Sushil Talathi & Associates
Practising Company Secretary

Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman
LEENA CONSULTANCY LIMITED
Rahejas, Corner of Main Avenue
& V P Road, Santacruz west,
Mumbai - 400054

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Voting at the Annual General Meeting of Leena Consultancy Limited held on Thursday, 28th September, 2017 at 11.00 a.m.

I, Mr. Sushil Talathi of M/s. Sushil Talathi & Associates, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Leena Consultancy Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 34th Annual General Meeting of Leena Consultancy Limited, held on Thursday 28th September, 2017 at 11.00 A.M. at the registered office of the Company at Rahejas, Corner of Main Avenue & V. P. Road Santacruz-West Mumbai-400054.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Thursday 28th September, 2017 at 11.00 A.M.

The Notice dated 4th September, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

SUSHIL P TALATHI
COP NO 9781

Off No 12A, Plot no 363, Bhagubhai Chambers Narsi Natha Street, Katha Bazar, Masjid (West), Mumbai

Sushil Talathi
cssushil.talathi@gmail.com

The Company had availed the e-voting facility offered by National Securities depository limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the Shareholders who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date Thursday, 21st September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 25th September, 2017 at 10.00 a.m. and ended on Wednesday, 27th September, 2017 at 05.00 p.m. and the NSDL e-voting platforms was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting systems and the ballot forms received respectively.

I now submit my Consolidated Report as under on the result of the remote e-voting/physical ballot forms in respect of the said Resolutions.

(a) Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Directors' Report and the Audited profit & Loss Accounts for the year ended 31st March, 2017 and the Balance Sheet as at that date and the Auditors' Report thereon.

(i) Voted in **favour** of the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-Voting	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E Voting & Poll	% of total number of valid votes cast
13	111800	3	90000	201800	100%

(ii) Voted in **against** the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E	% of total number of valid votes

SUSHIL P TALATHI COP NO 9781

	Voting			Voting & Poll	cast
NIL	NIL	NIL	NIL	NIL	NIL

iii) **Invalid** votes:

Number of members voted in E Voting	Number of Votes Cast (Shares) E Voting	Number of Members /Proxies Voted – Poll	Number of Votes Cast (Shares)- Poll	Total Number of votes cast Through E-Voting & Poll
Nil	NIL	NIL	NIL	Nil

b) Resolution No. 2: Ordinary Resolution

To appoint director in place of Mr. A unnikrishnan (DIN 00007022) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-Voting	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E Voting & Poll	% of total number of valid votes cast
13	111800	3	90000	201800	100%

(ii)Voted in **against** the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-Voting	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E Voting & Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

iii) **Invalid** votes:

Number of members voted in E Voting	Number of Votes Cast (Shares) E Voting	Number of Members /Proxies Voted – Poll	Number of Votes Cast (Shares)- Poll	Total Number of votes cast Through E-Voting & Poll
NIL	NIL	NIL	NIL	NIL

SUSHIL P TALATHI
COP NO 9781

(c) Resolution No. 3: Ordinary Resolution

To appoint Auditors and fix their remuneration.

(i) Voted in **favour** of the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-Voting	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E Voting & Poll	% of total number of valid votes cast
13	111800	3	90000	201800	100%

(ii)Voted in **against** the resolution:

Numbers of Members voted in E-Voting	Number of Votes Casts (Shares)- E-Voting	Number of Members/Proxies Voted - Poll	Number of Votes Casts (Shares) - Poll	Total Number of Votes Casts Through E Voting & Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

iii) **Invalid** votes:

Number of members voted in E Voting	Number of Votes Cast (Shares) E Voting	Number of Members /Proxies Voted – Poll	Number of Votes Cast (Shares)- Poll	Total Number of votes cast Through E-Voting & Poll
NIL	NIL	NIL	NIL	NIL

All the resolutions mentioned in the 34th AGM Notice as per details above stand passed under remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite Majority and hence deemed to be passed as on the date of AGM.

SUSHIL P TALATHI
COP NO 9781

I Hereby confirm that, I am Maintaining the Registers / records received from the Service Provider both Electronically and Manually, in respect of the votes cast through Remote Evoting and voting conducted at AGM by way of the Ballot Papers by the members of the company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to Company Secretary/ Director of the company for safe keeping, after chairman signed the Minutes of 34th AGM.

Thanking you,

Yours faithfully,

SUSHIL P TALATHI COP NO 9781

Sushil Talathi
Sushil Talathi & Associates
Company Secretaries
FCS: 8506 CP No.: 9781
Office No 12A, 1st Floor, Bhagubhai Chambers,
363, Narshi Natha Street,
Masjid West, Mumbai - 400009
Place: Mumbai
Dated: 29/09/2017

Witness:

1)

2)