

COMPANY SECRETARIES

510, Plot No. 2C, Sector-14,
Kaushambi, Ghaziabad, Uttar Pradesh-201010
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FORM No. MGT- 13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 23rd Annual General Meeting of the Equity Shareholders of M/s Capfin India Limited held on 29th September, 2015 at 10:00 A.M at HR-36 Gali No. 10 First Floor, Anand Parbat, Industrial Area, New Delhi - 110005.

Dear Sir,

I, Ruchika Jain, a Company Secretary in Practice (FCS 7665 and CP No. 8493), was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Capfin India Limited held on 29th September, 2014 at 10:00 A.M at HR-36 Gali No. 10 First Floor, Anand Parbat, Industrial Area, New Delhi - 110005., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

AGENDA ITEM NO.	1
SUBJECT	Adoption of the audited balance sheet of the company as at 31 st march, 2015 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.
TYPE OF RESOLUTION	Ordinary resolution



(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
14	536792	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

AGENDA ITEM NO.	2
SUBJECT	Re-appointment of Mr. Piyush kumar , who retires by rotation
TYPE OF RESOLUTION	Ordinary Resolution

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
14	536792	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



AGENDA ITEM NO.	3
SUBJECT	Appointment of auditors and fixing their remuneration
TYPE OF RESOLUTION	Ordinary Resolution

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
14	536792	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

AGENDA ITEM NO.	4
SUBJECT	Appointment of Ms Rachita Mantry As Whole Time Director
TYPE OF RESOLUTION	Ordinary Resolution

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
14	536792	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

5. A list containing the equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are enclosed as Annexure 1

6. The poll papers and all other relevant records were sealed and handed over to the Chairman and Managing Director of the Company, authorized by the Board for safe keeping.

Thanking you,

For RIA Associates
Company Secretaries

Ruchika

Ruchika Jain
Proprietor
Membership No. 7665
C.P. No. 8493



Date: September 29, 2015
Place: New Delhi

Witness - 1 *Mr. Sheetal Saxena*

: *Sheetal*

Witness - 2 *Mr. Karan*

: *Karan*

For CAPFIN INDIA LIMITED

Signed by *[Signature]*
Chairman of the Meeting
(Director)

CAPFIN INDIA LIMITED (POLL RESULT OF 23RD AGM HELD ON 29/09/2015 AT 10:00 A.M. AT NEW DELHI)

S.NO.	FOLIO	DPID	CLID	SHARE	NAME OF HOLDER	RESOLUTION			
						NO.1	NO.2	NO.3	NO.4
1		IN300966	10503666	10000	SARITA MANTRY	10000	10000	10000	10000
2		IN300966	10504817	37900	PIYUSH KUMAR	37900	37900	37900	37900
3	0004619			15000	KAMAL MAHESHWARI	15000	15000	15000	15000
4	0004624			27500	SUNITA MAHESHWARI	27500	27500	27500	27500
5		IN300966	10495824	25990	RACHITA MANTRY	25990	25990	25990	25990
6	0004535			29200	BHUWAN CHAND	29200	29200	29200	29200
7		IN300966	10495832	24000	NEHA MANTRY	24000	24000	24000	24000
8		IN300966	10503519	28200	SHASHI MANTRI	28200	28200	28200	28200
9		IN300966	10501368	27800	BABITA MANTRY	27800	27800	27800	27800
10		IN300966	10710179	25000	SIDDHANT MANTRY	25000	25000	25000	25000
11		12019101	00079441	1	SUBHASH JAIN	1	1	1	1
12		12019101	00079500	1	RITA JAIN	1	1	1	1
13		IN300966	10474223	192600	FOCUS STOCK BROKERS LTD	192600	192600	192600	192600
14		IN300966	10603733	93600	MANTRI LEASING & FINANCIAL SERVICES PVT LTD	93600	93600	93600	93600
TOTAL						536792	536792	536792	536792



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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR 23rd ANNUAL GENERAL MEETING OF CAPFIN INDIA LIMITED

To,

**The Chairman,
23rd AGM of CAPFIN INDIA LIMITED
PP-1, Gali No. - 10,
Industrial Area,
Anand Parbat,
New Delhi-110005**

Sub: Passing of resolution(s) through electronic voting and poll conducted at the 23rd Annual General Meeting of Capfin India Limited held on September 29, 2015.

The Board of the Company at its meeting held on 21st August, 2015 has appointed me as the Scrutinizer for e-voting held between 26th September, 2015 (9.00 a.m.) to 28th September, 2015 (5.00 p.m.). The Chairman has also appointed me as the scrutinizer for the poll held at the 23rd Annual General Meeting of the Company on the 29th September, 2015.

The Company has appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the shareholders of the Company from 26th September, 2015 (9.00 a.m.) to 28th September, 2015 (5.00 p.m.). The e-voting results were unblocked by me on 28th September, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 29th September, 2015 attached herewith.

At the 23rd Annual General Meeting of the Company held on 29th September, 2015, the Chairman of the Company suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

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

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Item No.1 of the Notice (As an Ordinary Resolution)	Adoption of the audited Balance Sheet of the company as at 31st march, 2015 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				
Agenda Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
Voting Particulars	Nos	% age	Nos	% age	
E-Voting	342011	100	Nil	Nil	Nil
Poll	536792	100	Nil	Nil	Nil
TOTAL	878803	100	Nil	Nil	Nil
Item No. 2 of the Notice (As an Ordinary Resolution)	Re-appointment of Mr. Piyush Kumar who retires by rotation				
E-Voting	342011	100	Nil	Nil	Nil
Poll	536792	100	Nil	Nil	Nil
TOTAL	878803	100	Nil	Nil	Nil
Item No. 3 of the Notice (As an ordinary Resolution)	Appointment of auditors and fixing their remuneration				
E-Voting	342011	100	Nil	Nil	Nil
Poll	536792	100	Nil	Nil	Nil
TOTAL	878803	100	Nil	Nil	Nil
Item No.4 of the Notice (As an Ordinary Resolution)	Appointment of Mrs. Rachita Mantry as Whole Time Director				
E-Voting	342011	100	Nil	Nil	Nil
Poll	536792	100	Nil	Nil	Nil
TOTAL	878803	100	Nil	Nil	Nil

All the Resolutions stand passed under e-voting and poll conducted at the AGM with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform Stock Exchange.



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 and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you

Yours Sincerely

For RJ & Associates
Company Secretaries



Ruchika Jain
Proprietor
Membership No. 7665
C.P. No. 8493



Date: September 29, 2015
Place: New Delhi

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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
PF-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 Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Ms. Ruchika Jain (FCS: 7665, CP No. 8493) , Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of Capfin India Limited (the "Company") on 21st August 2015 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 23rd Annual General Meeting ("AGM") of the Company, to be held on September 29, 2015 at 10:00 A.M at HR-36 Gali No. 10 First Floor, Anand Parbat, Industrial Area, New Delhi - 110005.

1. The Company has engaged National Securities Depository Ltd (NSDL) 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 23rd Annual General Meeting (AGM) of the Company, which is scheduled to be held on Sunday, the 29th September, 2015. The National Securities Depository Ltd (NSDL) had set e-voting facility on their website, <https://www.evoting.nsdl.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.



2. Further to the above, I submit my report as under:

- (i) The e-voting period remained open from 26th September, 2015 (Saturday) 9.00 am to 28th September, 2015 (Monday) till 5.00 pmat www.evoting.nsdl.com.
- (ii) The members of the Company as on the "cut-off date" i.e. 22nd September, 2015 was entitled to vote on the resolutions (Item no. 1 to 4 as set out in the notice of the 23rd AGM of the Company dated 21st August, 2015).
- (iii) The votes cast were unblocked on 28th September, 2015 5.00P.M. in the presence of two witnesses, Ms. Sheetal Saxena and Mr. Karun who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sheetal
Witness 1: Ms. Sheeta Saxena

Karun
Witness 2: Mr. Karun

- (iv) Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions contained in the notice of AGM dated 21st August, 2015 that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> and based on such report generated, the result of the e-voting is as under:

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

RESOLUTION NO. 1 - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 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	26	342011	100%	11.94%
Votes in favour of Resolution	26	342011	100%	11.94%
Votes against the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Total number of members whose votes were declared invalid		Total number of votes cast by them	
	Nil		Nil	



RESOLUTION NO. 2 - ORDINARY RESOLUTION FOR RE APPOINTMENT OF MR PIYUSH KUMAR 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	26	342011	100%	11.94%
Votes in favour of Resolution	26	342011	100%	11.94%
Votes against the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Total number of members whose votes were declared invalid		Total number of votes cast by them	
	Nil		Nil	

RESOLUTION NO. 3 - ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITORS AND FIXING 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	26	342011	100%	11.94%
Votes in favour of Resolution	26	342011	100%	11.94%
Votes against the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Total number of members whose votes were declared invalid		Total number of votes cast by them	
	Nil		Nil	



RESOLUTION NO. 4 - ORDINARY RESOLUTION FOR APPOINTMENT OF MS RACHITA MANTRY AS WHOLE TIME DIRECTOR

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	26	342011	100%	11.94%
Votes in favour of Resolution	26	342011	100%	11.94%
Votes against the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Total number of members whose votes were declared invalid		Total number of votes cast by them	
	Nil		Nil	

All the resolutions contained in the notice dated 21st August, 2015 for 23rd 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 RJ& Associates
Company Secretaries

Ruchika

Ruchika Jain
Proprietor
Membership No. 7665
C.P. No. 8493



Date: September 29, 2015
Place: New Delhi