

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1 - . Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880354	62	100.00	0.00
Total (A)	82705969	70064135	84.71	70064073	62	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17293	11	99.94	0.06
Total (B)	82705969	31146	0.04	31135	11	99.96	0.04
Result (A+B)	82705969	70095281	84.75	70095208	73	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 2 -Approval for dividend of Rs. 2 per Equity Shares of the Company for the Financial Year ended March 31, 2014.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17299	5	99.97	0.03
Total (B)	82705969	31146	0.04	31141	5	99.98	0.02
Result (A+B)	82705969	70095281	84.75	70095198	83	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 3 - Re appointment of Mr. Vishal Mahadevia, who retires by rotation and being eligible, offers himself for re-appointment.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17292	12	99.93	0.07
Total (B)	82705969	31146	0.04	31134	12	99.96	0.04
Result (A+B)	82705969	70095281	84.75	70095191	90	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 4 -Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880354	62	100.00	0.00
Total (A)	82705969	70064135	84.71	70064073	62	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17289	15	99.91	0.09
Total (B)	82705969	31146	0.04	31131	15	99.95	0.05
Result (A+B)	82705969	70095281	84.75	70095204	77	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 5 - Appointment of Mr. Anil Singhvi as Independent Director for three consecutive years for a term up to March 31, 2017.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17286	18	99.90	0.10
Total (B)	82705969	31146	0.04	31128	18	99.94	0.06
Result (A+B)	82705969	70095281	84.75	70095185	96	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 6 - Appointment of Mr. N. C. Singhal as Independent Director for three consecutive years for a term up to March 31, 2017.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17286	18	99.90	0.10
Total (B)	82705969	31146	0.04	31128	18	99.94	0.06
Result (A+B)	82705969	70095281	84.75	70095185	96	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 7 - . Appointment of Mr. M S Sundara Rajan as Independent Director for three consecutive years for a term up to March 31, 2017.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17286	18	99.90	0.10
Total (B)	82705969	31146	0.04	31128	18	99.94	0.06
Result (A+B)	82705969	70095281	84.75	70095185	96	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 8 -. Appointment of Mr. Hemang Raja as Independent Director for three consecutive years for a term up to March 31, 2017.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880338	78	100.00	0.00
Total (A)	82705969	70064135	84.71	70064057	78	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17286	18	99.90	0.10
Total (B)	82705969	31146	0.04	31128	18	99.94	0.06
Result (A+B)	82705969	70095281	84.75	70095185	96	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 9 -. Alteration of Articles of Association of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3698117	0	0.00	0.00
Public-Others	19270122	6880416	35.71	6880354	62	100.00	0.00
Total (A)	82705969	70064135	84.71	70064073	62	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	13842	0	100.00	0.00
Public-Others	19270122	17304	0.09	17289	15	99.91	0.09
Total (B)	82705969	31146	0.04	31131	15	99.95	0.05
Result (A+B)	82705969	70095281	84.75	70095204	77	100.00	0.00

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 10 -. Approval of CMD Stock Option Scheme 2014.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3250000	448117	0.00	0.00
Public-Others	19270122	6880416	35.71	6880296	120	100.00	0.00
Total (A)	82705969	70064135	84.71	69615898	448237	99.36	0.64
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	0	13842	0.00	100.00
Public-Others	19270122	17304	0.09	15871	1433	91.72	8.28
Total (B)	82705969	31146	0.04	15871	15275	50.96	49.04
Result (A+B)	82705969	70095281	84.75	69631769	463512	99.34	0.66

CAPITAL FIRST LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 11 -. Approval to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	59485602	59485602	100.00	59485602	0	0.00	0.00
Public Institutional Holders	3950245	3698117	93.62	3250000	448117	0.00	0.00
Public-Others	19270122	6880416	35.71	6879820	596	99.99	0.01
Total (A)	82705969	70064135	84.71	69615422	448713	99.36	0.64
Mode of Voting: (Poll)							
Promoter and Promoter Group (**)	59485602	0	0.00	0	0	0.00	0.00
Public Institutional Holders	3950245	13842	0.35	0	13842	0.00	100.00
Public-Others	19270122	17304	0.09	15874	1430	91.74	8.26
Total (B)	82705969	31146	0.04	15874	15272	50.97	49.03
Result (A+B)	82705969	70095281	84.75	69631296	463985	99.34	0.66

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

FORM NO. MGT-13

Report of Scrutinizer

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

To,
The Chairman
Capital First Limited
Indiabulls Finance Centre, Tower - 2,
15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013

The Ninth Annual General Meeting of the Equity Shareholders of Capital First Limited held on Wednesday, June 18, 2014 at 3.00 pm. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018.

Dear Sir,

I, P.N.Parikh of M/s Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Ninth Annual General Meeting of the Shareholders of Capital First Limited, held on Wednesday, June 18, 2014, at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of 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:

ORDINARY RESOLUTION NO. 1 :

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
49	31135	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
3	11	0.04

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 2:

Approval for dividend of Rs. 2 per Equity Share of the Company for the Financial Year ended March 31, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
51	31141	99.98

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
1	5	0.02

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 3:

Re appointment of Mr. Vishal Mahadevia, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31134	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	12	0.04

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 4:

Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31131	99.95

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	15	0.05

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 5:

Appointment of Mr. Anil Singhvi as Independent Director for three consecutive years for a term up to March 31, 2017

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31128	99.94

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	18	0.06

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 6:

Appointment of Mr. N. C. Singhal as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31128	99.94

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	18	0.06

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 7:

Appointment of Mr. M S Sundara Rajan as Independent Director for three consecutive years for a term up to March 31, 2017

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31128	99.94

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	18	0.06

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



ORDINARY RESOLUTION NO. 8:

Appointment of Mr. Hemang Raja as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31128	99.94

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	18	0.06

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



SPECIAL RESOLUTION NO. 9:**Alteration of Articles of Association of the Company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
48	31131	99.95

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	15	0.05

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



SPECIAL RESOLUTION NO. 10:

Approval to grant, offer and issue Options to subscribe up to 65,00,000 (Sixty Five Lakhs) equity shares or beneficial interest therein, to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
43	15871	50.96

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
9	15275	49.04

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4



SPECIAL RESOLUTION NO. 11:

Approval to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
43	15874	50.97

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
9	15272	49.03

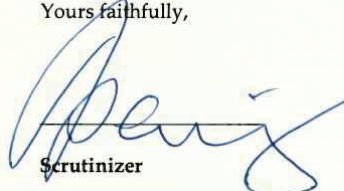
(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


Scrutinizer



Name : Mr. P.N.Parikh
Parikh & Associates
Practising Company Secretaries
 FCS: 327 CP No: 1228
 111, 11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp Laxmi Indl Estate,
 Off Link Road, Above Shabari
 Restaurant, Andheri West
 Mumbai - 400053.

Place: Mumbai
 Dated: June 18, 2014

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Capital First Limited
Indiabulls Finance Centre, Tower - 2,
15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, P.N.Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Capital First Limited vide resolution dated May 08, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Ninth Annual General Meeting of the Company to be held on June 18, 2014.

The Notice dated May 08, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on June 18, 2014..

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of May 16, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 11 in the Notice of the 9th AGM of Capital First Limited.

The voting period commenced on Thursday, June 12, 2014 at 09.30 a.m. and ended on Saturday, June 14, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	70064073	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
3	62	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A	N.A



II. Resolution No. 2 :-

Approval for dividend of Rs. 2 per Equity Shares of the Company for the Financial Year ended March 31, 2014

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	70064073	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
3	62	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A	N.A



III. Resolution No. 3 :-

Re appointment of Mr. Vishal Mahadevia, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
36	70064057	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
5	78	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.

IV. Resolution No. 4 :-

Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	70064073	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
3	62	0.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A	N.A

V. Resolution No. 5 :-

Appointment of Mr. Anil Singhvi as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
36	70064057	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
5	78	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.



VI. Resolution No. 6 :-

Appointment of Mr. N. C. Singhal as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
36	70064057	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
5	78	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.



VII. Resolution No. 7 :-

Appointment of Mr. M S Sundara Rajan as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
36	70064057	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
5	78	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.



VIII. Resolution No. 8 :-

Appointment of Mr. Hemang Raja as Independent Director for three consecutive years for a term up to March 31, 2017.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
36	70064057	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
5	78	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.



IX. Resolution No. 9 :-

Alteration of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	70064073	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
3	62	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A	N.A



X. Resolution No. 10 :-

Approval to grant, offer and issue Options to subscribe up to 65,00,000 (Sixty Five Lakhs) equity shares or beneficial interest therein, to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
27	69615898	99.36%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
14	448237	0.64%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.



XI. Resolution No. 11 :-

Approval to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
25	69615422	99.36%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	448713	0.64%

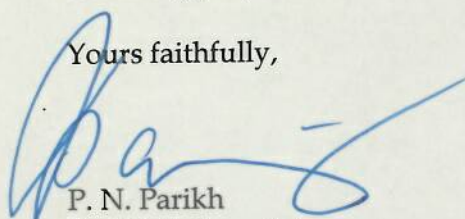
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
N.A.	N.A.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: June 17, 2014



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e-Voting

View/Authorize e-Voting Results

ISIN Name : CAPITAL FIRST LIMITED EQ

EVEN : 100230
 Resolution File : [Download File](#)
 Record Date : 2014-05-16
 Voting End Date : 2014-06-14

ISIN : INE688I01017
 Logo File : [Download File](#)
 Voting Start Date : 2014-06-12
 Voting Result Date : 2014-06-18

Resolution : Resolution No 1
 Description : Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064073.000
I/We Dissent To The Resolution(Against/ No)	62.000

Resolution : Resolution No 2
 Description : Approval for dividend of Rs.2 per Equity Share of the Company for the Financial Year ended March 31, 2014.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064073.000
I/We Dissent To The Resolution(Against/ No)	62.000

Resolution : Resolution No 3
 Description : Re - Appointment of Mr. Vishal Mahadevia (holding DIN 01035771), who retires by rotation and being eligible, offers himself for re-appointment

I/We Assent To The Resolution(For/ Yes/ Favour)	70064057.000
I/We Dissent To The Resolution(Against/ No)	78.000

Resolution : Resolution No 4
 Description : Re - Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064073.000
I/We Dissent To The Resolution(Against/ No)	62.000

Resolution : Resolution No 5
 Description : Appointment of Mr. Anil Singhi as Independent Director for three consecutive years for a term up to March 31, 2017.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064057.000
I/We Dissent To The Resolution(Against/ No)	78.000

Resolution : Resolution No 6
 Description : Appointment of Mr. N. C. Singhal as Independent Director for three consecutive years for a term up to March 31, 2017.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064057.000
I/We Dissent To The Resolution(Against/ No)	78.000

Resolution : Resolution No 7



Description : Appointment of Mr. M S Sundara Rajan as Independent Director for three consecutive years for a term up to March 31, 2017.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064057.000
I/We Dissent To The Resolution(Against/ No)	78.000

Resolution : Resolution No 8

Description : Appointment of Mr. Hemang Raja as Independent Director for three consecutive years for a term up to March 31, 2017.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064057.000
I/We Dissent To The Resolution(Against/ No)	78.000

Resolution : Resolution No 9

Description : Alteration of Articles of Association of the Company.

I/We Assent To The Resolution(For/ Yes/ Favour)	70064073.000
I/We Dissent To The Resolution(Against/ No)	62.000

Resolution : Resolution No 10

Description : Approval of CMD Stock Option Scheme 2014.

I/We Assent To The Resolution(For/ Yes/ Favour)	69615898.000
I/We Dissent To The Resolution(Against/ No)	448237.000

Resolution : Resolution No 11

Description : Approval to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

I/We Assent To The Resolution(For/ Yes/ Favour)	69615422.000
I/We Dissent To The Resolution(Against/ No)	448713.000

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