

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 29th Annual General Meeting of the members of
Ashiana Housing Limited to be held on 25th day of August, 2015 at Galaxy Hall,
Space Circle Club & Resorts VIP Road, Raghunathpur, Kolkata- 700062.

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 29th Annual General Meeting (AGM) of the members of the company, to be held on 25th day of August, 2015 at Galaxy Hall, Space Circle Club & Resorts VIP Road, Raghunathpur, Kolkata-700062.

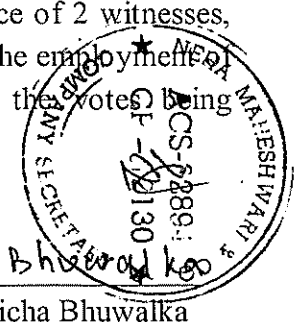
It is the responsibility of the management of the company to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 29th Annual General Meeting (AGM) of the members of the Company. 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 Saturday, 22nd August, 2015 (09.00 A.M) to Monday, 24th August, 2015 (05.00 P.M).
- ii. The members of the company as on the "cut off" date i.e. 18th August, 2015 were entitled to vote on the resolution (item no. 1 to 12 as set out in the notice of the 29th Annual General Meeting of the Company).
- iii. The votes cast were unblocked on 25th August, 2015 in the presence of 2 witnesses, Mr. Siddhartha Purohit and Ms. Richa Bhuwalka who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Siddhartha Purohit
Name: Siddhartha Purohit

Richa Bhuwalka
Name: Richa Bhuwalka



- 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, 2015, 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, 2015.

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	5354032	99.9998%

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	10	0.0002%

iii. Invalid votes

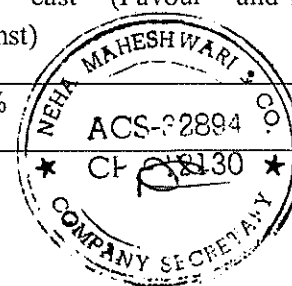
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2 :-

Ordinary Resolution to declare a dividend on equity share.

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)
21	5354042	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. Vishal Gupta (Din: 00097939), who retires by rotation at the Annual General Meeting and being eligible has offered himself for reappointment.

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

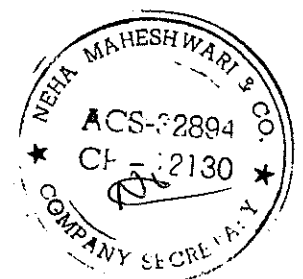
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	5352032	99.9998%

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	10	0.0002%

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 ratify appoint M/s. B. Chhawchharia & Co., Chartered Accountant , as Auditors and fixing their remuneration.

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	5351887	99.9998%

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	11	0.0002%

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.

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)
10	402913	7.53%

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	4948945	92.47%



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 re-appoint Mr. Vishal Gupta (DIN: 00097939) as Managing 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)
19	5352032	99.9998%

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	10	0.0002%

iii. **Invalid** votes

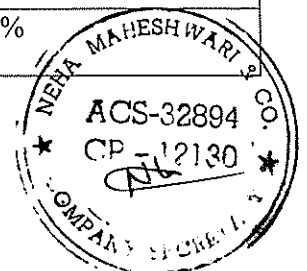
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7 :-

Special Resolution to increase the remuneration of Mr. Vishal Gupta (DIN: 00097939), Managing 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)
15	5351758	99.9953%



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	254	0.0047%

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. Ankur Gupta (DIN: 00059884) as Joint Managing Director.

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

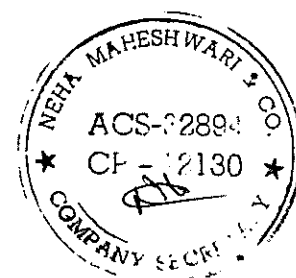
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	5351992	99.9998%

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	10	0.0002%

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 increase remuneration of Mr. Ankur Gupta(DIN: 00059884),
Joint Managing 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)
16	5351788	99.9953%

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	254	0.0047%

iii. **Invalid** votes

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

Item No. 10 :-

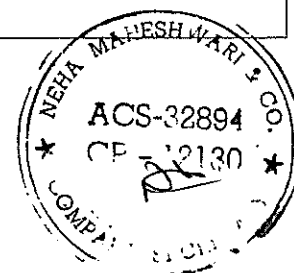
Special Resolution to increase remuneration of Mr. Varun Gupta (DIN: 01666653),
Whole Time Director.

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)
15	5351758	99.9971%

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	154	0.0029%



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 approve remuneration to Ms. Sonal Mattoo (DIN: 00106795), Non Executive 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)
18	5351932	99.9979%

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	110	0.0021%

iii. **Invalid** votes

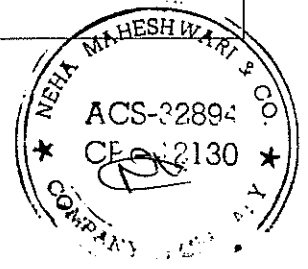
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 12 :-

Ordinary Resolution to ratify the 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)
19	5352032	99.9998%



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	10	0.0002%

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 Maheshwari
NEHA MAHESHWARI
Practising Company Secretary
Membership No. 32894
C.P. No. 12130

Place: Kolkata
Date: 28th August, 2015