

# SHASHANK SHARMA & ASSOCIATES

## COMPANY SECRETARIES

D-52, SECOND FLOOR KIRTI NAGAR NEW DELHI-110015.  
Ph. 011-40154477 Mob: 9971315565, Email- shashankcsu@gmail.com

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### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Capital Trust Limited,  
(CIN: L65923DL1985PLC195299)  
205, 2nd Floor, Centrum Mall  
M G Road, Sultanpur  
New Delhi 110030

Dear Sir,

I, Shashank Sharma, Proprietor of M/s Shashank Sharma & Associates, Practicing Company Secretaries having office at D-52, 2<sup>nd</sup> Floor, Kirti Nagar, New Delhi-110015, had been appointed as the scrutinizer by the Board of Directors of Capital Trust Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the proposed resolution(s) as set out in the Notice dated 28<sup>th</sup> May, 2024 at the Annual General Meeting ("AGM") of the Shareholders of the Capital Trust Limited held on Saturday June 29, 2024 at 09:00 a.m. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process conducted during the said AGM.

The notice dated 28<sup>th</sup> May 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/006 dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM .

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

The Shareholders of the Company as on the "cut off" date i.e. Saturday, June 22, 2024 (end of day) were entitled to avail the facility of remote e-voting on the proposed resolution(s) as set out in the Notice dated 28<sup>th</sup> May, 2024.

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The remote e-voting period begins on Wednesday, June 26, 2024 at 9:00 A.M. and ends on Friday June 28 2024 at 5:00 P.M and NSDL E-voting facility was blocked forthwith thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who were present at the AGM and had not cast their vote earlier.

After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes casted under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes casted therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the EGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting prior to AGM and during AGM in respect of the said resolutions.

**Resolution 1: To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13923962	13923962	99.99
Dissent	0	1615	1615	0.01
Total	0	13925577	13925577	100.00

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [here above](#).

**Resolution 2: To appoint a Director in place of Mr. Vahin Khosla (DIN-07656894), who retires by rotation and, being eligible, offers himself for re-appointment.**

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Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2970350	2970350	99.94
Dissent	0	1615	1615	0.06
Total	0	2971965	2971965	100.00

The promoter votes of 10953612 are not counted in this resolution as promoter being interested. Therefore, the Resolution No. 2 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

**Resolution 3: Raising of funds through various options including qualified institutional placement, preferential allotment/ non-convertible debentures upto Rs. 500 crores.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13925462	13925462	100
Dissent	0	115	115	-
Total	0	13925577	13925577	100.00

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

**Resolution 4: Appointment Of Mr. Sanjiv Syal as An Independent Director Of The Company**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13925462	13925462	100
Dissent	0	115	115	-
Total	0	13925577	13925577	100.00

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Therefore, the Resolution No. 4 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

### Resolution 5: To appoint Mr. Vahin Khosla as Joint Managing Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2970347	2970347	99.94
Dissent	0	1617	1617	0.06
Total	0	2971964	2971964	100.00

The promoter votes of 10953612 are not counted in this resolution as promoter being interested. Therefore, the Resolution No. 5 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

### Resolution 6: Appointment of Mr. Yuv Vir Khosla as Executive Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2970347	2970347	99.94
Dissent	0	1617	1617	0.06
Total	0	2971964	2971964	100.00

The promoter votes of 10953612 are not counted in this resolution as promoter being interested. Therefore, the Resolution No. 6 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

### Resolution 7: Fixation Of Limit for Managerial Remuneration In Event Of Inadequate profits

Special Resolution		
Particulars	Number of Valid Votes	Percentage

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	Poll	e-Votes	Total	
Assent	0	2970350	2970350	99.95
Dissent	0	1615	1615	0.05
Total	0	2971965	2971965	100.00

The promoter votes of 10953612 are not counted in this resolution as promoter being interested. Therefore, the Resolution No. 7 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

### **Resolution No -8 To Issue Equity Shares on Preferential Basis In Compliance With Section 42 And 62 Of The Companies Act, 2013**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13923962	13923962	99.95
Dissent	0	1615	1615	0.05
Total	0	13925577	13925577	100.00

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

### **Resolution No :9 Approve Capital Trust Employee Stock Option Scheme 2024 (“CT ESOS 2024”/ “SCHEME”) for The Employees of The Company.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13923960	13923960	99.95
Dissent	0	1617	1617	0.05
Total	0	13925577	13925577	100.00

Therefore, the Resolution No. 9 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given [hereabove](#).

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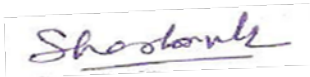
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The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

Thank you,

For SHASHANK SHARMA & ASSOCIATES  
COMPANY SECRETARIES



**Shashank Sharma**  
**(Proprietor)**  
**Scrutinizer**  
**CP No. 7221**  
**Date: 1/7/2024**  
**Place: New Delhi**  
**UDIN: A019311F000642263**

