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**Jayesh Vyas & Associates**  
**Practising Company Secretaries**

Office : 1, "Premal Jyot", Sarabhai Colony, Gotri Road, Baroda - 390 021

## Report of Scrutinizer

To,  
The Chairman,  
24<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Asian Oilfield Services Ltd. held on 8<sup>th</sup> September, 2017 at 11.00 a.m. at the Conference Hall, Hotel Fortune Select Excalibur, Main Sohna Road, Sector-49, Gurgaon-122018, Haryana, India.

Dear Sir,

**Reg : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of (Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015) and voting by Ballot Paper at the Annual General Meeting of Asian Oilfield Services Ltd. held on 8<sup>th</sup> September, 2017 at 11.00 a.m.**

I, Jayesh Vyas, Proprietor of Jayesh Vyas & Associates, Practising Company Secretaries of Vadodara, had been appointed by the Board of Directors of Asian Oilfield Services Ltd. pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct e-voting process in respect of the below mentioned resolutions passed at 24<sup>th</sup> Annual General Meeting (AGM) of Asian Oilfield Services Ltd. held on 8<sup>th</sup> September, 2017, at 11.00 am.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 8<sup>th</sup> September, 2017.

The Notice dated 28<sup>th</sup> July, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the Shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The Shareholders of the Company holding shares as on the "cut-off" date 1<sup>st</sup> September, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The e-voting period for e-voting commenced on Tuesday, 5<sup>th</sup> September, 2017 at 9.00 a.m. (IST) and end on Thursday, 7<sup>th</sup> September, 2016 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was digitally scrutinized.





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The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from National Securities Depository Limited (NSDL) e-voting system and voting through Ballot papers at the AGM.

I now submit my consolidated Report as under on the Results of the e-voting and voting through ballot papers at the AGM in respect of the said Resolutions.

### Resolution No. 1 – Ordinary Resolution

1. To receive, consider and adopt :

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None





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### Resolution No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Rabi Narayan Bastia (DIN 05233577), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 3 – Ordinary Resolution

To ratify the appointment of M/s. Walker Chandiook & Co.LLP, as Statutory Auditors.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00





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(iii) **Invalid Votes :**

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

#### **Resolution No. 4 – Ordinary Resolution**

To appoint Ms. Anusha Mehta as an Independent Woman Director of the Company.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid Votes :**

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

#### **Resolution No. 5 – Ordinary Resolution**

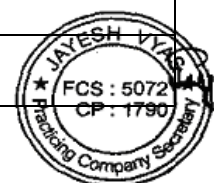
To appoint Mr. Gaurav Vishnukumar Gupta as a Director of the Company.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00





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iii) **Invalid Votes :**

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 6 – Ordinary Resolution

To appoint Mr. Ashutosh Kumar as a Director of the Company.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid Votes :**

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 7 – Special Resolution

To appoint Mr. Ashutosh Kumar (DIN 06918508) as Chief Executive Officer and Director of the Company.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00





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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

#### **Resolution No. 8 – Special Resolution**

To consider revision in the payment of remuneration to Mr. Rohit Agarwal (DIN01780752) as a Whole time Director of the Company.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
59	1,50,77,795	99.999

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
2	201	0.001

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None





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### Resolution No. 9 – Special Resolution

To consider enhancement of the Borrowing powers of Board from Rs. 300 Crores to Rs. 800 Crores.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 10 – Special Resolution

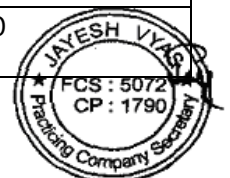
To consider creation of security on the properties of the Company, both present and future, in favour of lenders.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
59	1,50,77,974	100.00

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00





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(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 11 – Special Resolution

To make any loans or investments and to give any guarantee(s) or to provide security(ies).

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
59	1,50,77,974	99.9999

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
2	22	0.0001

(iii) **Invalid** Votes :

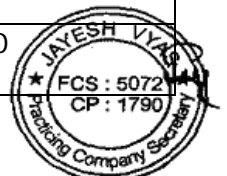
Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

### Resolution No. 12 – Special Resolution

To consider Shifting of Registered Office of the Company from Gurugram, the State of Haryana to Mumbai, the State of Maharashtra.

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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
60	1,50,77,995	100.00







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

Numbers of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** Votes :

Numbers of members whose votes were declared invalid	Number of votes cast by them
None	None

Thanking you,

**For Jayesh Vyas & Associates**  
**Practising Company Secretaries**

**Jayesh Vyas**  
**Proprietor**  
**FCS-5072 : CP-1790**



Place : Gurgaon  
Date : 08-09-2017