

**SHILPI S JAIN & Co.**  
**(Company Secretaries)**

TA/30, Friday Market, Uttam Nagar,  
New Delhi-110059  
Mobile: 91-9560597297  
Email: shilpijain8190@gmail.com

**Consolidated Scrutinizer's Report**

*[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]*

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

**Sub:** Consolidated Scrutinizer's Report on remote e-voting (including voting by Physical ballot forms) 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.

**Ref:** 33<sup>rd</sup> Annual General Meeting of the members of Asia Capital Limited, held on Tuesday, 26<sup>th</sup> September, 2017 at its registered office situated at 100, Vaishali, Pitampura, Delhi- 110 034

Dear Sir,

I, Shilpi Jain, Proprietor of M/s Shilpi S Jain & Co., Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of Asia Capital Limited ("the Company") vide resolution dated 10<sup>th</sup> August, 2017 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions passed at the 33<sup>rd</sup> Annual General Meeting of the Company held on September 26, 2017 at 03:00 P.M at 100, Vaishali, Pitampura, Delhi- 110 034.

The compliance with the provisions of the Act read with rules made there under relating to remote e-voting at AGM through Ballot paper is the responsibility of management of the company. My responsibilities as a Scrutinizer are to ensure the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner.

The notice dated August 10, 2017 convening Annual General Meeting of the Company were sent to the Shareholders in respect of the below mentioned resolution(s), proposed to be passed at the said Annual General Meeting (AGM) of the Company held on September 26, 2017 at 03:00 P.M at 100, Vaishali, Pitampura, Delhi- 110 034.



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

The Shareholders of the Company holding shares as on the "cutoff" date of September 19, 2017, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the Notice of the 33<sup>rd</sup> AGM of Asia Capital Limited.

The ballot box was checked empty and was locked before initiation of ballot voting at the venue of the meeting. The same was witnessed by two members. (Duly signed proof of witness of locking of empty ballot box is attached as **Annexure 1**)

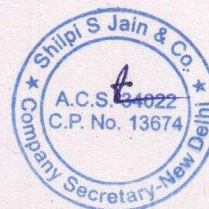
Further, after completion of the voting by physical ballot forms at the venue of the meeting, the ballot box was opened and the total numbers of ballot forms were counted. The same was witnessed by the two persons. (Duly signed proof of witness of opening of ballot box is attached as **Annexure 2**)

The voting period for e-voting commenced on Saturday, September 23, 2017 at 9:00 A.M and ended on Monday, September 25, 2017 at 5:00 P.M and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses, who are not in the employment of the Company. (Duly signed proof of witness of unblocking e-voting facility is attached as **Annexure 3**)

I have scrutinized and reviewed the voting through electronic means and in physical mode (Ballot paper) and votes tendered therein based on the data downloaded from National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

Following is the detail of total voting received through electronic means and physical Ballot forms.

Particulars	No. of members voted	No. of votes casted
<b>Total voting by remote e-voting</b>		
Total No. of valid voting	NIL	NIL
Total No. of invalid voting	NIL	NIL
<b>Total voting in physical mode (Physical ballot forms)</b>		
Total No. of valid voting	18	25,40,980
Total No. of invalid voting	NIL	NIL
<b>Grand Total No. of Valid Voting (including remote e-voting and in physical mode) which are counted for declaration of results.</b>	<b>18</b>	<b>25,40,980</b>



Now I submit my Report as under on the result of the voting through electronic means and in physical mode in respect of the said Resolutions.

**Item No. 1: Adoption of Financial Statements**

**Adoption of Audited statement of Profit and Loss, Balance sheet, Report of the Board of Directors and the Auditors for the year ended March 31, 2017 (Ordinary Resolution)**

Voted in <b>FAVOUR</b> of the resolution			Voted <b>AGAINST</b> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<b><u>Electronic Voting System</u></b>					
NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b><u>Physical Ballot Forms</u></b>					
18	2540980	100%	NIL	NIL	NIL
<b>Sub Total</b>	<b>2540980</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand Total</b>	<b>2540980</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**Invalid votes**

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

**Result:**

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as an Ordinary Resolution.



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

Appointment of Director in place of Mr. Surendra Kumar Jain (DIN 00097859), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

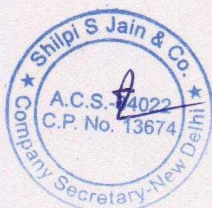
Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<b><u>Electronic Voting System</u></b>					
NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total</b>	NIL	NIL	NIL	NIL	NIL
<b><u>Physical Ballot Forms</u></b>					
18	2540980	100%	NIL	NIL	NIL
<b>Sub Total</b>	2540980	100%	NIL	NIL	NIL
<b>Grand Total</b>	<b>2540980</b>	<b>100%</b>	NIL	NIL	NIL

**Invalid votes**

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

**Result:**

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as an Ordinary Resolution.



**Item No. 3: Ratification of Appointment of Statutory Auditors and fix their remuneration**

**Ratification of the appointment of M/s. Prakash & Santosh, Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution)**

Voted in <u>FAVOUR</u> of the resolution			Voted <u>AGAINST</u> the resolution		
Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast	Number of Members voted	Number of votes cast (Shares)	% of total number of valid votes cast
<b><u>Electronic Voting System</u></b>					
NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total</b>	NIL	NIL	NIL	NIL	NIL
<b><u>Physical Ballot Forms</u></b>					
18	2540980	100%	NIL	NIL	NIL
<b>Sub Total</b>	2540980	100%	NIL	NIL	NIL
<b>Grand Total</b>	<b>2540980</b>	<b>100%</b>	NIL	NIL	NIL

**Invalid votes**

Total Numbers of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

**Result:**

Considering the valid votes on the resolution, it is found that the vote casted in favor exceed the votes, casted against the resolution, so the resolution is considered as passed as an Ordinary Resolution.

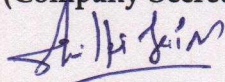


The particulars of all votes casted through remote e-voting and voting at AGM through ballot papers have been entered in a register separately maintained for the purpose and the Register, ballot papers, other related documents relating to electronic voting and physical voting shall remain in our safe custody until your good self (Chairperson) considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be returned and handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For Shilpi S Jain & Co.  
(Company Secretaries)



SHILPI JAIN  
CP No. 13674



Place: Delhi

Date: 27/09/2017

**Enclosures:**

1. Annexure 1
2. Annexure 2
3. Annexure 3
4. Annexure 4 (Register of Remote E-voting)

**SHILPI S JAIN & Co.**  
**(Company Secretaries)**

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Annexure 1

Date: 26<sup>th</sup> September, 2017

To  
The Chairperson  
Asia Capital Limited  
100, Vaishali, Pitampura,  
Delhi- 110034

Sub: Proof of witness of locking the empty ballot box

Ref: 33<sup>rd</sup> Annual General Meeting of the Members of Asia Capital Limited, held on Tuesday, 26<sup>th</sup> September, 2017 at registered office of the company situated at 100, Vaishali, Pitampura, Delhi- 110034

Dear Sir,

In Compliance of the provisions of the Companies (Management and Administration) Rules, 2014, as amended, the Scrutinizers shall lock and seal an empty ballot box in the presence of the members and proxies. In compliance of the same the empty ballot box locked in presence of the following witness.

Witness 1

Sign:

(Name) *Surendra Kumar Jain*  
SURENDRA KUMAR JAIN  
(Father's Name) SHRI REVTI SARAN JAIN  
(Address) 100 VAISHALI, PITAMPURA  
DELHI-34  
Folio No. IH-303778 - 10003364

Witness 2

Sign:

*Deepak Kumar Jain*  
(Name) DEEPAK KUMAR JAIN  
(Father's Name) SHRI SURENDRA KUMAR JAIN  
(Address) 100 VAISHALI, PITAMPURA  
DELHI-34  
Folio No. IH-303778 - 10003348

You are requested to kindly take note of the same.

Thanking You,

Yours Truly,

For SHILPI S JAIN & CO.  
(Company Secretaries)

*Shilpi Jain*

SHILPI JAIN  
ACS - 34022  
CP No. 13674



**SHILPI S JAIN & Co.**  
**(Company Secretaries)**

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New Delhi-110059  
Mobile: 91-9560597297  
Email: shilpijain8190@gmail.com

Annexure 2

Date: 26<sup>th</sup> September, 2017

To  
The Chairperson  
Asia Capital Limited  
100, Vaishali, Pitampura,  
Delhi- 110034

Sub: Proof of witness of opening of ballot box pursuant to the provisions of the Companies (Management and Administration) Rules, 2014.

Ref: 33<sup>rd</sup> Annual General Meeting of the Members of Asia Capital Limited, held on Tuesday, 26<sup>th</sup> September, 2017 at registered office of the company situated at 100, Vaishali, Pitampura, Delhi- 110034

Dear Sir,

In Compliance of the provisions of the Companies (Management and Administration) Rules, 2014, as amended, the Scrutinizers shall open the Ballot box in the presence of two persons as witnesses after the voting process is over. In compliance of such provision the ballot box was opened in presence of the following witness:

Witness 1

Sign:

(Name) Surendra Kumar Jain

(Father's Name) Revti Saran Jain

(Address) 100, Vaishali Pitampura Delhi-110034

Folio No. 1N-303778-10003364

Witness 2

Sign:

(Name) Deepak Kumar Jain

(Father's Name) Surendra Kumar Jain

(Address) 100 Vaishali Pitampura Delhi-110034

Folio No. 1N-303778-10003348

You are requested to kindly take note of the same

Thanking You,

Yours Truly,

For SHILPI S JAIN & CO.  
(Company Secretaries)

Shilpi Jain  
SHILPI JAIN  
ACS-34022  
CP No. 13674





**SHILPI S JAIN & Co.**  
**(Company Secretaries)**

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New Delhi-110059  
Mobile: 91-9560597297  
Email: shilpijain8190@gmail.com

Annexure 3  
Date: 26<sup>th</sup> September, 2017

To  
The Chairperson  
Asia Capital Limited  
100, Vaishali, Pitampura,  
Delhi- 110034

**Sub: Proof of witness of unblocking remote e-voting facility 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.**

**Ref: 33<sup>rd</sup> Annual General Meeting of the members of Asia Capital Limited, held on Tuesday, 26<sup>th</sup> September, 2017 at 100, Vaishali, Pitampura, Delhi- 110034**

Dear Sir,

In Compliance of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses. In compliance of the same the votes casted through the remote e-voting is unblocked in presence of the following witness.

Witness 1

Sign:

(Name) *Surendra Kumar Jain*

(Father's Name) *Ravti Saran Jain*

(Address) *100 Vaishali Pitampura Delhi-110034*

Folio No. *IN-303778 - 10003364*

Witness 2

Sign:

(Name) *Deepak Kumar Jain*

(Father's Name) *Surendra Kumar Jain*

(Address) *100 Vaishali Pitampura Delhi-110034*

Folio No. *IN-303778 - 10003348*

You are requested to kindly take note of the same.

Thanking You,

Yours Truly

For SHILPI S JAIN & CO.  
(Company Secretaries)

*Shilpi Jain*

SHILPI JAIN  
ACS-34022  
CP No. 13674



## e-Voting Module



Result File : 106873

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
106873	INE131Q01011	ASIA CAPITAL LIMITED EQ	23-09-2017	25-09-2017	28-09-2017	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
106873	1	1	I/We assent to the resolution(For/ Yes/ Favour)	0	0.000
106873	1	2	I/We dissent to the resolution(Against/ No)	0	0.000
106873	2	1	I/We assent to the resolution(For/ Yes/ Favour)	0	0.000
106873	2	2	I/We dissent to the resolution(Against/ No)	0	0.000
106873	3	1	I/We assent to the resolution(For/ Yes/ Favour)	0	0.000
106873	3	2	I/We dissent to the resolution(Against/ No)	0	0.000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDINGS	VOTES	CAST_VOTE_DATE
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REGISTER OF E-VOTING OF ASIA CAPITAL LIMITED  
CIN: L65993DL1983PLC016453

VOTING BY THE EQUITY SHAREHOLDERS IN THE 33RD ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2017  
DETAILS OF THE VALID VOTES

S. NO.	FOLIO NO./ CLIENT ID	NAME OF MEMBERS	ADDRESS	NO. OF SHARES HELD	NOMINAL VALUE OF SHARES (RS.)	MODE OF VOTING	ITEM NO. 1		ITEM NO. 2		ITEM NO. 3	
							ASSENTED	DISSENTED	ASSENTED	DISSENTED	ASSENTED	DISSENTED
1	10003364	Surendra Kumar Jain	100, Vaishali, Pitampura, Delhi-110034	81720	10	Physical	✓		✓		✓	
2	10003348	Deepak Kumar Jain	100, Vaishali, Pitampura, Delhi-110034	128060	10	Physical	✓		✓		✓	
3	10003356	Kavita Jain	100, Vaishali, Pitampura, Delhi-110034	75050	10	Physical	✓		✓		✓	
4	10003323	Nidhi Jain	100, Vaishali, Pitampura, Delhi-110034	78100	10	Physical	✓		✓		✓	
5	10003330	Nidhi Jain	100, Vaishali, Pitampura, Delhi-110034	75000	10	Physical	✓		✓		✓	
6	10005282	D.M. International Pvt. Ltd.(Represented by Mr. Surendra Jain)	C-17, Wazirpur, Industrial Area, Delhi-110052	350000	10	Physical	✓		✓		✓	
7	10004444	Chandra Bhan Agarwal (present through proxy)	100, Vaishali, Pitampura, Delhi-110034	3060	10	Physical	✓		✓		✓	
8	10000275	Sunil Kumar Gupta (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	200000	10	Physical	✓		✓		✓	
9	10000259	Pawan Kumar Gupta (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	50,000	10	Physical	✓		✓		✓	
10	10000267	Satya Gupta (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	200000	10	Physical	✓		✓		✓	
11	10000187	Ruchika Gupta (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	100000	10	Physical	✓		✓		✓	
12	10000242	Alka Gupta (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	50000	10	Physical	✓		✓		✓	
13	10000154	Pawan Kumar Gupta (HUF) (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	50000	10	Physical	✓		✓		✓	
14	10116818	Narendra Kumar Agarwal (present through proxy)	212, Starlite Apartment, Sector-14, extn. Rohini, Delhi-110085	100000	10	Physical	✓		✓		✓	
15	10100245	Santosh Agarwal (present through proxy)	212, Starlite Apartment, Sector-14, extn. Rohini, Delhi-110085	100000	10	Physical	✓		✓		✓	
16	10100253	Narendra Agarwal (HUF) (present through proxy)	212, Starlite Apartment, Sector-14, extn. Rohini, Delhi-110085	100000	10	Physical	✓		✓		✓	
17	10029535	Chander Kant Jha (present through proxy)	A-3/31, Sector-3, Rohini, Delhi-110085	50000	10	Physical	✓		✓		✓	
18	10002062	Gentleman Products Pvt. Ltd. (present through proxy)	320, Delhi Gate Bazar, Asaf Ali Road, New Delhi-110002	749,990	10	Physical	✓		✓		✓	
19												
20												
		<b>TOTAL</b>		<b>2,540,980</b>								

