

Tulika Agarwal & Associates

Company Secretaries

A-60 Lower Ground Floor
Lajpat Nagar-II
New Delhi-110 024
Phone: 4172 2571
Mobile: 98114 00817
Email: tulika@tacsindia.com

Scrutinizer's Report on E-voting carried out for the purpose of the 30th Annual General Meeting of Asia Capital Limited

To,
The Chairman,
Asia Capital Limited
100 Vaishali, Pitampura
Delhi-110 034

Re: 30th Annual General Meeting of the Equity Shareholders of Asia Capital Limited to be held on Tuesday, 30th September 2014 at 10:00 A.M. at 100 Vaishali, Pitampura, Delhi-110 034

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

Pursuant to the Resolution passed by the Board of Asia Capital Limited (hereinafter referred to as the "**Company**") on 11th August 2014, the undersigned has been appointed as the Scrutinizer for the e-voting process in terms of clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to their shareholders, the facility to exercise their right to the vote at the 30th Annual General Meeting by electronic means through e-Voting Services provided by Central Depository Services Limited (CDSL).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under, provisions of the listing agreement and other applicable provisions, relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted only to make a 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 Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- a. E-Voting facility was kept open for three days from, 22nd September 2014 (10:00 a.m. IST) to 24th September 2014 (6:00 p.m. IST).
- b. Shareholder of the Company were entitled to cast their votes electronically, who were holding shares of the Company as on the cut-off date - 22nd August 2014.
- c. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>).

As a scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:


Sl. No.	Particulars of Resolution	Ordinary/ Special Resolution	No. of Share- holders Voted	Votes in favour		Votes Against		Invalid Votes
				No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	No. of Shares
1.	Adoption of Financial Statements for the financial year ended 31 st March 2014	Ordinary Resolution	0	-	-	0	-	0
2.	Re-appointment of Director retiring by rotation- Mr. Manoj Kumar Jain	Ordinary Resolution	0	-	-	0	-	0
3.	Appointment of Auditors	Ordinary Resolution	0	-	-	0	-	0
4.	Appointment of Ms. Shallu Jain an Independent Director	Ordinary Resolution	0	-	-	0	-	0
5.	Appointment of Mr. Atul Aggarwal an Independent Director	Ordinary Resolution	0	-	-	0	-	0
6.	Appointment of Mr. Saurabh Madan an Independent Director	Ordinary Resolution	0	-	-	0	-	0



You may accordingly declare the result of the voting in due course and take other necessary steps in this regard.

Thanking You,

For Tulika Agarwal & Associates
Company Secretaries


Tulika Agarwal
Proprietor
C.P. No. 6337
F.C.S. No. 6420



Date: September 26, 2014

Place: New Delhi