

### SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **LADDERUP FINANCE LIMITED**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra East, Mumbai - 400051(hereinafter referred to as 'the Company') on the E-Voting (including physical ballot) conducted by the Company to pass the items on the agenda as contained in the Notice dated August 11, 2014.

1. Pursuant to provisions of Clause 35B of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the "Rules"), I was appointed as Scrutinizer by the Company on August 11, 2014, to scrutinize the E-Voting process for transacting the items of business as stated in the Notice of 21<sup>st</sup> Annual General Meeting dated August 11, 2014.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 04, 2014, the cutoff date for the purpose of E-voting, the Company completed the dispatch of the Notice of E-Voting;
  - By Registered Post to 699 member in physical form on September 3, 2014
3. In terms of aforesaid Notice, E-Voting was open for three days from 9.00 a.m. IST on September 22, 2014 to 6.00 p.m. IST on September 24, 2014 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions, on E-Voting platform provided by one of the approved agencies for the E-voting process i.e. CDSL.
4. As required in the Rules, I unlocked the E-voting on the platform provided by Link after the completion of the E-voting at 6.15 p.m. IST on September 24, 2014 in the presence of Mr. Nitin Sarfare and Mr. Sushma Mane.



5. Based on the result available to me, 14 members have cast their votes on the E-voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for the each of the 10 (Ten) Agenda items contained in the aforementioned Notice.

Date: 24<sup>th</sup> September 2014

Place: Mumbai

For HS Associates,  
CP NO.9746  
ACS NO.26223  
MUMBAI  
A. Shete  
Ashwini Rajeshirke,  
Partner,  
ACS 26223  
CP 9746



## ANALYSIS OF RESULT

Agenda No.	1			
Resolution	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March 2014 the Profit and Loss Account for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>

Agenda No.	2			
Resolution	To declare dividend on Equity Shares for the year ended 31 <sup>st</sup> March 2014.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>

*a. Burke*



# HS ASSOCIATES

Agenda No.	3			
Resolution	To appoint a Director in place of Mr. Manoj Singrodia (DIN: 01501529), who retires by rotation and, being eligible, offers himself for re-appointment.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>

Agenda No.	4			
Resolution	To approved the vacancy caused by the retirement by rotation of Mr. T. B. Subramaniam (DIN: 01192744) who has conveyed in writing to the Company his unwillingness to offer himself for re-appointment, be not filled up.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>



Agenda No.	5			
Resolution	To appoint M/s. Khurdia Jain and Co, Chartered Accountants, Mumbai (Firm Registration No. 120263W) as statutory auditors of the Company to hold office from the conclusion of ensuing meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>

Agenda No.	6			
Resolution	To appoint Mr. K. V. S. ShyamSunder (DIN: 00502621), as an Independent Director for a fix term of 5 years upto 31 <sup>st</sup> March, 2019.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>





Agenda No.	7			
Resolution	To appoint Mr. K. Raghuraman (DIN: 00320507), as an Independent Director for a fix term of 5 years upto 31 <sup>st</sup> March, 2019.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>

Agenda No.	8			
Resolution	To appoint Mr. Alasdair Nisbet (DIN:00504851), as an Independent Director for a fix term of 5 years upto 31st March, 2019.			
Type of Resolution	Ordinary Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	<b>14</b>	<b>8512441</b>	
b.	Less: Number of votes that are invalid	<b>0</b>	<b>0</b>	
c.	Net number of valid electronic votes	<b>14</b>	<b>8512441</b>	<b>100</b>
d.	Number of electronic votes cast in favour of/ assented to this Resolution	<b>14</b>	<b>8512441</b>	<b>100</b>
e.	Number of electronic votes cast against / dissented to the Resolution	<b>0</b>	<b>0</b>	<b>0.00</b>



# HS ASSOCIATES

Agenda No.	9			
Resolution	To adopt Adoption of New Articles of Associations of the Company containing Regulations in conformity with the Companies Act, 2013.			
Type of Resolution	Special Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	14	8512441	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	14	8512441	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	14	8512441	100
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	0.00

Agenda No.	10			
Resolution	To approve the change of name of the Company.			
Type of Resolution	Special Resolution			
Sr. no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	14	8512441	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	14	8512441	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	14	8512441	100
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	0.00

Note: All the aforesaid resolution were passed with requisite majority.

Thanking You,

Name and Signature of the Scrutinizer

Ashwini Rajeshirke

Partner

HS Associates

ACS 26223

CP 9746

Date: - September 24, 2014

Place: - Mumbai

