



## **CA. KUSHAGRA GOYAL**

FCA, M.Sc-REV, Reg. Valuer-SFA(IBBI), Cert. FAFD(ICAI),  
Cert. CCAB(ICAI), Cert. Mediator(IICA), ID-Databank(IICA),  
B.Com(Honours)

Correspondence Address:

#15, Rajasthali-DDA Market, Road No. 41,  
Madhuban Chowk, Pitampura, Delhi-  
110034

Mobile No.: +91-98110 97574

E-mail: [kushagra.goyal0108@gmail.com](mailto:kushagra.goyal0108@gmail.com)

### **REPORT OF SCRUTINIZER**

#### **For the Meeting of Equity Shareholders of Capital Trust Limited**

**To,**

**Dr. M.K. Pandey, Advocate  
Chairperson**

[Appointed for the meeting of the Equity Shareholders of Capital Trust Limited (CIN: L65923DL1985PLC195299), convened on May 28th, 2022 pursuant to the orders of the Hon'ble National Company Law Tribunal, (NCLT), Bench VI, New Delhi dated April 08th, 2022 passed in Company Application CA (CAA) No. 11/(PB)/2022]

**Mr. Satwinder Singh, Advocate  
Alternate Chairperson**

[Appointed for the meeting of the Equity Shareholders of Capital Trust Limited (CIN: L65923DL1985PLC195299), convened on May 28th, 2022 pursuant to the orders of the Hon'ble National Company Law Tribunal, (NCLT), Bench VI, New Delhi dated April 08th, 2022 passed in Company Application CA (CAA) No. 11/(PB)/2022]

**Sub: Scrutinizer's Report on the Results of e-voting at the NCLT convened meeting of the Equity Shareholders of the Capital Trust Limited (CIN: L65923DL1985PLC195299) held on Saturday, May 28, 2022 at 12:00 P.M. (IST) through Video Conferencing ("VC") and Other Audio-Visual Means ("OAVM") via Webex Platform.**

**Respected Sir,**

I, Kushagra Goyal, Chartered Accountant in Practice (M. No. 544888), appointed by the Hon'ble National Company Law Tribunal, Bench VI, New Delhi vide its Order dated 08th April, 2022, to act as the Scrutinizer, in accordance with the provisions of Companies Act 2013 read with relevant rules made thereunder, for the meeting of Equity Shareholders



of Capital Trust Limited (hereinafter referred to as "the Transferee Company/the Company") held through Video conferencing (VC)/ Other Audio-Visual Means (OAVM) [Webex Platform] on Saturday, 28th May, 2022, at 12:00 PM to consider and, if thought fit, approve, the Scheme of Amalgamation ("the Scheme") of Capital Trust Housing Finance Private limited (Transferor Company-I) and Capital Trust Microfinance Private Limited (Transferor Company-II) with Capital Trust Limited (Transferee company) and other connected matter, if any, hereby submit my consolidated report as under:

1. That as directed by the Hon'ble Tribunal, the meeting of the Equity Shareholders of Capital Trust Limited was duly convened and held through Video conferencing (Webex Platform) on Saturday, 28th May, 2022, at 12:00 P.M. Dr. M.K. Pandey, Advocate, chaired the meeting. Mr. Satwinder Singh, Advocate, the Alternate Chairperson; and the undersigned being the Scrutinizer of the meeting, attended the meeting through Video conferencing (Webex Platform). Meeting was adjourned by the chairperson by half an hour due to the absence of required quorum (5300 in number as per NCLT directions) at the start of meeting and thereafter, the number of members present in the adjourned meeting were considered as the valid quorum in accordance with the directions of Hon'ble NCLT. Chief Financial Officer (CFO), senior management and the promoter of the Capital Trust Limited were also present in the meeting through video conferencing.
2. That the Transferee Company had provided the necessary platform (Webex Platform) to the Equity shareholders for holding the meeting through video conferencing. Further, adequate facility of online/ remote e-voting was also provided by the Transferee company through National Securities Depository Limited (NSDL Platform).
3. Since this Meeting was being held as per the directions of the Hon'ble Tribunal through VC/OAVM, physical attendance of the equity shareholders was dispensed with. Accordingly, in terms of MCA General Circular No. 14/2020 dated 8th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, the facility for appointment of proxies by the equity shareholders/ requirement of sending proxy forms by the company for the meeting of equity shareholders was also dispensed with.
4. In compliance with the provisions of the Companies Act, 2013, read with Rules made thereunder along with the directions of this Hon'ble Tribunal, as confirmed by the company, notices to all the equity shareholders registered as on 22nd April 2022 (cut-off date for dispatch of notice of meeting) was sent by the transferee company. A compliance affidavit to this effect has also been filed by the transferee company with the Hon'ble NCLT. Since the voting upon the Scheme was conducted through online/ remote e-voting (NSDL Platform), the equity shareholders were also provided with their respective e-voting credentials by way of e-mail and postal service.



5. In compliances of the NCLT Order dated April 08th, 2022, as confirmed by the company, the Company also released an advertisement, which was published in English language in "Business Standard" (Delhi NCR Edition) and in Hindi Language in "Jansatta" (Delhi NCR Edition) on 28th April, 2022. A compliance affidavit to this effect has also been filed by the Transferee company with the Hon'ble NCLT.
6. Equity Shareholders registered as on 21st May, 2022 (cut-off date for e-voting) were allowed to vote for the consideration of the "Scheme". Firstly, a window of remote e-voting (NSDL Platform) was opened from 24th May, 2022 (9:00 AM IST) to 27th May, 2022 (5:00 PM IST) (both days inclusive) and thereafter, those equity shareholders who did not vote during the remote e-voting period were allowed to vote at the NCLT convened meeting through e-voting mode (NSDL platform).
7. Once the e-vote on a resolution was cast by any member, he was not allowed to change it subsequently or cast the vote again (NSDL Platform). The members who already exercised their voting right through remote e-voting were not allowed to vote again in the NCLT convened meeting but were only allowed to participate in the meeting as per the provisions of Companies Act 2013 read with rules made thereunder. At the end of e-voting period, facility of voting was blocked by the NSDL platform.
8. Pursuant to the provisions of Companies Act, 2013, I, after the conclusion of the voting, digitally unblocked the votes cast through remote/ online e-voting in the presence of two witnesses (Mr. Sanchit Aggarwal and Ms. Bhumika Dua), who are not in employment of the company. All the e-votes cast by the equity shareholders were counted/digitally scrutinized by me. I have digitally scrutinized and reviewed the e-votes cast based on the NSDL Platform and its reports.
9. The Management of the Company is responsible to ensure the compliance with the requirements of the Order of the Hon'ble NCLT dated 08th April, 2022 (the "Order") and the Companies Act, 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to e-voting during the meeting through VC by the Equity Shareholders of the Company. My responsibility as the Scrutinizer is to ensure that voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report of the total votes cast "in favour" and "against" the said Resolution based on the e-voting at the meeting through VC (NSDL Platform). I have relied on the information provided by the Registrar and Share Transfer Agent (RTA) of the Company with regard to the details regarding the shareholders such as number of shares, DPID, holding etc.



10. The result of the e-voting done during the NCLT convened meeting for seeking approval of the equity shareholders of the Company to the Scheme is as under:

### **Resolution**

**To consider and approve the scheme of amalgamation providing for amalgamation of Capital Trust Housing Finance Private limited (Transferor Company-I) and Capital Trust Microfinance Private Limited (Transferor Company-II) with Capital Trust Limited (Transferee company).**

*“Resolved that pursuant to the provisions of sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Bench-VI at New Delhi (“NCLT”) and/or any other relevant government or regulatory authority, body, institution (hereinafter collectively referred as “Concerned Authority”), if any, of competent jurisdiction under applicable laws for the time being in force, and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the shareholders and/or creditors of the Company, Hon’ble NCLT or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation amongst M/s Capital Trust Housing Finance Private Limited (“Transferor Company-1”), M/s Capital Trust Microfinance Private Limited (“Transferor Company-2”) and M/s Capital Trust Limited (“Transferee Company”) and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) as circulated along with the notice of the meeting be and is hereby approved.”*

*“Resolved further that the Board be and is hereby authorized to effectively implement the amalgamation embodied in the Scheme, make or accept such modification(s) amendment(s), limitation(s) and/or condition(s), if any, to the Scheme as may be required by the Hon’ble NCLT and/or any other authority while sanctioning the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”*



**Report on result of remote/ online e-voting done through VC (NSDL Platform) at the NCLT convened meeting of equity shareholders of the Transferee Company are as under:**

- Total Votes Cast: 1,37,80,504 shares (61 in number)
- Valid Votes: 1,37,80,504 shares (61 in number)
- Invalid Votes: NIL

(a) Voted **in favor** of the Resolution:

Mode of Voting	Votes cast in favor of the Resolution		
	Number of Members present and voting	Number of Votes cast by them	% of Votes in Favor out of total valid votes
Online/ Remote e-voting (NSDL Platform)	54	1,37,80,495	99.99%

Detailed list of equity Shareholders of the Company who voted "in Favor" of the resolution is enclosed herewith (Annexure-1).

(b) Voted **against** the Resolution:

Mode of Voting	Votes cast against the Resolution		
	Number of Members present and voting	Number of Votes cast by them	% of Votes in against out of total valid votes
Online/ Remote e-voting (NSDL Platform)	7	9	0.00007%

Detailed list of equity Shareholders of the Company who voted "against" the resolution is enclosed herewith (Annexure-2).

(c) **Invalid** Votes:

Mode of Voting	Invalid Votes*	
	Number of Members present and voting	Number of Votes cast by them
Online/ Remote e-voting (NSDL Platform)	Nil	Nil

\*No vote was found to be invalid.



Based on the aforesaid, the **above resolution** as proposed in the notice of the NCLT convened Meeting shall be deemed to **have been approved** on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., May 28th, 2022 with a **99.99% majority** of Equity Shareholders present and voting in favor through online/ remote e-voting (NSDL Platform).

All relevant documents, records and papers relating to voting through online/ remote e-voting at the meeting through VC (NSDL Platform) and all other relevant records were handed over by me to the Chairman of the meeting after its conclusion.

**Thanking you,  
Yours Sincerely**



**Kushagra Goyal**



**Fellow Chartered Accountant in Practice**

**(Scrutinizer appointed for the meeting of  
Equity Shareholders of Capital Trust Limited)**

**M. No.:** 544888

**UDIN:** 22544888AJVTRH8980

**Dated:** 30th May, 2022

**Place:** New Delhi

**Enclosures:**

- Annexure 1: List of equity shareholders of Capital Trust Limited who voted in favor of the Scheme of Amalgamation
- Annexure 2: List of equity shareholders of Capital Trust Limited who voted against the Scheme of Amalgamation

**Annexure: 1**

List of Equity shareholders of Capital Trust Limited **who voted in favor** of the Scheme of Amalgamation

Sr. No.	DPID/ Folio/ User ID	Name of the Shareholder	No. of Shares/ No. of Votes	Vote Cast Date & Time
1	1203230004049040	AJAY KUMAR JAIN	1	May 24, 2022 9:31:48 AM
2	1304140001647310	LOKESH GUPTA	1	May 24, 2022 10:10:10 AM
3	IN30070810182550	RAJNI GUPTA	1	May 24, 2022 10:15:14 AM
4	IN30317320031630	LIGHTHOUSE EMERGING INDIA INVESTORS LIMITED	403481	May 24, 2022 10:53:31 AM
5	IN30317320030342	INDIA 2020 II INVESTORS LIMITED	2421519	May 24, 2022 11:21:00 AM
6	1208160005242860	ROBINSIMON MATHEWS	9	May 24, 2022 11:50:29 AM
7	IN30011810401292	URMILA JAIN	1	May 24, 2022 11:52:13 AM
8	IN30114311772109	RAJU	2	May 24, 2022 11:58:55 AM
9	IN30011810069770	SURENDRA KUMAR JAIN	2	May 24, 2022 12:00:35 PM
10	IN30299410079634	RAJU	2	May 24, 2022 12:02:54 PM
11	IN30011810449827	PRAVEEN KUMAR	1	May 24, 2022 12:42:53 PM
12	1204470008536820	MOONLIGHT EQUITY PRIVATE LIMITED	4914695	May 24, 2022 12:58:15 PM
13	IN30299410048236	PRAVIN SOOD	1	May 24, 2022 1:05:16 PM
14	IN30299410048228	AJAY SOOD	1	May 24, 2022 1:10:24 PM
15	IN30299410048333	KULDIP PARKASH SOOD	2	May 24, 2022 1:27:27 PM
16	IN30011811366279	KULDIP PARKASH SOOD	2	May 24, 2022 1:29:39 PM
17	IN30011811508900	HARMOHAN SINGH SAWHNEY	2	May 24, 2022 1:29:49 PM
18	IN30011811366743	KAUSHLYA	1	May 24, 2022 1:31:57 PM
19	IN30011811367614	RADHA SOOD	1	May 24, 2022 2:08:40 PM
20	IN30011811368754	KULDIP PARKASH SOOD	2	May 24, 2022 2:11:15 PM
21	IN30125015101533	PREM KUMAR PARIDA	100	May 24, 2022 2:29:35 PM
22	IN30023911608345	KAMAL KISHORE JHAWAR	1	May 24, 2022 2:39:46 PM
23	IN30429570722624	PALANI RAMAKRISHNAN	200	May 24, 2022 5:06:16 PM
24	IN30299410082531	PARMOD KUMAR JAIN	1	May 24, 2022 5:52:47 PM
25	IN30011810043219	JAIPRAKASH NARAIN	1	May 24, 2022 5:59:34 PM
26	IN30011810041764	VIDYA SHARMA	1	May 24, 2022 6:04:07 PM
27	IN30189510161496	DILIP KUMAR PILLAI	97	May 24, 2022 9:11:25 PM
28	1304140001448380	VIVEKANANDAN G	49	May 25, 2022 5:10:24 AM
29	IN30051321718605	SHRIPAL SINGH MOHNOT	10	May 25, 2022 10:24:14 AM
30	1201410000018980	SHRIPAL SINGH MOHNOT	10	May 25, 2022 10:32:22 AM
31	1202060001136510	RAJU .	6	May 25, 2022 11:12:44 AM
32	IN30154934112126	SUKUMARA PILLAI	885	May 25, 2022 11:43:57 AM
33	IN30143685414368	NEERAJ S KUMAR	1	May 25, 2022 12:01:36 PM
34	IN30151670139311	NIKHIL S KUMAR	2	May 25, 2022 12:11:16 PM
35	1204720010692770	GAUTAM KUMAR	440	May 25, 2022 12:12:06 PM
36	1208160012030450	NITESH VERMA	2	May 25, 2022 12:12:53 PM
37	IN30154961302504	VIKRAM SINGH	1	May 25, 2022 12:33:07 PM
38	1208160004080220	NARESH .	1	May 25, 2022 12:48:30 PM
39	1204470008524060	YOGEN KHOSLA	6038917	May 25, 2022 1:35:16 PM
40	IN30154960280732	VINEET KUMAR PANDEY	1	May 25, 2022 1:58:22 PM



41	IN30011810298914	RAM CHANDRA SINGH	2	May 25, 2022 3:41:07 PM
42	IN30131320060838	RAM CHANDRA SINGH	2	May 25, 2022 3:43:04 PM
43	IN30011810449835	PRABHAWATI SINGH	1	May 25, 2022 3:43:35 PM
44	IN30256610099233	GAURAV KUMAR SINGH	2	May 25, 2022 3:44:51 PM
45	IN30611490067222	ROHINTON FRAMROZE BATIWALA	4	May 25, 2022 8:46:35 PM
46	1201910100053510	POONAM BALA	1	May 26, 2022 9:41:53 AM
47	1201910100286430	CHANCHAL BALA	3	May 26, 2022 9:47:35 AM
48	1201910100025050	SUBHASH CHAND AGGARWAL	1	May 26, 2022 9:56:14 AM
49	IN30046810013090	JAI BHAGWAN GUPTA	1	May 26, 2022 4:17:43 PM
50	IN30011811752997	JAI BHAGWAN GUPTA	2	May 26, 2022 4:37:27 PM
51	IN30051321797327	NARENDRA GOPAL KHARADE	20	May 26, 2022 7:14:46 PM
52	1201910102044100	SANTOSH BHUTANI	1	May 27, 2022 9:07:44 AM
53	IN30156510017239	KAPIL SHARMA	1	May 27, 2022 1:54:25 PM
54	IN30236510914729	ANKUR CHANDA	1	May 28, 2022 12:54:01 PM
<b>TOTAL</b>			<b>1,37,80,495</b>	





**Annexure: 2**

List of Equity shareholders of Capital Trust Limited **who voted against** the Scheme of Amalgamation

Sr. No.	DPID/ Folio/ User ID	Name of the Shareholder	No. of Shares/ No. of Votes	Vote Cast Date & Time
1	IN30020610895862	SUNITA CHADHA	1	May 24, 2022 9:59:22 AM
2	IN30011811404784	SUNITA CHADHA	1	May 24, 2022 1:37:07 PM
3	IN30011811404807	HIMANSHU CHADHA	1	May 24, 2022 1:46:10 PM
4	IN30011811404856	JYOTI CHADHA	1	May 24, 2022 1:49:57 PM
5	IN30011811615383	KAVITA KOHLI	1	May 24, 2022 2:12:48 PM
6	IN30236511103407	GEETU CHADHA	3	May 24, 2022 2:17:11 PM
7	1201410000010070	KRISHAN LAL CHADHA	1	May 24, 2022 2:29:14 PM
<b>TOTAL</b>			<b>9</b>	





## **CA. KUSHAGRA GOYAL**

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### **REPORT OF SCRUTINIZER**

#### **For the Meeting of Secured Creditors of Capital Trust Limited**

To,

**Dr. M.K. Pandey, Advocate**  
**Chairperson**

[Appointed for the meeting of the Secured Creditors of Capital Trust Limited (CIN: L65923DL1985PLC195299), convened on May 28th, 2022 pursuant to the orders of the Hon'ble National Company Law Tribunal, (NCLT), Bench VI, New Delhi dated April 08th, 2022 passed in Company Application CA (CAA) No. 11/(PB)/2022]

**Mr. Satwinder Singh, Advocate**  
**Alternate Chairperson**

[Appointed for the meeting of the Secured Creditors of Capital Trust Limited (CIN: L65923DL1985PLC195299), convened on May 28th, 2022 pursuant to the orders of the Hon'ble National Company Law Tribunal, (NCLT), Bench VI, New Delhi dated April 08th, 2022 passed in Company Application CA (CAA) No. 11/(PB)/2022]

**Sub: Scrutinizer's Report on the Results of e-voting at the NCLT convened meeting of the Secured Creditors of the Capital Trust Limited (CIN: L65923DL1985PLC195299) held on Saturday, May 28, 2022 at 1:30 P.M. (IST) through Video Conferencing ("VC") and Other Audio-Visual Means ("OAVM") via Webex Platform.**

**Respected Sir,**

I, Kushagra Goyal, Chartered Accountant in Practice (M. No. 544888), appointed by the Hon'ble National Company Law Tribunal, Bench VI, New Delhi vide its Order dated 08th April, 2022, to act as the Scrutinizer, in accordance with the provisions of Companies Act 2013 read with relevant rules made thereunder, for the meeting of Secured Creditors of



Capital Trust Limited (hereinafter referred to as "the Transferee Company/the Company") held through Video conferencing (VC)/ Other Audio-Visual Means (OAVM) [Webex Platform] on Saturday, 28th May, 2022, at 1:30 PM to consider and, if thought fit, approve, the Scheme of Amalgamation ("the Scheme") of Capital Trust Housing Finance Private limited (Transferor Company-I) and Capital Trust Microfinance Private Limited (Transferor Company-II) with Capital Trust Limited (Transferee company) and other connected matter, if any, hereby submit my consolidated report as under:

1. That as directed by the Hon'ble Tribunal, the meeting of the Secured Creditors of Capital Trust Limited was duly convened and held through Video conferencing (Webex Platform) on Saturday, 28th May, 2022, at 1:30 P.M. Dr. M.K. Pandey, Advocate, chaired the meeting. Mr. Satwinder Singh, Advocate, the Alternate Chairperson; and the undersigned being the Scrutinizer of the meeting, attended the meeting through Video conferencing (Webex Platform). Meeting was adjourned by the chairperson by half an hour due to the absence of required quorum (15 in number as per NCLT directions) at the start of meeting and thereafter, the number of secured creditors present in the adjourned meeting were considered as the valid quorum in accordance with the directions of Hon'ble NCLT. Chief Financial Officer (CFO), senior management and the promoter of the Capital Trust Limited were also present in the meeting through video conferencing.
2. That the Transferee Company had provided the necessary platform (Webex Platform) to the Secured Creditors for holding the meeting through video conferencing. Further, adequate facility of online/ remote e-voting was also provided by the Transferee company through National Securities Depository Limited (NSDL Platform).
3. Since this Meeting was being held as per the directions of the Hon'ble Tribunal through VC/OAVM, physical attendance of the secured creditors was dispensed with. Accordingly, in terms of MCA General Circular No. 14/2020 dated 8th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, the facility for appointment of proxies by the secured creditors / requirement of sending proxy forms by the company for the meeting of secured creditors was also dispensed with.
4. In compliance with the provisions of the Companies Act, 2013, read with rules made thereunder along with the directions of the Hon'ble Tribunal, as confirmed by the company, notices to all the secured creditors registered as on 30th September 2021 (cut-off date for dispatch of notice of meeting) was sent by the transferee company. A compliance affidavit to this effect has also been filed by the transferee company with the Hon'ble NCLT. Since the voting upon the Scheme was conducted through online/ remote e-voting (NSDL Platform), the secured creditors were also provided with their respective e-voting credentials by way of e-mail and postal service.



5. In compliances of the NCLT Order dated April 08th, 2022, as confirmed by the company, the Company also released an advertisement, which was published in English language in "Business Standard" (Delhi NCR Edition) and in Hindi Language in "Jansatta" (Delhi NCR Edition) on 28th April, 2022. A compliance affidavit to this effect has also been filed by the Transferee company with the Hon'ble NCLT.
6. Secured Creditors registered as on 30th September 2021 (cut-off date for e-voting) were allowed to vote for the consideration of the "Scheme". Firstly, a window of remote e-voting (NSDL Platform) was opened from 24th May, 2022 (9:00 AM IST) to 27th May, 2022 (5:00 PM IST) (both days inclusive) and thereafter, those secured creditors who did not vote during the remote e-voting period were allowed to vote at the NCLT convened meeting through e-voting mode (NSDL platform).
7. Once an e-vote on a resolution was cast by any secured creditors, he was not allowed to change it subsequently or cast the vote again (NSDL Platform). The secured creditors who already exercised their voting right through remote e-voting were not allowed to vote again in the NCLT convened meeting but were only allowed to participate in the meeting as per the provisions of Companies Act 2013 read with rules made thereunder. At the end of e-voting period, facility of voting was blocked by the NSDL platform.
8. Pursuant to the provisions of Companies Act, 2013, I, after the conclusion of the voting, digitally unblocked the votes cast through remote/ online e-voting in the presence of two witnesses (Mr. Sanchit Aggarwal and Ms. Bhumika Dua), who are not in employment of the company. All the e-votes cast by the secured creditors were counted/digitally scrutinized by me. I have digitally scrutinized and reviewed the e-votes cast based on the NSDL Platform and its reports.
9. The Management of the Company is responsible to ensure the compliance with the requirements of the Order of the Hon'ble NCLT dated 08th April, 2022 (the "Order") and the Companies Act. 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to e-voting during the meeting through VC by the secured creditors of the Company. My responsibility as the Scrutinizer is to ensure that voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report of the total votes cast "in favour" and "against" the said resolution based on the e-voting at the meeting through VC (NSDL Platform). I have relied on the information provided by the Company with regard to the details of the secured creditors as on 30<sup>th</sup> September, 2021.
10. The result of the e-voting done during the NCLT convened meeting for seeking approval of the secured creditors of the Company to the Scheme is as under:



## **Resolution**

**To consider and approve the scheme of amalgamation providing for amalgamation of Capital Trust Housing Finance Private limited (Transferor Company-I) and Capital Trust Microfinance Private Limited (Transferor Company-II) with Capital Trust Limited (Transferee company).**

*“Resolved that pursuant to the provisions of sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Bench-VI at New Delhi (“NCLT”) and/or any other relevant government or regulatory authority, body, institution (hereinafter collectively referred as “Concerned Authority”), if any, of competent jurisdiction under applicable laws for the time being in force, and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the shareholders and/or creditors of the Company, Hon’ble NCLT or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation amongst M/s Capital Trust Housing Finance Private Limited (“Transferor Company-1”), M/s Capital Trust Microfinance Private Limited (“Transferor Company-2”) and M/s Capital Trust Limited (“Transferee Company”) and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) as circulated along with the notice of the meeting be and is hereby approved.”*

*“Resolved further that the Board be and is hereby authorized to effectively implement the amalgamation embodied in the Scheme, make or accept such modification(s) amendment(s), limitation(s) and/or condition(s), if any, to the Scheme as may be required by the Hon’ble NCLT and/or any other authority while sanctioning the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”*

**Report on result of remote/ online e-voting done through VC (NSDL Platform) at the NCLT convened meeting of secured creditors of the Transferee Company are as under:**

- Total Value of Votes Cast: Rs. 32,59,91,632 (3 in number)
- Value of Valid Votes Cast: Rs. 32,59,91,632 (3 in number)
- Invalid Votes: NIL



(a) Voted **in favor** of the Resolution:

Mode of Voting	Votes cast in favor of the Resolution		
	Number of Secured Creditors present and voting	Value of Votes cast by Secured Creditors (Rs.)	% of Votes in Favor out of total valid votes
Online/ Remote e-voting (NSDL Platform)	3	32,59,91,632	100%

Detailed list of secured creditors of the Company who voted "in Favor" of the resolution is enclosed herewith (Annexure-1).

(b) Voted **against** the Resolution:

Mode of Voting	Votes cast against the Resolution		
	Number of Secured Creditors present and voting	Value of Votes cast by Secured Creditors (Rs.)	% of Votes in against out of total valid votes
Online/ Remote e-voting (NSDL Platform)	Nil	Nil	Nil

(c) **Invalid** Votes:

Mode of Voting	Invalid Votes*	
	Number of Secured Creditors present and voting	Value of Votes cast by them
Online/ Remote e-voting (NSDL Platform)	Nil	Nil

\*No vote was found to be invalid.

Based on the aforesaid, the **above resolution** as proposed in the notice of the NCLT convened Meeting shall be deemed to **have been approved** on the date of the NCLT Convened Meeting of Secured Creditors of the Company i.e., May 28th, 2022 with a **100% majority** of Secured Creditors present and voting in favor through online/ remote e-voting (NSDL Platform).



All relevant documents, records and papers relating to voting through online/ remote e-voting at the meeting through VC (NSDL Platform) and all other relevant records were handed over by me to the Chairman of the meeting after its conclusion.

**Thanking you,  
Yours Sincerely**



**Kushagra Goyal**



**Fellow Chartered Accountant in Practice**

**(Scrutinizer appointed for the meeting of  
Secured Creditors of Capital Trust Limited)**

**M. No.: 544888**

**UDIN: 22544888AJVTWD7422**

**Dated: 30th May, 2022**

**Place: New Delhi**

**Enclosures:**

- Annexure 1: List of secured creditors of Capital Trust Limited who voted in favor of the Scheme of Amalgamation

**Annexure: 1**

List of Secured Creditors of Capital Trust Limited **who voted in favor** of the Scheme of Amalgamation

Sr. No.	User ID	Name of the Secured Creditor	Value of Votes Cast (Rs.)	Vote Cast Date & Time
1	119783CTC0002	CAPITAL FIRST LIMITED - TERM LOAN - I	19,74,20,631	2022-05-27 16:21:24.713
2	119783CTC0019	IDFC BANK LTD. OD A/C	1	2022-05-27 16:28:08.929
3	119783CTC0007	MAANAVEEYA DEVELOPMENT & FINANCE PVT LTD	12,85,71,000	2022-05-27 16:42:21.363
<b>TOTAL</b>			<b>32,59,91,632</b>	

