Vijay S. Tiwari & Associates
PRACTISING COMPANY SECRETARY

D/6, 1st Floor, Plot No. 35,
Aashirwad Society, Gorai 1,
Gorai Bridge. Near Bank of Baroda,
Borivali (W), Mumbai-400091

Email Id: vijjay.sda@gmail.com
viju2209@gmail.com
Tel : 022-28683861
Mobile : 9702999723 / 9819995993

To,
The Chairman,
Hybrid Financial Services Limited,
35, A-Wing, Raj Industrial Complex Premises
Co-operative Society Limited,
Military Road, Marol,
Andheri (East), Mumbai-400 059

Dear Sir,

Sub: Scrutiniser'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 Physical Polling Papers received from the Shareholders who could not do E-voting.

I Vijay S.Tiwari of Vijay S.Tiwari & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Hybrid Financial Services Limited (Formerly known as Mafatlal Finance Company Limited) vide resolution dated 19th May 0215 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 to conduct the Electronic Voting Process and to Scrutinize the Physical Polling Papers received from the Shareholders in respect of the below mentioned resolutions to be passed at the 28th Annual General Meeting of the Company to be held on 23rd July 2015.

The Notice dated 19th May 2015 convening Annual General Meeting (AGM) of the Company 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 to be passed at the 28th Annual General Meeting of the Company to be held on 23rd July 2015.

The Company has availed E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting the E-Voting by the Shareholders of the Company. The Company has also provided voting by Physical Polling Papers to the members who could not do E-Voting.

The E-Voting period begins at 9.00 am on 17th July 2015 and ends at 5.00 pm 19th July 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th July 2015 were allowed to cast their vote electronically. The E-voting module was disabled by CDSL for voting at 5.00 pm on 19th July 2015.

Contd...2/-

VIJAY S.TIWARI & ASSOCIATES
VIJAY S.TIWARI
C.P NO.12220
ACS NO.33084
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I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the Physical Polling Papers received respectively. I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution No. 1

Adoption of the Audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Reports of Directors and the Auditors thereon.

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes	Polling Papers	Total	
For	18780802	47199	18828001	18780802	47199	18828001	99.99%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	150	150	Nil	150	150	0.01%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

Resolution No. 2

Approval of Dividend @ 1% on Preference Shares for the year and arrears for the previous two years

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes		Total	
For	18780802	47199	18828001	18780802	47199	18828001	99.99%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	150	150	Nil	150	150	0.01%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

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Contd...3/-

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Resolution No. 3

Appointment of M/s.S.Ramanand Aiyar & Co, Chartered accountants as the Auditors of the Company from the conclusion of this 28th Annual General Meeting until the conclusion the 32nd Annual General Meeting to be held in the year 2019.

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes	Polling Papers	Total	
For	18780802	47199	18828001	18780802	47199	18828001	99.99%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	150	150	Nil	150	150	0.01%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

SPECIAL BUSINESS:

Resolution No. 4 **

Appointment of Mr.Jayesh Ramesh Talpade as Independent Director for three consecutive years up to 2018.

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes		Total	
For	18780802	16599	18797401	18780802	16599	18797401	99.84%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	30750	30750	Nil	30750	30750	0.16%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

** Mr.Jayesh Ramesh Talpade being the Independent Director, seeking re-appointment, holding 30600 shares of the Company, interested in the above resolution hence abstained himself from voting.

Contd...4/-

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A.C.S NO.33084
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Resolution No. 5

Appointment of Mr.Tanveer Abdul Karim Shaikh as Independent Director for three consecutive years up to 2018.

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes		Total	
For	18780802	47199	18828001	18780802	47199	18828001	99.99%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	150	150	Nil	150	150	0.01%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

Resolution No. 6

Appointment of Mrs.Megha Jatendra Vazkar as Woman Director for three consecutive years up to 2018.

Particulars	Number of Shares			Number of votes contained in			% on total number of votes casted
	E-Votes	Polling Papers	Total	E-Votes		Total	
For	18780802	47199	18828001	18780802	47199	18828001	99.99%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Abstain	Nil	150	150	Nil	150	150	0.01%
Total	**18780802**	**47349**	**18828151**	**18780802**	**47349**	**18828151**	**100%**

VOTING RESULTS:

1. **In case of Ordinary Resolution Nos. 1, 2, 3 under Ordinary Business and Ordinary Resoution Nos. 5 and 6 under Special Business voting casted in favour is 99.99% and hence the said Resolutions were passed with Requisite Majority.**

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VIJAY S. TIWARI
C.P No. 12220
ACS No. 33084
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Contd...5/-

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2. **In case of Ordinary Resolution No. 4 under Special Business voting casted in favour is 99.84% and hence the said Resolution was also passed with Requisite Majority.**

The Register, all other papers and relevant records to electronic voting and physical mode have been handed over to the Safe Custody of Whole Time Director and Company Secretary who is authorised by the Board for safe keeping of the same.

Thanking You,

Yours faithfully,

For Vijay S. Tiwari & Associates
Company Secretaries in Practice





Vijay Tiwari
Proprietor
C.P. No. – 12220
M.No. 33084

Place: Mumbai
Date: 23rd July, 2015