members, as read.

The chairman than requested Mr. Sunil Goyal, Managing Director of the Company to give a brief view about the financial performance of the Company, Economic and Industrial Outlook and future prospectus of the Company.

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4. Auditors Report:

The Company Secretary read out the report of the Statutory Auditors M/s Khurdia Jain & Co., Chartered Accountants having firm registration no. 120263W to the Shareholders of the Company for the financial year ended 31st March, 2015.

5. Consideration of Agenda Items and decision thereon:

The Company Secretary informed the shareholders that since their Company listed it was compulsorily required to provide e-voting facility to the shareholders in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement with Stock Exchanges.

He stated that as per the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Company had provided remote e-voting facility to its shareholders to exercise their vote through e-voting platform NSDL. The process of e-voting started on Wednesday, July 22, 2015 which was open for 3 days and the same was concluded on July 24, 2015. He drew attention of the members that at the end of discussion on the resolutions on which voting is to be held, members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot Paper, which were distributed to the members and proxies present at the meeting. He further stated that after discussion on the agenda items as set out in the Notice of the 22nd Annual General Meeting, the Scrutinizer will conduct the Ballot Paper voting process and consequently, normal practice of voting of show of hands was not applicable.

He further informed the shareholders that the Board of Director of the Company had appointed Mrs. Priyanka Lahoti, Practicing Company Secretary, as scrutinizer to Scrutinize the e-voting and poll process, the scrutinizer has submitted her report on e-voting and poll process carried out by the shareholders to her containing requisite detail of voting.

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Following agenda items, as mention in the notice convening the 22nd Annual General Meeting of the Company, were proposed to the shareholders for their consideration and approval.

1. Adoption of the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Harsha Saxena (DIN: 01736469), who retires by rotation and, being eligible, offer himself for reappointment;
3. To re-appoint Statutory Auditor and to fix their remuneration;
4. To appoint Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) as an Non-Executive Director;
5. To approve remuneration of Mr. Sunil Goyal (DIN: 00503570), Managing Director of the Company;
6. To approve disinvestment / dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary;
7. To approve Related Parties Transaction;

The Company Secretary then invited the Shareholders to give their comments and seek any clarification about the affairs of the Company and the agenda item of the meeting. The shareholders generally complimented the management about the good performance, initiatives undertaken and sought some clarifications mainly on operation of the Company, new initiatives, future plans etc. The Managing Director answered all the questions and clarifications sought by the shareholders to their complete satisfaction.

The Chairman then concluded the meeting with the vote of thanks.

For Ladderup Finance Limited

Sanket Limbachiya
Company Secretary
Mem. No.: A38424



Place: Mumbai
Date: 27th July, 2015

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Annexure-2

DETAILS OF VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Sr. No	Particular	Details				
1.	Date of AGM/EGM	Saturday, July 25, 2015				
2.	Total Number of Shareholders on Record date {Book Closure date: Monday, July 20, 2015 to Saturday, July 25, 2015 both days inclusive}	707 Equity Shareholders				
3.	No. of shareholder's present in the meeting either in person or through proxy:					
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% OF CAPITAL
	PROMOTER AND PROMOTER GROUP	2	5	7	62,29,850	48.47%
	PUBLIC	34	2	36	6,43,292	5.00%
	TOTAL	36	7	43	68,73,142	53.47%
4.	No. of Shareholder's attended the meeting through video Conferencing: Promoter and Promoter Group: Public:	N.A				

AGENDA - WISE

Sr. No	Detail of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting (Poll/Postal Ballot/E-voting)	Remarks
1	Adoption of the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2015, the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
2	To appoint a Director in place of Mr. Harsha Saksena (DIN: 01736469), who retires by rotation and, being eligible, offer himself for reappointment.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
3	To re-appoint Statutory Auditor and to fix their remuneration.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority

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4	To appoint Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) as an Non-Executive Director	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
5	To approve remuneration of Mr. Sunil Goyal (DIN: 00503570), Managing Director of the Company	Special	E-voting and Poll	The Resolution was passed with requisite majority
6	To approve disinvestment / dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary	Special	E-voting and Poll	The Resolution was passed with requisite majority
7	To approve Related Parties Transaction	Special	E-voting and Poll	The Resolution was passed with requisite majority

For Ladderup Finance Limited

Sanket Limbachiya
Company Secretary
Mem. No.: A38424



Date: 27th July, 2015
Place: Mumbai

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**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL
FOR LADDERUP FINANCE LIMITED**

To,

The Chairman of **Ladderup Finance Limited**

22nd Annual General Meeting of **Ladderup Finance Limited** held on Saturday, 25th July, 2015 at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai - 400059 at 10.30 a.m.

Dear Sir,

Sub.: Scrutinizer's Report on e-voting conducted pursuant to the provisions of 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 do not have access to e-voting.

I, Priyanka Lahoti, Practising Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Ladderup Finance Limited** vide resolution dated 29th May, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and on poll at the 22nd Annual General Meeting pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 22nd Annual General Meeting of the Members of the Company.

The Notice dated 15th June, 2015 convening Annual General Meeting (AGM) of the Company along with the 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 the said AGM of the Company to be held on July 25, 2015.

The Company has availed the e-voting facility offered by the National Securities Depository Limited (NSDL) for extending the facility of e-voting to the Shareholders of the Company from Wednesday, 22nd July, 2015 9.00



a.m. to Friday, 24th July, 2015 5.00 p.m. The e-voting results were unblocked by me on July 24, 2015 at 5.15 p.m. in the presence of two witnesses.

At the 22nd AGM of the Company held on July 25, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

Further, the Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's 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 Securities Depository Limited (NSDL), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

I now submit my Report on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and Profit and Loss Account for the year ended on the date together with the report of Board of Directors' and Auditors thereon.



i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 2

Ordinary Resolution: To appoint a Director in place of Mr. Harsha Saksena (DIN: 01736469), who retires by rotation and, being eligible, offers himself for reappointment.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	12	8136382	--
Physical	15	226	--
Total	27	8136608	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 3

Ordinary Resolution: To re-appoint M/s. Khurdia Jain & Co., Chartered Accountants (Firm Registration No. 120263W), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65



Total	3	65
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Item No. 4

Ordinary Resolution: To appoint Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) as a Non-Executive Director.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	13	8211081	--
Physical	15	226	--
Total	28	8211307	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 5

Special Resolution: To approve remuneration of Mr. Sunil Goyal, Managing Director of the Company.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	11	7844681	--
Physical	15	226	--
Total	26	7844907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 6

Special Resolution: To approve disinvestment/ dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7520681	--
Physical	15	226	--
Total	24	7520907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



Item No. 7

Special Resolution: To approve Related Party Transactions.

i) Voted in favour of the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7520681	--
Physical	15	226	--
Total	24	7520907	100.00

ii) Voted against the resolution:

	Number of members voted through electronic voting and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	--
Physical	0	0	--
Total	0	0	--

iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	3	65
Total	3	65



The Registers, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Priyanka Lahoti
Practising Company Secretary
C. P. No. 8654

Place: Mumbai

Date: 27/07/2015

