

**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

October 04, 2018

To,  
**CAPITAL FIRST LIMITED**  
One Indiabulls Centre,  
Tower 2A & 2B, 10<sup>th</sup> Floor,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai 400 013.

**Kind Attn: Mr. Satish Gaikwad**

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for approval to the Variation of Rights, Terms and Conditions attached to the Secured Debentures issued by the Company upon the effectiveness of the Composite Scheme of Amalgamation of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from Secured Debenture holders in physical mode.
- b) The register showing the particulars of the physical postal ballots processed by the Company in respect of the said resolution.

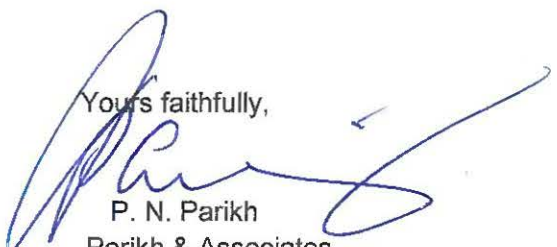
I hope you will find the above in order.

Thanking you.

Encl.: As above.



Yours faithfully,

  
P. N. Parikh  
Parikh & Associates

To  
The Chairman,  
**CAPITAL FIRST LIMITED**  
One Indiabulls Centre,  
Tower 2A & 2B, 10<sup>th</sup> Floor,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai 400 013.

**Report of Scrutinizer**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for approval to the Variation of Rights, Terms and Conditions attached to the Secured Debentures issued by Capital First Limited ("**the Company**") upon the effectiveness of the Composite Scheme of Amalgamation of the Company and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 pursuant to the Notice dated August 24, 2018 issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration), Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015.

The notice dated August 24, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the Secured Debenture holders in respect of the above mentioned resolution proposed through Postal Ballot.

The Secured Debenture holders of the Company as on the "**cut-off**" date of **Friday, August 10, 2018** were entitled to vote on the resolution as contained in the Notice.

The voting period for Postal Ballot commenced on **Tuesday, September 04, 2018** at 09:00 a.m. and ended on **Wednesday, October 03, 2018** at 05:00 p.m.

I have scrutinized and reviewed the physical postal ballot forms received and maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots on the resolution contained in the Notice.

My responsibility as scrutinizer for the physical postal ballots is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.

I now submit my Report as under on the result of the voting by postal ballot in physical mode in respect of the said Resolution.



**Resolution 1. Special Resolution**

To consider and approve Variation of Rights, Terms and Conditions attached to the Secured Debentures issued by the Company upon the effectiveness of the Composite Scheme of Amalgamation of the Company and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

(i) Voted in **favour** of the resolution:

| Number of Secured Debenture holders present and voting (in Person or by Proxy or by Authorised Representative) | Value of votes (in terms of amount outstanding) cast by them (in Rs.) | % of total value of valid votes cast |
|--|---|--------------------------------------|
| 136  | 58,82,90,00,000   | 99.92                                |

(ii) Voted **against** the resolution:

| Number of Secured Debenture holders present and voting (in Person or by Proxy or by Authorised Representative) | Value of votes (in terms of amount outstanding) cast by them (in Rs.) | % of total value of valid votes cast |
|--|---|--------------------------------------|
| 1  | 5,00,00,000   | 0.08                                 |

(iii) **Invalid** votes:

| Total number of Secured Debenture holders (in Person or by Proxy or by Authorised Representative) whose votes were declared invalid | Total value of votes (in terms of amount outstanding) cast by them (in Rs.) |
|---|---|
| NIL   | NIL   |



Place: Mumbai  
Dated: October 04, 2018

Signature:

Name : P. N. Parikh  
Scrutinizer

FCS: 327 CP: 1228

