



BIR SHANKAR & CO.
Company Secretaries

NEW ADDRESS :-
G-3/5&6, 3rd Floor, Sec-16
Rohini, New Delhi-110089

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Combined Scrutinizer's Report

To,

The Chairman,
28th Annual General Meeting of the members of Capital Trust Limited (the company) held on 30th day of September, 2014 at MCD Community Centre, Gautam Puri, Badarpur, New Delhi-110044

Dear Sir,

1. I, Bir Shankar, a Company Secretary in Practice (M. No. 7076), have been appointed as a scrutinizer by the Board of Directors of Capital Trust Limited ('the Company') for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 28th Annual General Meeting of the members of the company.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-Voting and poll on the resolutions contained in the Notice to the 28th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process & for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the company to provide e-voting facilities for evoting and also at the time of poll at AGM.

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

i) the e-voting period remained open from Saturday 20 September, 2014 (10 a.m) to Monday 22 September, 2014 (6.00 p.m.).

(ii) After the time fixed for closing of poll by the chairman, ballot box kept for polling was locked in my presence with due identification mark placed by me

(iii) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company/RTA of the company and the authorisations/proxies lodged by the company.

(iv). Thereafter, the details containing inter alia, list of Equity Shareholders, who votes "for"/ "against" each of the resolutions that were put to vote, were generated from the e-voting website and based on such reports generated, the result of e-voting and outcome of Voting at Annual General Meeting is as under.





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Summary

Outcome of voting of Annual General Meeting

| | | | |
|--|---|-----------|---------------|
| Date of Annual General Meeting | 30 th day of September 2014 at 9:00 am | | |
| Total number of shareholders as on record date | 5892 | | |
| No. of Shares holders present in the meeting either in person or through proxy | Promoters & Promoters Group | Public | |
| | In person | In person | Through Proxy |
| | 2 | 35 | - |
| No. of Shareholders attended the meeting through Video Conferencing | Promoters & Promoters Group | Public | |
| | N.A | N.A | |

Given below is Agenda wise combined results of e voting and poll:

| Item No. of Notice | Votes in favor of the resolution | | Votes against the resolution | | Invalid Votes |
|--|----------------------------------|---|------------------------------|--|---------------|
| | Nos. | % of total no. of valid votes cast in favor | Nos. | % of total no. of valid votes cast against | Nos. |
| Item No. 1 of the Notice(as an ordinary resolution) Adoption of Financial Statements | 5432729 | 100 | - | - | - |
| Item No. 2 of the Notice(as an ordinary resolution) Declaration of Dividend on Preference shares | 5432727 | 100 | 2 | - | - |
| Item No. 3 of the Notice(as an ordinary resolution) Appointment of | 5432728 | 100 | 1 | - | - |





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| | | | | | |
|--|---------|-----|---|---|---|
| Director | | | | | |
| Item No. 4 of the Notice(as an ordinary resolution) Appointment of Statutory Auditors of the Company and to fix their Remuneration | 5432729 | 100 | - | - | - |
| Item No. 5 of the Notice(as an ordinary resolution) Regularisation and approval to continue Hari Baskaran as independent director | 5432729 | 100 | - | - | - |
| Item No. 6 of the Notice(as an ordinary resolution) Appointment of Vijay Kumar (DIN 05300541) as independent director | 5432729 | 100 | - | - | - |
| Item No. 7 of the Notice (as an ordinary resolution) Appointment of Surendra Mahanti (DIN 01077614) as independent director | 5432729 | 100 | - | - | - |
| Item No. 8 of the Notice(as a special resolution) Redemption of 30,00,000 18% Preference Shares of Rs. 10 each | 5432727 | 100 | 2 | - | - |
| Item No. 9 of the Notice(as a special resolution) Approval to Borrow amount exceeding paid-up capital of the | 5432729 | 100 | - | - | - |





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| | | | | | |
|---|---------|-----|---|---|---|
| Company and its free reserves | | | | | |
| Item No. 10 of the Notice(as a special resolution) Approval for acceptance of Subordinate debts | 5432729 | 100 | - | - | - |
| Item No. 11 of the Notice(as a special resolution) Approval for Acquisition of Property by way of purchase | 5432729 | 100 | - | - | - |

Thanking you,
Yours faithfully,


BIR SHANKAR
Company Secretary
Membership No.: F6604
COP No.: 7076



Date: 01.10.2014
Place: New Delhi