

A. K. Verma & Co.

Company Secretaries

Report of Scrutinizer on E-Voting and Postal Ballot Process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To
The Company Secretary
Ashiana Housing Limited
Unit No. 4 & 5 3rd Floor
Southern Park Saket
District Centre
Saket, New Delhi – 110 017

Dear Sir,

Sub: Scrutinizer's Report on E Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Ashiana Housing Limited ('the Company') have vide resolution passed on 04th January, 2018 decided to provide to the members of the Company, a facility to exercise their voting rights on the following special resolutions by postal ballot:

- A. To issue non convertible debentures/ bonds on private placement basis**
- B. To provide security against the issue of secured non convertible debentures/ bonds on private placement basis**

pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Ashok Kumar Verma, Senior Partner of A.K. Verma & Co., Practicing Company Secretary, having membership no. FCS 3945 and CP No. 2568 has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 04th January, 2018 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

13-B, IIND FLOOR, ABOVE, CENTRAL BANK OF INDIA, NETAJI SUBASH MARG
DARYAGANJ, NEW DELHI-110002

MOB: 9811127616, 42564636, E-MAIL: ashokvermafcs@yahoo.com

Website: csakverma.com



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The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers Report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the **National Securities Depository Limited ("NSDL")**, the authorized agency to provide e-voting facilities engaged by the Company.

The notice dated 04th January, 2018 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i.e. 12th January 2018 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I hereby submit my report as under:

1. The voting period remained open from Wednesday, 17th January, 2018 (9.00 AM) to Thursday, 15th February, 2018 (5.00 PM).
2. At the end of the voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com)
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this Report.
5. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to all the members whose name(s) appeared on the Register of Member(s)/ List of beneficiaries as on 12th January, 2018 and whose email ids were not registered for e-voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened in my presence on Friday, 16th February, 2018.



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8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members/ Record of Depositories of the Company as on 12th January, 2018 being the cut-off date for dispatch of postal ballot notice.
9. All Postal Ballot Forms received upto the close of working hours i.e. 5:00 P.M. on Thursday, 15th February, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after Thursday 15th February, 2018 were not considered for my scrutiny. Till the date of my Report, I have not received any envelope after the close of working hours on Thursday, 15th February, 2018.
11. I did not find any defaced or mutilated ballot paper. None of the postal ballot forms received by me on the appointed last date, were in any condition which would render them invalid.
12. The particulars of all the votes cast by postal ballots as well as through e-voting process have been recorded in a Register separately maintained for the purpose.
13. The combined disclosure of the voting done by the members of the Company "FOR/AGAINST" of the resolutions, that were put to vote via e-voting and postal ballot as per the physical ballot forms received by post and generated from e-voting platform provided by NSDL is as under:

Mode of Voting	Total valid votes	Votes in favour of Resolution			Votes Against the Resolution			Invalid Votes	
		No of ballot/ e-voting entry	Nos	% to total valid votes	No of ballot/ e-voting entry	Nos	% to total valid votes	No of ballot/ e-voting entry	Nos
Resolution No.1: To consider, discuss and approve the issue of secured/unsecured non convertible debentures/bonds on private placement basis (Special Resolution)									
E-voting	88961	95	87436	98.29	7	1525	1.71	0	0
Postal Ballot	62485550	17	62481600	99.99	2	3950	0.01	0	0
Total	62574511	112	62569036	99.99	9	5475	0.01	0	0

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Mode of Voting	Total valid votes	Votes in favour of Resolution			Votes Against the Resolution			Invalid Votes	
		No of ballot/ e-voting entry	Nos	% to total valid votes	No of ballot/ e-voting entry	Nos	% to total valid votes	No of ballot/ e-voting entry	Nos
Resolution No.2: To provide security in connection with the issue of secured non convertible debentures/bonds (Special Resolution)									
E-voting	88771	92	87631	98.72	10	1140	1.28	0	0
Postal Ballot	62485550	17	62481600	99.99	2	3950	0.01	0	0
Total	62574321	109	62569231	99.99	12	5090	0.01	0	0

14. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary considers, approves and signs the result of the Postal Ballot.

15. Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

For A.K. Verma & Co.
Company Secretaries



Ashok Kumar Verma

Senior Partner

FCS: 3945

COP: 2568

Place: New Delhi

Date : 17th February, 2018

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