



*[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  
211, Jagdamba tower,  
13, Preet Vihar Commercial Complex,  
Delhi-110092

**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,

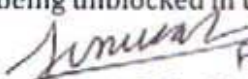
I, Ms. Ruchika Jain (FCS: 7665, CP No. 8493) , Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of Capfin India Limited (the "Company") on July 30, 2014 to scrutinize the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority 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 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company, to be held on September 28, 2014 at 9:30 A.M at Maheshwari Kala Kendra (Maheshwari Mandal) C-Block, opp C-160, Ashok Vihar, Phase-I, Delhi-110052.

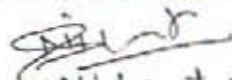
1. The Company has engaged Central Depository Services (India) Limited (CSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company, which is scheduled to be held on Sunday, the 28<sup>th</sup> September, 2014. The Central Depository Services (India) Limited (CSDL) 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](http://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 September, 2014 (Sunday) 9.00 am to 23<sup>rd</sup> September, 2014 (Tuesday) till 6.00 pm at [www.evotingindia.com](http://www.evotingindia.com).



(ii) The members of the Company as on the "cut-off date" i.e. 22<sup>nd</sup> August, 2014 was entitled to vote on the resolutions (Item no. 1 to 6 as set out in the notice of the 22<sup>nd</sup> AGM of the Company dated 28<sup>th</sup> August, 2014).

(iii) The votes cast were unblocked on 23<sup>rd</sup> September, 2014 P.M. in the presence of two witnesses, Ms. Sunita Lohani and Mr. Nishant Maheshwari who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
 Add: 146A, J2K BLOK, LAXMINAGAR, DELHI-92  
 Sunita Lohani  
 Father Name - N.B. Lohani

  
 Nishant Maheshwari  
 S/o Vijay Kumar Maheshwari  
 MB-102, 3rd Fl. Shakti Puram, Delhi

Witness 1: Ms. Sunita Lohani

Witness 2: Mr. Nishant Maheshwari

(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 28<sup>th</sup> August, 2014 that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.cdslindia.com/index.html> 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 31<sup>ST</sup> MARCH, 2014 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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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 MRS.MEENAKSHI RATHI 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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR SUNIL CHOPRA AS INDEPENDENT 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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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. 6 - ORDINARY RESOLUTION FOR APPOINTMENT OF MR DINESH KUMAR AS INDEPENDENT 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	29	502790	100%	14.57%
Votes in favour of Resolution	29	502790	100%	14.57%
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	

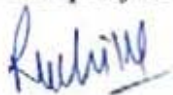
All the resolutions contained in the notice dated 28<sup>th</sup> August, 2014 for 22<sup>nd</sup> Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

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



Date: September 24, 2014  
Place: New Delhi

## CAPFIN INDIA LIMITED (E-VOTING RESULT OF 22ND AGM)

SR.NO	FOL	HOL	NAME	NO.1	NO.2	NO.3	NO.4	NO.5	NO.6
1	0004570		93600 M.LEASING & FINANCIAL SERVICE P.LTD	93600	93600	93600	93600	93600	93600
2	0000081		62500 FOCUS STOCK BROKERS LTD.	62500	62500	62500	62500	62500	62500
3	0004567		49800 KASHYAP DEVI	49800	49800	49800	49800	49800	49800
4	0004533		37900 PIVUSH KUMAR	37900	37900	37900	37900	37900	37900
5	0004535		29200 BHUWAN CHAND	29200	29200	29200	29200	29200	29200
6	0004536		28010 MEENA AGARWAL	28010	28010	28010	28010	28010	28010
7	0004521		26200 MANTRI CAPITAL SERVICES LTD	26200	26200	26200	26200	26200	26200
8	0004568		21600 RAMESH KUMAR	21600	21600	21600	21600	21600	21600
9	0004545		17600 AMIT KUMAR RATHI	17600	17600	17600	17600	17600	17600
10	0004537		12700 RAKESH	12700	12700	12700	12700	12700	12700
11	0000045		12000 G.K.MAHESHWARI	12000	12000	12000	12000	12000	12000
12	0001600		11200 VINAY MAHESHWARY	11200	11200	11200	11200	11200	11200
13	0000072		10000 VIDHYAWATI MAHESHWARI	10000	10000	10000	10000	10000	10000
14	0000082		10000 SARITA DEVI	10000	10000	10000	10000	10000	10000
15	0004551		9600 SAURABH MAHESWAR	9600	9600	9600	9600	9600	9600
16	0004554		9300 KUMAR JASWAL	9300	9300	9300	9300	9300	9300
17	0004553		8900 MOHAN RATHI	8900	8900	8900	8900	8900	8900
18	0004541		8800 POONAM RATHI	8800	8800	8800	8800	8800	8800
19	0004550		8800 SANDEEP RATHI	8800	8800	8800	8800	8800	8800
20	0004557		8600 PREETI JAISWAL	8600	8600	8600	8600	8600	8600
21	0004546		8200 RAJEEV KUMAR MAHESWAR	8200	8200	8200	8200	8200	8200
22	0000034		3500 MANISH MAHESHWARY	3500	3500	3500	3500	3500	3500
23	0000035		3500 TARA MAHESHWARY	3500	3500	3500	3500	3500	3500
24	0000020		3500 ATIRAJ DEVI KARNANI	3500	3500	3500	3500	3500	3500
25	0004540		3300 ANAND KUMAR	3300	3300	3300	3300	3300	3300
26	0000015		1780 RACHITA MANTRI	1780	1780	1780	1780	1780	1780
27	0002606		1700 M.P.MANTRI	1700	1700	1700	1700	1700	1700
28	0002596		600 BARITA MANTRI	600	600	600	600	600	600
29	0001421		400 I.M.BHARDWAJ	400	400	400	400	400	400
			<b>TOTAL</b>	<b>502790</b>	<b>502790</b>	<b>502790</b>	<b>502790</b>	<b>502790</b>	<b>502790</b>

