

# 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 27th May, 2022 at the Annual General Meeting ("AGM") of the Shareholders of the Capital Trust Limited held on Tuesday, September 20, 2022 at 09:00 a.m. through VC / OAVM.

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

The notice dated 27th May, 2022, 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') 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.

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. Tuesday, September 13, 2022 (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 27th May, 2022.

The remote e-voting period begins on Saturday, September 17, 2022 at 9:00 A.M. and ends on Monday, September, 19, 2022 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.

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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, 2022, 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	10955448	10955448	100
Dissent	0	13	13	-
Total	0	10955461	10955461	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: To appoint a Director in place of Mr. Vahin Khosla (DIN-07656894), who retires by rotation and, being eligible, offers himself for re-appointment.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	10955448	10955448	100
Dissent	0	13	13	-
Total	0	10955461	10955461	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 Statutory Auditors.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	10955448	10955448	100
Dissent	0	13	13	-
Total	0	10955461	10955461	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	10955448	10955448	100
Dissent	0	13	13	-
Total	0	10955461	10955461	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](#).

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Resolution 5: To re-appoint Mr. Yogen Khosla as Chairman and Managing Director for five years.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	0	1836	1836	99
Dissent	0	13	13	1
Total	0	1849	1849	100.00

Mr. Yogen Khosla and Moonlight Equity Pvt Ltd (promoters) being interested in this resolution, therefore their votes number 10953612 are excluded from Voting of this resolution.

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.

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: 22/09/2022  
Place: New Delhi  
UDIN: A019311D001019178

