

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office : 7C, 1st Floor, 'J' Block, Shopping Centre, Saket, New Delhi-110 017

August 20, 2016

To,

BSE Limited

Listing Department
P.J. Towers, Dalal Street
Mumbai - 400 001

Security Code - 539493

Sub.: Disclosure of Voting Results as per Listing Regulations & Scrutiniser's Report for the Annual General Meeting of the Company held on Friday, 19th August, 2016

Dear Sir,

Please find attached herewith the following in respect of Annual General Meeting of the Company held on Friday, the 19th day of August, 2016 at 12.30 p.m. at "Shree Agrasen Bhawan" Vivek Vihar, Delhi - 110 095"

1. **Scrutiniser's Report** - Scrutiniser's Report obtained from the Scrutiniser of the Company pertaining to the voting for Annual General Meeting.
2. **Voting Results** - Voting Results of Annual General Meeting as per the provisions of Listing Regulations.

Further, the Company has also amended object clause of its Memorandum of Association and adopted new set of Articles of Association in Annual General Meeting in line with the requirements of Companies Act, 2013.

You are requested to take the above information on you records.

Thanking you.

Yours faithfully,

For ADHARSHILA CAPITAL SERVICES LIMITED


(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY





Akshat Garg & Associates

Secretarial, Legal & Corporate Advisory Services

Company Secretaries

Combined Scrutinizer Report on E-Voting & Poll

To

The Board of Directors

M/s Adharshila Capital Services Limited

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

Twenty Third (23rd) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 19th August, 2016 at 12:30 P.M. at Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095

Dear Sir,

1. I, Akshat Garg, Practising Company Secretary, from Ghaziabad had been appointed as Scrutinizer of **Adharshila Capital Services Limited** by the Board for the purpose of scrutinizing the e-voting process. The Chairman of 23rd Annual General Meeting of Adharshila Capital Services Limited appointed me as Scrutinizer to scrutinizing the process of poll.
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 of Annual General Meeting. The e-voting results were unblocked by me in front of two witnesses. For further details kindly refer to our Scrutinizer's report in dated August 19, 2016.
3. At the 23rd Annual General Meeting of the Company held on August 19, 2016, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participated in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed us as the Scrutinizer for the same. For further details kindly refer to our Scrutinizer's report in form MGT 13 dated August 19, 2016.



Address : A-902, Rishabh Paradise, Ahinsa Khand - II, Indirapuram, Ghaziabad, Uttar Pradesh - 201014

Email ID: akshatgarg.pcs@gmail.com, cs.akshatgarg@gmail.com

Phone: 0120-4336178; +91-9350546594

The results of the E- voting together with that of the poll are as under:

Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 Ordinary Business (As an Ordinary Resolution)	E- Voting	3444960	86.47	0	0	0	0
	Poll	539140	13.53	0	0	1000	100
	TOTAL	3984100	100	0	0	1000	100
Item No. 2 Ordinary Business (As an Ordinary Resolution)	E- Voting	49960	8.48	0	0	3395000	99.97
	Poll	539140	91.52	0	0	1000	0.03
	TOTAL	589100	100	0	0	3396000	100
Item No. 3 Ordinary Business (As an Ordinary Resolution)	E- Voting	3444960	86.47	0	0	0	0
	Poll	539140	13.53	0	0	1000	100
	TOTAL	3984100	100	0	0	1000	100
Item No. 4 Special Business (As an Special Resolution)	E- Voting	3444960	86.47	0	0	0	0
	Poll	539140	13.53	0	0	1000	100
	TOTAL	3984100	100	0	0	1000	100

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you,

Yours faithfully,

For Akshat Garg & Associates

CS Akshat Garg
(Scrutinizer)

ACS 22637; CP 10655



Place: Delhi

Dated: 19.08.2016



Akshat Garg & Associates

Secretarial, Legal & Corporate Advisory Services

Company Secretaries

FORM No. MGT-13

Scrutinizer Report on Poll

[Pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Board of Directors
M/s Adharshila Capital Services Limited
7C, Ist Floor, 'J' Block Shopping Centre, Saket, New Delhi - 110017

Twenty Third (23rd) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 19th August, 2016 at 12:30 P.M. at Shree Agrasen Bhawan, VivekVihar, Delhi – 110095

Dear Sir(s),

I, Akshat Garg, Practicing Company Secretary from Ghaziabad had been appointed as Scrutinizer, for the purpose of the polling process taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of the Company held on Friday, August 19, 2016, at 12.30 P.M. at Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095, submit my report as under:

1. After the time fixed for closing of the ballot/poll process by the Chairman, one (1) ballot box kept for polling was locked in our presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence. The ballot/poll papers were diligently scrutinized. The ballot/poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The ballot/poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. The result of the ballot/polling, resolution-wise is as under:



Address : A-902, Rishabh Paradise, Ahinsa Khand - II, Indirapuram, Ghaziabad, Uttar Pradesh - 201014
Email ID: akshatgarg.pcs@gmail.com, cs.akshatgarg@gmail.com
Phone: 0120-4336178; +91-9350546594

RESULTS OF BALLOT/POLLING AT THE AGM

- (A) Item No. 1:** Ordinary Resolution for Adoption of Annual Financial Statements of the Company as at March 31, 2016

	Number of members Present and voting (In person or Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	32	539140	100
Voted against the resolution	0	0	0
Invalid Votes	2	1000	
Total	34	540140	100

- (B) Item No.2:** Ordinary Resolution for Re-appointment of Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation and is eligible for re-appointment.

	Number of members Present and voting (In person or Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	32	539140	100
Voted against the resolution	0	0	0
Invalid Votes	2	1000	
Total	34	540140	100

- (C) Item No.3:** Ordinary Resolution for ratification of the appointment of M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No. 000852C), as Auditors of the Company.

	Number of members Present and voting (In person or Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	32	539140	100
Voted against the resolution	0	0	0
Invalid Votes	2	1000	
Total	34	540140	100



(D) Item No.4: Special Resolution for Alteration in the Memorandum and adoption of new sets of Articles of Association as per Companies Act, 2013

	Number of members Present and voting (In person or Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	32	539140	100
Voted against the resolution	0	0	0
Invalid Votes	2	1000	
Total	34	540140	100

Thanking you,

Yours faithfully,

For Akshat Garg & Associates



CS Akshat Garg
Company Secretary
ACS 22637; CP 10655

Place: Delhi

Dated: 19.08.2016



Akshat Garg & Associates

Secretarial, Legal & Corporate Advisory Services

Company Secretaries

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 Board of Directors

M/s Adharshila Capital Services Limited

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

Twenty Third (23rd) Annual General Meeting of the Equity Shareholders of Adharshila Capital Services Limited held on Friday, 19th August, 2016 at 12:30 P.M. at Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110095

Dear Sir,

1. I, Akshat Garg, Practising 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 Third (23rd) Annual General Meeting of the Equity Shareholders of **Adharshila Capital Services Limited** held on Friday, August 19, 2016, at 12.30 P.M. 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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3. Further to the above, we submit our report as under:

- (i) The e-voting period remained open from 16th August, 2016 at 09:00 A.M. (IST) to 19th August, 2016 at 05:00 P.M (IST).
- (ii) The members of the Company as on "cut-off date" i.e. 12th August, 2016, were entitled to vote on the resolutions (items 1 to 4) as set out in the notice of the 23rd AGM.
- (iii) At the end of the voting period the voting portal was blocked. On 19th August, 2016 the votes cast through e-voting facility was duly unblocked by me in the presence of Mr. Ajay Kumar Jain and Mr. Rajeev Kumar, 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 Annual Financial Statements of the Company as at March 31, 2016.

	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	10	3444960	100
Voted in favour of the resolution	10	3444960	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	10	3444960	100

(B) Item No. 2: Ordinary Resolution for Re-appointment of Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation and is eligible for re-appointment.

	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	10	3444960	100
Voted in favour of the resolution	1	49960	100
Voted against the resolution	0	0	0
Invalid Votes	9	3395000*	
Total	10	3444960	100

*Out of total 3444960 votes casted, 3395000 votes casted by 9 shareholders in favour of the resolution are considered as votes casted by related parties. Hence these votes are treated as invalid votes for the purpose of passing the resolution.

(C) Item No. 3: Ratification of appointment of M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No. 000852C), as Auditors 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	10	3444960	100
Voted in favour of the resolution	10	3444960	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	10	3444960	100

(D) Item No. 4: Special Resolution for Alteration in the Memorandum and adoption of new sets of Articles of Association as per Companies Act, 2013.

	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	10	3444960	100
Voted in favour of the resolution	10	3444960	100
Voted against the resolution	0	0	0
Invalid Votes	0	0	0
Total	10	3444960	100

Thanking you,

Yours faithfully,

For Akshat Garg & Associates



CS Akshat Garg
Company Secretary
 ACS 22637; CP 10655

Place: Delhi

Dated: 19.08.2016

Ballot/Polling box relating to AGM of **Adharshila Capital Services Limited** held on 19.08.2016 was opened in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: 

Name: Ajay Kumar Jain

Address: Near Akshay Nursery Home,
Baraut - Dist Baghpat U.P.

2. Signature: 

Name: Rajeev Kumar

Address: W2-164/65, Chadi Khanyas,
Patel Nagar, N. Delhi - 110008.



Details of Voting Results

Date of Annual General Meeting	19 th August ,2016
Total Number of Shareholders on Record Date	849
Number of Shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	5
Public	34
Number of Shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
Promoters & Promoter Group	
Public	

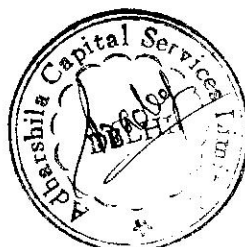
Item: 1- Details of Agenda:

Adoption of Audited Financial Statements for the year ended 31st March, 2016

Resolution Required: **Ordinary**

Mode of Voting: **Poll & E-voting**

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395000	3395000	100	3395000	0	100	0
	Poll		0	0	0	0	0	0
	Total	3395000	3395000	100	3395000	0	100	0
Public – Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	0	-	-	-	-	-	-
Public Non Institutions	E-Voting	2105000	49960	2.37	49960	0	100	0
	Poll		539140	25.61	539140	0	100	0
	Total	2105000	589100	27.98	589100	0	100	0
Total		5500000	3984100	72.44	3984100	0	100	0



Item: 2- Details of Agenda

Re-appointment of Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation.

Resolution Required: *Ordinary*

Mode of Voting: *Poll & E-voting*

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395000*	3395000	100	-	-	-	-
	Poll		0	0	-	-	-	-
	Total		3395000	3395000	100	-	-	-
Public – Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		0	-	-	-	-	-
Public Non Institutions	E-Voting	2105000	49960	2.37	49960	0	100	0
	Poll		539140	25.61	539140	0	100	0
	Total		2105000	589100	27.98	589100	0	100
Total		5500000	3984100	72.44	3984100	0	100	0

*, 3395000 votes casted by 9 shareholders i.e. Promoter or Promoter Group in favour of the resolution are considered as votes casted by related parties. Hence these votes are treated as invalid votes for the purpose of passing the resolution

Item: 3- Details of Agenda

Ratification of appointment of M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No. 000852C), as Auditors of the Company.

Resolution Required: *Ordinary*

Mode of Voting: *Poll & E-voting*

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395000	3395000	100	3395000	0	100	0
	Poll		0	0	0	0	0	0
	Total		3395000	3395000	100	3395000	0	100
Public – Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-



	Total	0	-	-	-	-	-	-
Public Non Institutions	E-Voting	2105000	49960	2.37	49960	0	100	0
	Poll		539140	25.61	539140	0	100	0
	Total	2105000	589100	27.98	589100	0	100	0
Total		5500000	3984100	72.44	3984100	0	100	0

Item: 4- Details of Agenda

Alteration in the Memorandum and adoption of new sets of Articles of Association as per Companies Act, 2013

Resolution Required: *Special*

Mode of Voting: *Poll & E-voting*

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395000	3395000	100	3395000	0	100	0
	Poll		0	0	0	0	0	
	Total	3395000	3395000	100	3395000	0	100	0
Public – Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total	0	-	-	-	-	-	-
Public Non Institutions	E-Voting	2105000	49960	2.37	49960	0	100	0
	Poll		539140	25.61	539140	0	100	0
	Total	2105000	589100	27.98	589100	0	100	0
Total		5500000	3984100	72.44	3984100	0	100	0

For ADHARSHILA CAPITAL SERVICES LTD.

(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY

