



JAI PRAKASH R SINGH & ASSOCIATES

Company Secretaries

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[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) xi of Companies (Management and Administration) Rule 2014]

To

The Chairman

ASHAPURA INTIMATE FASHION LIMITED

SHOP NO 3-4 GROUND FLOOR, PACIFIC PLAZA PLOT,

NO 507 TPS IV OFF B.S.ROAD MAHIM DIVISION DADAR-W

Mumbai -400028.

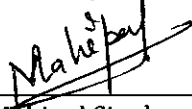
8th Annual General Meeting of the Equity Shareholders of ASHAPURA INTIMATES FASHION LIMITED, to be held on Friday ,September 26,2014 at 10 a.m. at the registered office of the Company at SHOP NO 3-4 GROUND FLOOR, PACIFIC PLAZA PLOT,NO 507 TPS IV OFF B.S.ROAD MAHIM DIVISION DADAR-W, Mumbai -400028.

Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice , have been appointed by Board of Directors of ASHAPURA INTIMATES FASHION LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carries out as per provisions of section 108 of Companies Act,2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to 8thAnnual General Meeting (AGM) of the members of the Company to be held on Friday ,September 26,2014 at 10 a.m. at the registered office of the Company at SHOP NO 3-4 GROUND FLOOR, PACIFIC PLAZA PLOT,NO 507 TPS IV OFF B.S.ROAD MAHIM DIVISION DADAR-W, Mumbai -400028.
2. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to voting through electronic means on the resolutions contained in the Notice to 8th Annual General Meeting (AGM)of the members of the Company. My responsibility as Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facility engaged by the Company.

3. Further to the above, I submit my report as under:

- (i) The e-voting period remained open from Saturday, 20th September, 2014 (9 a.m.) to Monday, 22nd September, 2014 (6 p.m.)
- (ii) The Members of the Company as on the "cut off" date, i.e. 5th September, 2014 were entitled to vote on the resolutions (Resolution no.1 to 10 as set out in the Notice of 8th AGM of the Company.
- (iii) The votes cast were unlocked on 22.09.2014 in presence of 2 witnesses Mr.Mahipal Singh and Mr. Manoj Kotian who are not in the employment of the Company.


Mahipal Singh


Manoj Kotian

- (iv) Thereafter, the details containing *interalia* list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote, were generated from the e-voting website of www.evotingindia.com.

Proprietor of M/s Jaiprakash R Singh & Associates, a Company Secretaries firm, having its office at 114, Biry House, PerinNariman Street, Fort , Mumbai - 400001 was appointed as Scrutinizer , at the 8th Annual General Meeting of Equity Shareholders of ASHAPURA INTIMATES FASHION LIMITED held on Friday ,September 26,2014 at 11 a.m. at SHOP NO 3-4 GROUND FLOOR, PACIFIC PLAZA PLOT,NO 507 TPS IV OFF B.S.ROAD MAHIM DIVISION DADAR-W, Mumbai -400028. , submit report as under:

1. After

Item No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid votes: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 2:-

Ordinary Resolution to final declare a dividend on equity shares.

(i) Voted **in favor** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 3:-

Ordinary Resolution to appoint a Director in place of of Mr. Dinesh C. Sodha(DIN: 02836240), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 4:-

Ordinary Resolution to appoint M/s. JDNG & ASSOCIATES, Chartered Accountants (Firm Registration No. 104315W), as Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 5:-

Ordinary Resolution to appoint Mr. RAMAKANT MADHAV NAYAK (DIN : 00129854) as an Independent Non-Executive Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019, not liable to retire by rotation.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 6:-

Ordinary Resolution to appoint Mr. SUNIL KUMAR MANOCHA (DIN : 01888466) as an Independent Non-Executive Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019, not liable to retire by rotation.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 7:-

Ordinary Resolution to appoint Mr. SHRIKANT RADHEYSHYAM MAHESHWARI (DIN : 02618472) as an Independent Non-Executive Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019, not liable to retire by rotation.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 8:-

Ordinary Resolution to appoint Mr. Hitesh S. Punjani (holding DIN 03268480) as a Director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

Item No. 9:-

Special Resolution, in supersession of earlier resolutions passed in this regard, consent of the company be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions, if any, of the companies act, 2013, to the board of directors of the company to mortgage, hypothecate or charge all or any part of immovable or movable properties of the company, wheresoever's situated, both present and future, and whole or part of the undertakings of the company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the company, to or in favour of bank(s), financial institution(s), insurance companies, companies or any other entities for the due payment of the principal monies together with the interest payable by the company in respect of such borrowings and to secure any debentures for an aggregate amount not exceeding rs. 300 crores (rupees three hundred crores) at any point of time including the existing borrowings.

(i) Voted in favour of the resolution: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

(ii) Voted against the resolution: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

(iii) Invalid votes: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

Item No. 10:-

Special Resolution in supersession of earlier resolutions passed in this regard, pursuant to section 180(1)(c) and other applicable provisions, if any, of the companies act, 2013, the consent of the company be and is hereby accorded to the board of directors of the company for borrowing from time to time any sum or sums of monies on such terms and conditions and with or without security as the board of directors may think fit which, together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/ monies so borrowed by the board shall not at any time exceed the limit of rs. 300 crores (rupees three crores)

(i) Voted in favour of the resolution: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

(ii) Voted against the resolution: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

(iii) Invalid votes: NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.

Item No. 11-


Special Resolution, pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised with the new set of Articles of Association, a copy of which is placed before the meeting and duly initialled by the Chairman for the purposes of identification and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

(i) Voted **in favour** of the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(ii) Voted **against** the resolution: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

(iii) **Invalid** votes: **NO VOTING INFORMATION PRESENT FOR CHOSEN EVSN.**

For JAIPRASH R SINGH & ASSOCIATES
Company Secretaries


PROPRIETOR
CP. 4412
FCS.7391

DATE: 22.09.2014
PLACE: Mumbai

