



JAI PRAKASH R SINGH & ASSOCIATES

Company Secretaries

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[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20(3) xi and Rule 21(2) 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 INTIMATE FASHION LIMITED was 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
 - a. Board of Directors ASHAPURA INTIMATE FASHION LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried 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 8th Annual General Meeting (AGM) of the members of the Company 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.
 - b. The Chairman of the AGM on Poll under the provision of Section 109 of Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rule 2014 on the resolutions contained in the Notice to the 8th Annual General Meeting (AGM) of the members of the Company 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 e-voting (through electronic means) and Poll on the resolutions contained in the Notice to 4th Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process and for Poll 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 authorized agency to provide e-voting facility engaged by the Company and also at the time of Poll at AGM.

3. I have submitted a separate scrutinizer report dated 22.09.2014 for e-voting on the resolutions contained in the Notice of 4h AGM.

4. As requested by the Management, I submit herewith my combined Report on the results of e - voting together with the results of poll at the AGM as under:

Number of Members who cast their votes through e-voting and poll.	Total Number of Shares held by them.
e-voting	0
Poll	13784440
Total	13784440

VOTING RESULTS (EVOTING AND POLL) AGAINST EACH OF THE RESOLUTIONS

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

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(i) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 2:-

Ordinary Resolution to declare a final dividend on equity shares.

(i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 4:-

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

(ii) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) **Invalid** votes .

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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.

Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

(ii) Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

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:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	-
Poll	13784440	-
Total	13784440	100%

Voted **against** Of the Resolution:


Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	
Poll	0	
Total	0	0

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Thanking You,

Yours faithfully,


Jaiprakash R Singh
Practicing Company Secretaries
CP 4412
Membership No. F 7391
Place: Mumbai
Date: 29.09.2014.

