



**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman of 33<sup>rd</sup> Annual General Meeting of the members of  
Ashiana Housing Limited held on 31<sup>st</sup> day of August, 2019 at Kalakunj,  
(Basement Kalamandir), 48, Shaksepeare Sarani, Kolkata- 700 017

Dear Sir,

I, Richa Bhuwalka, a Practicing Company Secretary, appointed by the Board of Directors of Ashiana Housing Limited as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Rules) on the resolutions contained in the notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the company, held on 31<sup>st</sup> day of August, 2019 at Kalakunj, (Basement Kalamandir), 48, Shakespeare Sarani, Kolkata- 700 017.

It is the responsibility of the management of the company to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Wednesday, 28<sup>th</sup> August, 2019 (09.00 A.M) to Friday, 30<sup>th</sup> August, 2019 (05.00 P.M).
- ii. The members of the company as on the "cut off" date i.e. 26<sup>th</sup> August, 2019 were entitled to vote on the resolutions (item no. 1 to 17 as set out in the notice of the 33<sup>rd</sup> Annual General Meeting of the Company).
- iii. The votes cast were unblocked on 31<sup>st</sup> August, 2019 in the presence of 2 witnesses, Ms. Ayushi Arora and Ms. Anita Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ayushi Arora



Name: Anita Gupta

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the results of the e-voting are as under:-



**Item No. 1:-**

Ordinary Resolution to consider and adopt the audited standalone and consolidated financial statements as at 31st March, 2019, and Report of the Board of Directors' and Auditors' thereon:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	9147057	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	50	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 2:-**

Ordinary Resolution to declare dividend of 25 paise per equity share (i.e. @ 12.5%):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
48	9147067	99.999%

**i. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	50	0.001%

**ii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 3:-**

Ordinary Resolution to appoint a Director in place of Mr. Varun Gupta (DIN: 01666653), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
39	8935635	97.688%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
9	211472	2.312%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 4:-**

Ordinary Resolution to appoint Mr. Narayan Anand as Director (DIN: 02110727):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
43	9146973	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	121	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 5:-**

Ordinary Resolution to Appoint Mr. Narayan Anand (DIN: 02110727) as Independent Director of the Company in terms of the provisions of the Companies Act, 2013:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
45	9146991	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	116	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 6:-**

Ordinary Resolution to Appoint Ms. Piyul Mukherjee as Director (DIN: 00182034):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	9146986	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	121	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 7:-**

Ordinary Resolution to Appoint Ms. Piyul Mukherjee (DIN: 00182034) as Independent Director of the Company in terms of the provisions of the Companies Act, 2013:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
45	9146991	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	116	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 8:-**

Special Resolution to Re-appoint Mr. Vishal Gupta (DIN: 00097939) as Managing Director of the Company:

**i. Voted in favour of the resolution**

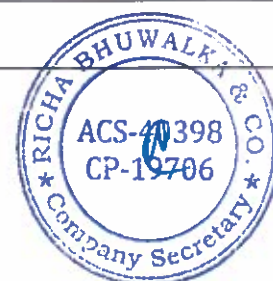
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	9146979	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	128	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 9:-**

Special Resolution to Re-appoint Mr. Ankur Gupta (DIN: 00059884) as Joint Managing Director of the Company:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	9146959	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	123	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 10:-**

Special Resolution to Re-appoint Mr. Varun Gupta as Whole Time Director of the Company (DIN: 01666653):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	9146979	99.999%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	128	0.001%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 11:-**

Special Resolution to re-appoint Mr. Abhishek Dalmia as Independent Director (DIN: 00011958):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
32	5859831	64.062%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
16	3287276	35.938%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 12:-**

Special Resolution to approve commission to Mr. Abhishek Dalmia, Independent Director (DIN: 00011958):

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
42	9146561	99.994%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	546	0.006%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 13:-**

**Special Resolution to re-appoint Ms. Sonal Mattoo as Independent Director (DIN: 00106795):**

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
36	6072035	66.382%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
12	3075072	33.618%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 14:-**

**Special Resolution to Approve Payment of Commission to Ms. Sonal Mattoo (DIN: 00106795) for the Financial Year 2019-20:**

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
39	9141396	99.938%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
9	5711	0.062%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





**Item No. 15:-**

Special Resolution to Approve Payment of Remuneration to Executive Directors exceeding 5% of the net profits of the Company:

**i. Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
37	9145348	99.981%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
11	1759	0.019%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 16:-**

Special Resolution to provide security against loan including the issue of secured non-convertible debentures/ bonds on private placement Basis:

**i. Voted in favour of the resolution**

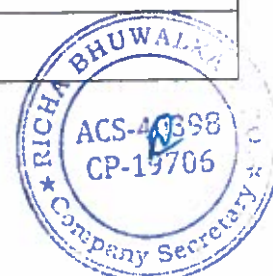
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
39	9146089	99.989%

**ii. Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
9	1018	0.011%

**iii. Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 17:-

Ordinary Resolution to consider ratification of remuneration of the Cost Auditors:

i. **Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	9146943	99.998%

ii. **Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	164	0.002%

iii. **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking You,  
Yours faithfully,

*Richa Bhuwalka*  
Richa Bhuwalka  
Practicing Company Secretary  
Membership No. 40398  
C.P. No. 19706



Place: Kolkata  
Date: 31<sup>st</sup> August, 2019