

# 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) (item nos. 1 to 10) as set out in the Notice dated June 29, 2021 at the 35<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of the Capital Trust Limited held on Thursday, September 30, 2021 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 June 29, 2021, 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 Circular dated May 05, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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 remote e-voting period begins on Monday, 27th September, 2021 at 09:00 A.M. and ends on Wednesday, 29th September 2021 at 05:00 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.

The Shareholders of the Company as on the "cut off" date i.e. Thursday, 23rd September, 2021 were entitled to avail the facility of remote e-voting on the proposed resolution(s) (item nos. 1 to 10) as set out in the Notice dated June 29, 2021.

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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 AGM 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, 2021, 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	13925354	13925354	99.99
Dissent	0	16	16	0.01
Total	0	13925370	13925370	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 hereabove.

Resolution 2: Appointment of Mr. Govind Saboo as Independent Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13925354	13925354	99.99
Dissent	0	16	16	0.01
Total	0	13925370	13925370	100.00

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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: Appointment of Mr. Pawan Dubey as Independent Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13925354	13925354	99.99
Dissent	0	16	16	0.01
Total	0	13925370	13925370	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: Raising of funds through various options including qualified institutional placement/ non convertible debentures upto Rs. 1000 crores.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	13925354	13925354	99.99
Dissent	0	16	16	0.01
Total	0	13925370	13925370	100.00

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: Fixation of limit for Managerial Remuneration in event of inadequate profits.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971742	2971742	99.99
Dissent	0	16	16	0.01
Total	0	2971758	2971758	100.00

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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. Promoter and promoter group voting is not counted being interested in the resolution.

Resolution 6: Approval for payment of minimum remuneration to Mr Yogen Khosla, Managing Director in case of no/inadequacy of profits.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971517	2971517	99.99
Dissent	0	241	241	0.01
Total	0	2971758	2971758	100.00

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. Promoter and promoter group voting is not counted being interested in the resolution.

Resolution 7: Approval for payment of Minimum Remuneration to Mrs. Anju Khosla, Executive Director in case of no/inadequacy of profits.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971517	2971517	99.99
Dissent	0	241	241	0.01
Total	0	2971758	2971758	100.00

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. Promoter and promoter group voting is not counted being interested in the resolution.

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Resolution 8: Appointment of Mr. Vahin Khosla as Executive Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971742	2971742	99.99
Dissent	0	16	16	0.01
Total	0	2971758	2971758	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](#). Promoter and promoter group voting is not counted being interested in the resolution.

Resolution 9: Appointment of Mrs. Anju Khosla as Head of Training.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971742	2971742	99.99
Dissent	0	16	16	0.01
Total	0	2971758	2971758	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](#). Promoter and promoter group voting is not counted being interested in the resolution.

Resolution 10: Appointment of Mr. Yuv Vir Khosla as Chief Operating Officer.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	2971742	2971742	99.99
Dissent	0	16	16	0.01
Total	0	2971758	2971758	100.00

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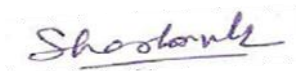
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Therefore, the Resolution No.10 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM are given hereabove. Promoter and promoter group voting is not counted being interested in the resolution.

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: 01/10/2021  
Place: New Delhi  
UDIN: A019311C001071296



COUNTERSIGNED BY



(Chairman)