

## RESULT OF POSTAL BALLOT

### Details of Agenda

<b>Resolution No. 1:- Raising of Funds through issue of Securities</b>							
<b>Resolution Required: - Special</b>							
<b>Mode of Voting : Postal Ballot and E-voting</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	59485602	59485602	100.00	59485602	0	100.00	0.00
<b>Public – Institutional holders</b>	8501784	7670540	90.22	4806717	939908	62.66	12.25
<b>Public-Others</b>	14982708	5210779	34.78	5197190	9473	99.74	0.18
<b>Total</b>	<b>82970094</b>	<b>72366921</b>	<b>87.22</b>	<b>69489509</b>	<b>949381</b>	<b>96.02</b>	<b>1.31</b>

# invalid votes cast were 19,28,031 shares

**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

November 03, 2014

To,  
**CAPITAL FIRST LIMITED**  
15<sup>th</sup>Floor, Tower -2, Indiabulls Finance Centre,  
Senapati Bapat Marg, Elphinstone,  
Mumbai- 400013

Kind Attn: Shri. Satish Gaikwad - Company Secretary

Sub. : Postal Ballot

Dear Sir,

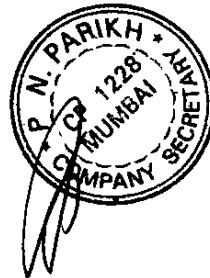
I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for raising funds through issue of securities under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

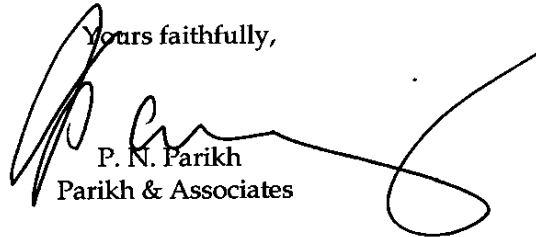
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.



Yours faithfully,  
  
P. N. Parikh  
Parikh & Associates

Encl.: As above.

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

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To  
The Chairman,  
CAPITAL FIRST LIMITED  
15th Floor, Tower -2, Indiabulls Finance Centre,  
Senapati Bapat Marg, Elphinstone,  
Mumbai- 400013

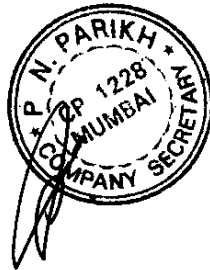
**Report of Scrutinizer**

I, P. N. Parikh of M/s. Parikh & Associates , Practicing 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 raising funds through issue of securities under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, pursuant to the Notice dated September 24, 2014 issued under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

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

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**Special Resolution - Raising of funds through issue of Securities under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
*298	6,94,89,509	98.65

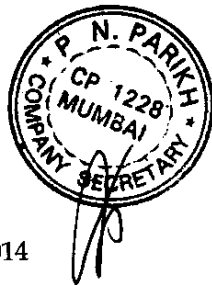
(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
*39	9,49,381	1.35

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
24	19,28,031

\* One shareholder has partially voted for assent and partially for dissent. While his votes are counted, as cast, for the sake of number of shareholders he is counted only once, in assent.



Place: Mumbai

Dated: November 03, 2014

Signature

Name:

P. N. Parikh

Scrutinizer

FCS: 327 CP: 1228