



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 Chairman

M/s Adharshila Capital Services Limited

7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi - 110017

Twenty Sixth (26th) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 26th July, 2019 at 12:00 Noon at Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110095

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 Sixth (26th) Annual General Meeting of the Equity Shareholders of **Adharshila Capital Services Limited** held on Friday, 26th July, 2019 at 12.00 noon at Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110095.

The Notice dated 21st June, 2019 convening Annual General Meeting (AGM) of the Company along with Explanatory 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 26th July, 2019 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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MSME Registration No: UP29D0018479

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 23rd July, 2019 at 09:00 a.m. (IST) to 25th July, 2019 at 05:00 p.m. (IST).
- (ii) The members of the Company as on “cut-off date” i.e. 19th July, 2019 were entitled to vote on the resolutions (items 1 to 7) as set out in the notice of the 26th AGM.
- (iii) At the end of the voting period the voting portal was blocked. On 26th July, 2019 the votes cast through e-voting facility was duly unblocked by me in the presence of Ms. Mansi Brijaria and Ms. Tamanna sharma, 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, 2019.

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100

- (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 to dispense with the requirement of ratification of appointment of Statutory Auditor.

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100

(D) **Item No. 4:** Special Resolution for re-appointment of Mr. Harnand Tyagi (DIN: 00159923) as Independent Director of the Company

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100

(E) **Item No. 5:** Special Resolution for re-appointment of Mr. Joginder Singh Dhikkar (DIN: 00050606) as Independent Director of the Company

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100

(F) **Item No. 6:** Special Resolution for re-appointment of Mr. Rajindar Kumar Khanna (DIN: 00183593) as Independent Director of the Company

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100



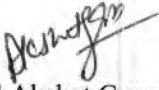
(G) **Item No. 7:** Special resolution for alteration in Main Object Clause of the Memorandum of Association -Clause III(A)

	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	8	3245000	100
Voted in favour of the resolution	8	3245000	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	8	3245000	100

Thanking you,

Yours faithfully,

For Akshat Garg & Associates
(Company Secretaries)


CS Akshat Garg
(Scrutinizer)
FCS 9161; CP 10655

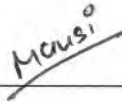


Place: Delhi
Dated: 26.07.2019

Ballot/Polling box relating to AGM of **Adharshila Capital Services Limited** held on 26.07.2019 was opened in our presence. We are not in the employment of the Company:

Witnesses:

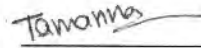
1. Signature: _____



Name: Mansi Brijaria

Address: 9/964 Vasundhara Ghaziabad

2. Signature: _____



Name: Tamanna Sharma

Address: SE-120, Shastri Nagar Ghaziabad