

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]

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

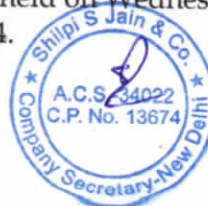
Ref: 34th Annual General Meeting of the members of Asia Capital Limited, held on Wednesday, 26th September, 2018 at its registered office situated at 100, Vaishali, Pitampura, Delhi- 110 034

Dear Sir(s),

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 23rd July, 2018 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 34th Annual General Meeting of the Company held on Wednesday, 26th September, 2018 at 10:00 A.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 23rd July, 2018 convening Annual General Meeting of the Company were sent to the Shareholders in respect of below mentioned resolution(s), proposed to be passed at the said Annual General Meeting (AGM) of the Company held on Wednesday, 26th September, 2018 at 10:00 A.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 "cut-off" date of Wednesday, 19th September, 2018, were entitled to vote on the proposed resolutions as set out at item nos. 1 & 2 in the Notice of the 34th 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 Sunday, 23rd September, 2018 at 09:00 A.M and ended on Tuesday, 25th September, 2018 at 05:00 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
Total voting by remote e-voting		
Total No. of valid voting	NIL	NIL
Total No. of invalid voting	NIL	NIL
Total voting in physical mode (Physical ballot forms)		
Total No. of valid voting	18	2540990
Total No. of invalid voting	NIL	NIL
Grand Total No. of Valid Voting (including remote e-voting and in physical mode) which are counted for declaration of results.	18	2540990

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 31st, 2018 (Ordinary Resolution)

Voted in FAVOUR of the resolution			Voted AGAINST 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
<u>Electronic Voting System</u>					
NIL	NIL	NIL	NIL	NIL	NIL
Sub Total	NIL	NIL	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
18	2540990	100%	NIL	NIL	NIL
Sub Total	2540990	100%	NIL	NIL	NIL
Grand Total	2540990	100%	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. 2: Appointment of Director who retires by Rotation

Appointment of Director in place of Mr. Manoj Kumar Jain (DIN 00097821), 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
<u>Electronic Voting System</u>					
NIL	NIL	NIL	NIL	NIL	NIL
Sub Total	NIL	NIL	NIL	NIL	NIL
<u>Physical Ballot Forms</u>					
18	2540990	100%	NIL	NIL	NIL
Sub Total	2540990	100%	NIL	NIL	NIL
Grand Total	2540990	100%	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: 27.09.2018

Enclosures:

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

Annexure 1

Date: 26th September, 2018

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

Sub: Proof of witness of locking the empty Ballot Box

Ref: 34th Annual General Meeting of the Members of Asia Capital Limited, held on
Wednesday, 26th September, 2018 at registered office of the company situated at 100,
Vaishali, Pitampura, Delhi- 110034

Dear Sir(s),

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: *Nidhi Jain*
(Name) *Nidhi Jain*
(Father's Name) *Shri Dhanendra K. Agarwal*
(Address) *100 Vaishali, Pitampura
Delhi-34*
Folio No. *IN-303778 - 10003330*

Witness 2
Sign: *Suzendra Kumar Jain*
(Name) *Suzendra Kumar Jain*
(Father's Name) *Shri Ravi Saran Jain*
(Address) *100 Vaishali, Pitampura
Delhi-34*
Folio No. *IN-303778 - 10003364*

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



Annexure 2

Date: 26th September, 2018

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: 34th Annual General Meeting of the Members of Asia Capital Limited, held on Wednesday, 26th September, 2018 at registered office of the company situated at 100, Vaishali, Pitampura, Delhi- 110034

Dear Sir(s),

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 *Nidhi Jain*
Sign:

(Name) *Nidhi Jain*

(Father's Name) *Shri Dhanendra Kr. Agarwal*

(Address) *100 Vaishali, Pitampura, Delhi-34*

Folio No. *IN-303778-10003330*

Witness 2
Sign:

(Name) *Surendra Kumar Jain*

(Father's Name) *Shri Ravi Saran Jain*

(Address) *100 Vaishali, Pitampura, Delhi-34*

Folio No. *IN-303778-10003364*

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



Annexure 3

Date: 26th September, 2018

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: 34th Annual General Meeting of the members of Asia Capital Limited, held on Wednesday, 26th September, 2018 at 100, Vaishali, Pitampura, Delhi- 110034

Dear Sir(s),

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 *Nidhi Jain*
Sign:

(Name) *Nidhi Jain*

(Father's Name) *Shri. Dhanendra Kr. Agarwal*

(Address) *100 Vaishali, Pitampura, Delhi-34*

Folio No. *IN-303778-10003330*

Witness 2 *FK Jain*
Sign:

(Name) *Surendra Kumar Jain*

(Father's Name) *Shri. Ravi Shanker Jain*

(Address) *100 Vaishali, Pitampura, Delhi-34*

Folio No. *IN-303778-10003364*

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

Anurag-4



Result File : 109035

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
109035	INE131001011	ASIA CAPITAL LIMITED EQ	23-09-2018	25-09-2018	28-09-2018	U	1.00

EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER COUNTS	VOTE COUNTS
109035	1	1	I/We assent to the resolution(For/ Yes/ Favour)	0	0.000
109035	1	2	I/We dissent to the resolution(Against/ No)	0	0.000
109035	2	1	I/We assent to the resolution(For/ Yes/ Favour)	0	0.000
109035	2	2	I/We dissent to the resolution(Against/ No)	0	0.000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDING	VOTES	CAST_VOTE_DATE

