

Regd. Office : PP-1, Gali No. 10, Industrial Area Anand Parvat, New Delhi-110 005
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To
The Secretary,
Listing department
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street
Mumbai-400001

Date: 28.09.2020

Sub: Report of Scrutiniser for the year 2019-20

Dear Sir/Madam,

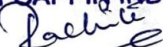
Please find enclosed herewith Report of Scrutinizer for the year 2019-20, as required to be submitted under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt of the same.

Thanking You

Yours faithfully

Capfin India Limited
For CAPFIN INDIA LIMITED


(Rachita Mantry) Director)
Whole Time Director



DRR & CO

Chartered Accountants

FRN: 026196N

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

The Chairman
Capfin India Limited
PP-1, Gali No. 10,
Industrial Area
Anand Parvat,
New Delhi - 110005

Subject: Scrutinizer's Report on e-voting conducted in terms of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

The 28th Annual General Meeting of the Equity Shareholders of M/s Capfin India Limited held on 27th September, 2020 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as per Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014

1. I, Mr. Deepanshu Bansal(FCA:526717,FRN : 026196N) , Company Accountant in Practice was appointed as Scrutinizer by the Board of Directors of Capfin India Limited (the "**Company**") on 25th August, 2020 to scrutinize the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 28th Annual General Meeting ("**AGM**") of the Company, to be held on September 27, 2020 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2. The Company has engaged Central Depository Services (India) Limited ("CDSL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the



September 27, 2020 at 12:00 noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

2. The Company has engaged Central Depository Services (India) Limited (“CDSL”) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 28th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Sunday, the 27th September, 2020. The Central Depository Services (India) had set e-voting facility on their website, <https://www.evotingindia.com> The Company has uploaded all the items of the business to be transacted on the website of the Company at www.capfinindia.com and also it’s Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date there were 321 shareholders of the Company. The Notice was sent through email id to 138 shareholders whose email id was made available by the two depositories.
4. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
5. The cutoff date (Record Date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 20th September, 2020.
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released as advertisement, which was published on 7th September, 2020 in Financial Express, English newspaper and in Jansatta, in Hindi newspaper. The notice published in the newspaper carried the required information as specified in Rule 20(4)(v) (a) to (h).
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 28th Annual General Meeting of the company held through VC/OAVM, on Sunday, 27th September, 2020 after considering all the items of the business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/OAVM but could not participate in the Remote E-voting to record their votes.
9. Thereafter, the Remote E-voting and e-voting by the members at the AGM, results were unblocked by me on 28th September, 2020 on the CDSL e-voting platform and downloaded the results after the annual general meeting of the company pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking the votes cast, the total votes cast both through e-voting and by voting through



electronic means at the annual general meeting, were consolidated and the final Scrutinizer's Report was prepared.

Responsibility of the Management

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating voting by electronic means for the resolutions stated in the Notice dated 25th August, 2020.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the remote e-voting process and for e-voting during the AGM is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice dated 25th August, 2020 base on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the Company for providing e-voting facilities.

The result of the e-voting together with that of the e-voting during AGM is as under:

RESOLUTION NO. 1 - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2020 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode (Remote E-voting)	63	15,53,811	100%	54.24%
Total Votes received at the AGM through electronically	0	0	0	0
Total Number of Invalid Votes	0	0	0	0
Total Number of valid Votes	Nil	Nil	Nil	Nil
Total number of votes in favour of Resolution	55	15,53,721	99.99%	52.23%
Total number of votes against the Resolution	8	90	0.01%	0.01%

RESOLUTION NO. 2 - ORDINARY RESOLUTION FOR RE APPOINTMENT OF MRS RACHITA MANTRY KABRA WHO RETIRES BY ROTATION



Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode (Remote E-voting)	63	15,53,811	100%	54.24%
Total Votes received at the AGM through electronically	0	0	0	0
Total Number of Invalid Votes	0	0	0	0
Total Number of valid Votes	Nil	Nil	Nil	Nil
Total number of votes in favour of Resolution	56	15,53,722	99.99%	52.23%
Total number of votes against the Resolution	7	89	0.01%	0.01%

RESOLUTION NO. 3 - ORDINARY RESOLUTION FOR RATIFICATION OF ADARSH KUMAR & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS FOR THE YEAR 2020-21 AND TO FIX THEIR REMUNERATION

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode (Remote E-voting)	63	15,53,811	100%	54.24%
Total Votes received at the AGM through electronically	0	0	0	0
Total Number of Invalid Votes	0	0	0	0
Total Number of valid Votes	Nil	Nil	Nil	Nil
Total number of votes in favour of Resolution	56	15,53,722	99.99%	52.23%
Total number of votes against the Resolution	7	89	0.01%	0.01%



RESOLUTION NO. 4 - ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SANJAY KUKREJA AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A CONTINUOUS PERIOD OF 5 YEARS

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode (Remote E-voting)	63	15,53,811	100%	54.24%
Total Votes received at the AGM through electronically	0	0	0	0
Total Number of Invalid Votes	0	0	0	0
Total Number of valid Votes	Nil	Nil	Nil	Nil
Total number of votes in favour of Resolution	56	15,53,722	99.99%	52.23%
Total number of votes against the Resolution	7	89	0.01%	0.01%

RESOLUTION NO. 5 - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. RACHITA MANTRY KABRA AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A CONTINUOUS PERIOD OF 5 YEARS

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode (Remote E-voting)	63	15,53,811	100%	54.24%
Total Votes received at the AGM through electronically	0	0	0	0
Total Number of Invalid Votes	0	0	0	0
Total Number of valid Votes	Nil	Nil	Nil	Nil
Total number of votes in favour of Resolution	56	15,53,722	99.99%	52.23%
Total number of votes against the Resolution	7	89	0.01%	0.01%



All the resolutions contained in the notice dated 25th August, 2020 for 28th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorized by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely

For **DRR & Co**
Chartered Accountant



Deepanshu Bansal
Partner

Membership No. 526717
FRN : 026196N
UDIN:20526717AAAAAI3872

Date: September 28, 2020
Place: New Delhi