

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 31st Annual General Meeting of the members of
Ashiana Housing Limited to be held on 28th day of August, 2017 at Kalakunj,
(basement Kalamandir), 48, Shakeapeare Sarani, Kolkata- 700 017.

Dear Sir,

I, Neha Maheshwari, a Practising 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 31st Annual General Meeting (AGM) of the members of the company, to be held on 28th day of August, 2017 at Kalakunj, (basement Kalamandir), 48, Shakeapeare 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 31st 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 resolution 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 Friday, 25th August, 2017 (09.00 A.M) to Sunday, 27th August, 2017 (05.00 P.M).
- ii. The members of the company as on the "cut off" date i.e. 21st August, 2017 were entitled to vote on the resolution (item no. 1 to 10 as set out in the notice of the 31st Annual General Meeting of the Company).

- iii. The votes cast were unblocked on 28th August, 2017 in the presence of 2 witnesses, Ms. Khushboo Agarwal and Mr. Dipak Singh who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Khushboo Agarwal.

Name: Khushboo Agarwal

Dipak Singh.

Name: Dipak Singh

- 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 result of the e-voting is as under:-

Item No. 1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2017.

- 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)
26	6016769	100%

- 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)
0	0	0

- 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 confirm payment of Dividend of 25 paise per equity share (i.e @ 12.5%) as final dividend.

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)
20	4747884	100%

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)
0	0	0

iii. 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. Ankur Gupta (Din: 00059884), who retires by rotation at the Annual General Meeting and being eligible has offered himself for reappointment.

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)
13	2144	0.045%

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)
7	4745740	99.955%

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 M/s. VMSS & Associates, Chartered Accountant, as Statutory Auditors 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)
19	4747852	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	32	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 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)
16	4608583	97.066%

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	139301	2.934%

iii. Invalid votes

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

Item No. 6 :-

Special Resolution to reappoint Mr. Hemant Kaul, (DIN:00551588) as Independent Director.

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)
20	4747884	100%

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)
0	0	0

iii. Invalid votes

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

Item No. 7 :-

Special Resolution to reappoint Mr. Varun Gupta (DIN:01666653) as Whole Time 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)
18	4747876	100%

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)
0	0	0

iii. Invalid votes

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

Item No. 8 :-

Ordinary Resolution to ratify remuneration of Cost Auditor.

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)
18	4747822	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)
2	62	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 issue 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)
18	4747752	99.997%

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)
2	132	0.003%

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 provide security against 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)
18	4747752	99.997%

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)
2	132	0.003%

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,

Nehe Daga

NEHA DAGA
Practising Company Secretary
Membership No. 32894
C.P. No. 12130

Place: Kolkata
Date: 28th August, 2017