

ARCO LEASING LIMITED

Ref : ALL/96234/2018

16th May, 2018

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Scrip Code: 511038

Dear Madam, Sir,

Sub: Disclosure of Events and Voting results of the Extraordinary General Meeting (EGM) of Arco Leasing Limited


The EGM of Arco Leasing Limited ("the Company") was held on 15th May, 2018 at 11.30 a.m. at Plot No.123, Street No.17, MIDC, Marol, Andheri (East), Mumbai – 400093.

In this regard, please find enclosed the following:

1. Annexure I – Disclosure as required under Regulation 30 – PART A – Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").
2. Annexure II – Voting results in the prescribed format as required under Regulation 44(3) of the Listing Regulations.
3. Annexure III – Report of Scrutinizer dated 15th May 2018.

The voting results along with the Scrutinizers Report are made available on the Company's website at www.arcoleasing.com and on the website of Central Depository Services Limited www.evotingindia.com.

For ARCO LEASING LIMITED


DIRECTOR
Encl: a/a

REPLY TO,
PLOT NO.123, STREET NO.17
M.I.D.C. (MAROL),
ANDHERI (E), MUMBAI - 400 093.
INDIA.

TEL : (+91-22) 5693 6311-3
2821 7222-5
FAX : 2836 1760
CABLE : AUTOCOOLER

CIN : L65910MH1984PLC031957

ANNEXURE I

Disclosure as required under Regulation 30 – PART A – Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”)

The Board at its meeting held on March 23, 2018, had accepted the proposal to acquire Ansu Trade & Fiscal Private Limited; a Kolkata based Non-Banking Financial Company (NBFC). The total investment for acquisition of entire stake of Ansu Trade & Fiscal Private Limited is estimated upto Rs. 2,50,00,000 (Rupee Two Crore Fifty Lakhs only). The necessary approvals of the shareholders is obtained vide Extraordinary General Meeting of the Company held on 15th May, 2018.



Annexure II

Voting results in the prescribed format as required under Regulation 44(3) of the Listing Regulations.

Resolution no. 1 – Acquisition of Non-Banking Financial Company:									
Resolution required: Special									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	107,600	65,490	60.864	65,490	0	100.0000	0.0000	
	Total		65,490	60.864	65,490	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	132,470	43,650	32.951	43,650	0	100.0000	0.0000	
	Total		43,650	32.951	43,650	0	100.0000	0.0000	
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000	

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 2 – Issue and offer Cumulative Redeemable Preference Shares on a Private Placement basis.

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	107,600	65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	132,470	43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 3 – Increase in Authorised Share Capital of the Company

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	107,600	65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	132,470	43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 4 – Adoption of New Set of Memorandum of Association:

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	107,600	65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	132,470	43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution No. 5 – Adoption of New Set of Articles of Association:

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	107,600	65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	132,470	43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



BHADRESH SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARY

M: 9920440720
E: csbhadreshsah@gmail.com

Office Address:
21, Hasan Ali Building,
2nd Floor, 17, Jijobhoy Dadabhai Lane,
Behind Videocon House,
Fort, Mumbai - 400001

To,
Mr. Rajendra Rula

The **Chairman** of Extra ordinary General Meeting (EGM) [1 - 2018 / 19] of Arco Leasing Limited held on Tuesday, May 15, 2018 at 11.30 a.m. at Plot No.123, Street No.17, MIDC, Marol, Andheri (East), Mumbai - 400093.

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and Poll conducted at the Extra ordinary General Meeting (EGM) [1 - 2018 / 19] of Arco Leasing Limited held on Tuesday, May 15, 2018 at 11.30 a.m.

- A. I, Bhadresh Shah, Proprietor of M/s. Bhadresh Shah & Associates, Practicing Company Secretary, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 23rd March 2018 to conduct the following:
- (i) To scrutinize the Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) To scrutinize the Physical Ballot forms received at the EGM from the shareholders of the Company under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 11th May, 2018 at 9.00 a.m. and ended on Monday, 14th May, 2018 at 5.00 p.m. and the CDSL remote e-voting platform was unblocked thereafter on 15th May 2018 post completion of EGM.
- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and the votes cast there under were counted.
- D. The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
- E. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system and the poll forms received respectively.
- F. After the time fixed for closing of the poll by the Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by



G. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

H. The attendance details for the EGM are as follows:

Date of the AGM : 15th May 2018
Total number of shareholders on record date: No. of Shareholders - 120 (One Hundred and Twenty)
No. of shareholders present in the meeting either in person or through proxy: 11 Promoters and Promoter Group: 4 Public: 7

- I. The consolidated report of voting on the respective resolutions is annexed herewith and marked as '**Annexure I**' to this report.
- J. Based on the aforesaid results, Special Resolutions as contained in Item No. 1, Item No. 2, Item No. 3, Item No. 4 and Item No. 5 of the EGM Notice have been passed with requisite majority.

Thanking You,
Yours faithfully,
For **Bhadresh Shah & Associates**
Practicing Company Secretary


Bhadresh Shah
Proprietor
CoP No. **15957**



Date: 15th May 2018
Place: Mumbai

ANNEXURE I

Resolution no. 1 – Acquisition of Non-Banking Financial Company:								
Resolution required: Special								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	107,600	0	0.0000	0	0	0.0000	0.0000
	Poll		65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	132,470	0	0.0000	0	0	0.0000	0.0000
	Poll		43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 2 – Issue and offer Cumulative Redeemable Preference Shares on a Private Placement basis.

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	107,600	0	0.0000	0	0	0.0000	0.0000
	Poll		65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	132,470	0	0.0000	0	0	0.0000	0.0000
	Poll		43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 3 – Increase in Authorised Share Capital of the Company

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	107,500	0	0.0000	0	0	0.0000	0.0000
	Poll		65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	132,470	0	0.0000	0	0	0.0000	0.0000
	Poll		43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.



Resolution no. 4 - Adoption of New Set of Memorandum of Association:

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	107,800	0	0.0000	0	0	0.0000	0.0000
	Poll		65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	132,470	0	0.0000	0	0	0.0000	0.0000
	Poll		43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'



Resolution No. 5 – Adoption of New Set of Articles of Association:

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	107,600	0	0.0000	0	0	0.0000	0.0000
	Poll		65,490	60.864	65,490	0	100.0000	0.0000
	Total		65,490	60.864	65,490	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	132,470	0	0.0000	0	0	0.0000	0.0000
	Poll		43,650	32.951	43,650	0	100.0000	0.0000
	Total		43,650	32.951	43,650	0	100.0000	0.0000
Total		240,070	109,140	45.46	109,140	0	100.0000	0.0000

*No of votes polled does not include 'no. of votes invalid'.

