

CS Sangeeta Harpalani

B.Sc., FCS, ACMA, MBA (Fin.), LL.B., M.Com
Company Secretary

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FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

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

**Re: 32nd Annual General Meeting of the Equity Shareholders of Asia Capital Limited
held on Monday, 19th September 2016 at 10:00 A.M. at 100 Vaishali, Pitampura,
Delhi-110 034**

Dear Sir,

I, Sangeeta Harpalani, Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 32nd Annual General Meeting of the Equity Shareholders of Asia Capital Limited, held on Monday, 19th September 2016 at 10:00 A.M. at 100 Vaishali, Pitampura, Delhi-110 034, submit our report as under:-

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was sealed in my presence with due identification marks placed by me.
2. The sealed ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:-

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2016, including the Audited Balance Sheet as at 31st March 2016 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon:



(i) Voted in favour of the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
18	25,40,980	100%

(ii) Voted against the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 2: Appointment of Director who retires by Rotation

To appoint a Director in place of Mr. Manoj Kumar Jain (DIN: 00097821), who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

(i) Voted in favour of the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
18	25,40,980	100%

(ii) Voted against the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 3: Appointment of Statutory Auditor and Fixing their Remuneration

To appoint M/s Prakash & Santosh, Chartered Accountants, New Delhi (Firm Registration Number 000454C), the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration as may be decided by the Board of Directors for the year and for the subsequent years:

(i) Voted in favour of the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
18	25,40,980	100%

(ii) Voted against the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 4: Confirmation of Appointment of Chief Financial Officer

To approve the appointment of Mr. Atin Jain as the Chief Financial Officer of the Company w.e.f. 16th November 2015:

(i) Voted in favour of the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
18	25,40,980	100%

(ii) Voted against the Resolution:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



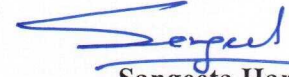
(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

5. A list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution have been handed over to the Company.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

In connection with the aforesaid Annual General Meeting and voting there at, it is clarified that the Management of the Company is responsible for compliance with the requirements of the Companies Act, 2013 and rules made there under, provisions of the listing agreement and other applicable provisions. My responsibility as a Scrutinizer is restricted only to the extent of scrutinizing the Ballot Papers and other responsibilities as per Rule 21 of the Companies (Management & Administration) Rules, 2014.

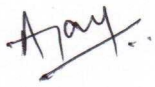
For CS SANGEETA HARPALANI
Company Secretary




Sangeeta Harpalani
FCS 6094; C.P. No. 8123



Witness, in which presence the ballot box was opened by the Scrutinizer

1. 
Ajay Singhal
92 Vaishali, Pitampura
Delhi-110 034

2. 
Suresh Poddar
90 Vaishali, Pitampura
Delhi-110 034

Place: Delhi
Date: 20-09-2016

Received and Signed  20-09-2016

