



AKSHAT GARG & ASSOCIATES

Company Secretaries

Secretarial, Legal & Corporate Advisory Services

Scrutinizer Report on E-Voting

[Pursuant to Reg. 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder.]

To,
The Board of Directors
M/s Adharshila Capital Services Limited
7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi - 110017

Twenty Fifth (25th) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 20th July, 2018 at 12:00 Noon at Shree Agrasen Bhawan, Vivek Vihar, Delhi - 110 095

Dear Sir,

1. I, Akshat Garg, Practicing Company Secretary from Ghaziabad had been appointed as Scrutinizer by the Board of Directors of Adharshila Capital Services Limited (The Company) (CIN: L74899DL1993PLC056347) for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the resolutions contained in the Notice of Twenty Fifth (25th) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 20th July, 2018 at 12.00 noon at Shree Agrasen Bhawan, Vivek Vihar, Delhi - 110 095.

The Notice dated 14th June, 2018 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on 20th July, 2018 at 12.00 noon at Shree Agrasen Bhawan, Vivek Vihar, Delhi -110 095.

2. Our responsibility as scrutinizer for the e-voting process is restricted to scrutinizing the remote e-voting process in a fair and transparent manner and making a Scrutinizers' Report for the votes cast "In favour" or "Against" on the resolutions contained in the notice stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorised and engaged by the Company.



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3. We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the e-voting system.

We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions:

- (i) The e-voting period remained open from 17th July, 2018 at 09:00 a.m. (IST) to 19th July, 2018 at 05:00 p.m. (IST).
- (ii) The members of the Company as on "cut-off date" i.e. 13th July, 2018 were entitled to vote on the resolutions (items 1 to 5) as set out in the notice of the 25th AGM.
- (iii) At the end of the voting period the voting portal was blocked. On 20th July, 2018 the votes cast through e-voting facility was duly unblocked by me in the presence of Md. Sohieb Alam and Mr. Ajay Kumar Singh, who acted as witnesses as per the provisions of Companies (Management and Administration) Rules, 2014 amended upto date.
- (iv) Particulars of all votes cast through electronic mode have been entered in the register maintained in electronic mode.

Our Reports for the e-voting carried by the shareholders are as follows:

- (A) **Item No. 1:** Ordinary resolution for Adoption of Audited Financial Statements for the year ended 31st March, 2018.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Total No. of votes cast in electronic mode	9	3395000	100
Voted in favour of the resolution	9	3395000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	9	3395000	0

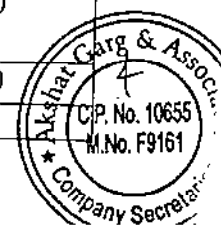
- (B) **Item No. 2:** Ordinary resolution for re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Total No. of votes cast by electronic mode	0	0	0
Voted in favour of the resolution	0	0	0
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	0	0	0

* Promoter and Promoters group shareholders have not voted on this agenda item as they are related parties.

- (C) **Item No. 3:** Ordinary resolution for ratification of appointment of M/s Rajendar K. Kumar & Associates, Chartered Accountants as Statutory Auditor for the Financial Year 2018-19.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Total No. of votes cast in electronic mode	9	3395000	100
Voted in favour of the resolution	9	3395000	100
Voted against the resolution	0	0	0



Invalid Votes	0	0	0
Total	9	3395000	0

(D) Item No. 4: Ordinary resolution for re-appointment of Mrs. Amita Adlakha as Managing Director

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Total No. of votes cast in electronic mode	0	0	0
Voted in favour of the resolution	0	0	0
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	0	0	0

* Promoter and Promoters group shareholders have not voted on this agenda item as they are related parties

(E) Item No. 5: Special resolution for alteration in Main Object Clause of the Memorandum of Association Clause III(A)

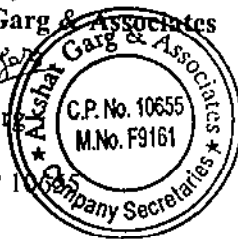
Business at Item No. 5 regarding alteration of Main Object clause of the Memorandum of Association was not considered at AGM. The Management of the Company has withdrawn the same, since the said business can be transacted only through Postal Ballot. Therefore, votes cast by the members on the Item No.- 5 was also not considered.

Thanking you,

Yours faithfully,

For Akshat Garg & Associates

CS Akshat Garg
(Scrutinizer)
FCS 9161; CP 10655



Place: Delhi

Dated: 20.07.2018

Ballot/Polling box relating to AGM of Adharshila Capital Services Limited held on 20.07.2018 was opened in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature:

Soheb

Name:

Md. Soheb Alam

Address:

C-2/170, 3rd Floor,
New Ashok Nagar,
New Delhi - 110096

2. Signature:

Ajay Singh

Name:

Ajay Kumar Singh

Address:

88/4 Gali No-1 Shakarpur, Delhi 92