

Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

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

To,
Chairman
Asit C. Mehta Financial Services Limited
Nucleus House, Saki-Vihar Road,
Andheri (E), Mumbai - 400 072

Dear Sir,

Postal Ballot - Asit C. Mehta Financial Services Limited ("the Company")

I, Anshul Kumar Jain, Partner, Mehta & Mehta, Company Secretaries appointed as Scrutinizer by the Company for the purpose of the Postal Ballot carried out as per Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as mentioned in the Notice of Postal Ballot dated August 10, 2015 submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated August 10, 2015 was completed on August 19, 2015.
2. The e-voting period commenced on the Friday, August 21, 2015 (9.00 A.M.) and ended on the Saturday, September 19, 2015 (5:00 P.M.).
3. The last date for receipt of Postal Ballot Forms was Saturday, September 19, 2015 (5:00 P.M.).
4. The Shareholders holding the shares as on the "cut off" date i.e. Friday, August 14, 2015 were entitled to vote on the proposed resolution.
5. 27 Postal Ballot forms were received and 4 shareholders cast the votes on the e-voting platform.
6. With the support of RTA of the Company, the Postal Ballot forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
7. The votes cast by the Shareholders both in physical form and e-voting have been identified and in terms of the Postal Ballot Notice, votes cast through physical postal ballot form were treated as invalid.

Asit C. Mehta

Asit C. Mehta



8. At the end of the voting period on Saturday, September 19, 2015 (5:00 P.M.), I collected all the postal ballots received. As a scrutinizer, the Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

Resolution No.1

Special Resolution: To approve Investment/Loans/Guarantees/Securities

As per the provisions of the section 186 of the Companies Act, 2013 read with the Rules and other applicable provisions, if any, of the Companies Act (including any amendment or modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consent, sanctions and permission as may be necessary and provision of other laws the consent of the Company be and is hereby accorded to the Board of directors of the Company to give a) give loan to any person or any other body corporate; b) give any guarantee/provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate for such amount(s) as the Board of Director may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/guarantee(s)/ security(ies)/investment(s) (apart from the loan(s)/ guarantee(s)/ security(ies)/ investments already given/made/held by the Company) shall not any time exceed Rs 500,000,000/- (Rupees Fifty Crores Only) over and above the paid up capital and free reserves of the Company.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	9,06,038	99.89%

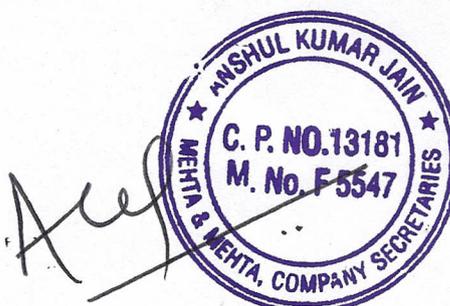
Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1,002	0.11%

Invalid votes or Abstain from voting

Total number of members whose votes were declared invalid or who abstain from voting	Total number of votes cast by them
4	5,950

D. Mehta



Resolution No.2

Special Resolution: To approve Related Party Transaction

As per the provisions of the Clause 49(VII) of the Listing Agreement (including any amendment or modification thereof) and applicable provision, if any, of the Companies Act, 2013 read with Rules made thereunder, approval of the members is being sought for entering into a material Related Party Transaction between the Company and Asit C. Mehta Investment Intermediates Limited, a related party, for giving guarantee/providing security up to an aggregate value of Rs. 84,500,000 (Rupees Eight Crore Forty Five Lakh Only).

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	5,332	84.21%

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1,000	15.79%

Invalid votes or Abstain from voting

Total number of members whose votes were declared invalid or who abstain from voting	Total number of votes cast by them
6	9,06,658

The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

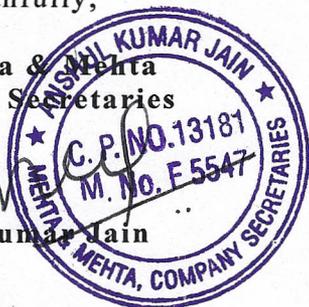
Thanking you,

Yours faithfully,

For Mehta & Mehta
Company Secretaries

Anshul Kumar Jain
Partner

FCS : 5547
CP No : 13181
Date : September 21, 2015
Place : Mumbai



Asit C. Mehta