



SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To
The Chairman of the 30th Annual General Meeting of
CFL CAPITAL FINANCIAL SERVICES LIMITED
Century Plaza, 81, Netaji Subhas Road. Unit No 233,
2nd Floor, Kolkata- 700001

Sub: Scrutinizer's Report on the "Remote E-Voting" and " Voting through Ballot at meeting", in respect of the resolutions contained in the Notice of the 30th Annual General Meeting of CFL CAPITAL FINANCIAL SERVICES LIMITED held on 28th September, 2015

Dear Sir,

I have been appointed as Scrutinizer by M/s. CFL CAPITAL FINANCIAL SERVICES LIMITED (the Company), vide a resolution passed by the Board of Directors of the Company at their meeting held on 27th May, 2015, in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement with Stock Exchanges to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the Annual General Meeting for and in respect of all the 4 Resolutions, as mentioned herein below and as contained in the Notice of the said Annual General Meeting ("said AGM", hereinafter).

In E-Voting, members had to vote by logging on to www.evotingindia.com and by following the procedure laid down in the Notice dated 27th May, 2015. The E-Voting period commenced on 25th September , 2015(9:00 A.M.) and ended on 27th September, 2015 (5:00 P.M.).

In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, electronically on e-voting platform provided by CDSL, before 5 PM on 27th September, 2015 in respect of Resolution(s) as set out therein.

The e-voting module was provided by CDSL to the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 21st September, 2015, and they were allowed to cast their vote electronically. The voting rights of the Shareholders were in proportion to their shares of the paid up Share Capital of the company as on cut-off date of 21st September, 2015. In terms of the said Notice, votes cast through e-voting mode were considered valid.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 30th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the Remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facility for e-voting, and report on poll conducted at the AGM.





I submit hereunder comprehensive Report on the Resolutions on the Results of the Remote E-Voting and Voting on Poll :

Item No of Notice	Mode of Voting	Votes in favour of the Resolutions		Votes against the Resolutions		Invalid Votes
		Number of Votes	% of Total No of Valid votes	Number of Votes	% of Total No of Valid votes	Number of votes
Item no -1 <u>AS an Ordinary Resolution</u> Adoption of Balance Sheet, Statement of Profit & Loss together with Directors' Report and Auditors' Report for the Year ended 31.03.2015	E-Voting	123170599	99.99	Nil	Nil	Nil
	Poll	420	00.01	Nil	Nil	Nil
	Total	123171019	100	Nil	Nil	Nil
Item no -2 <u>As an Ordinary Resolution</u> Appointment of Statutory Auditors and fixing their remuneration	E-Voting	123170599	99.99	Nil	Nil	Nil
	Poll	420	00.01	Nil	Nil	Nil
	Total	123171019	100	Nil	Nil	Nil
Item no -3 <u>As an Ordinary Resolution</u> Appointment of Mrs Jostna Sreshtha as an Independent Director	E-Voting	123170599	99.99	Nil	Nil	Nil
	Poll	420	00.01	Nil	Nil	Nil
	Total	123171019	100	Nil	Nil	Nil
Item no -4 <u>As a Special Resolution</u> Re-appointment of Mr H C Mathur as Managing Director	E-Voting	123170599	99.99	Nil	Nil	Nil
	Poll	420	00.01	Nil	Nil	Nil
	Total	123171019	100	Nil	Nil	Nil

Thanking you
Yours faithfully,

(Ranjit Kumar Ghosh)

Practising Company Secretary

Membership No. FCS- 3724, C.P. No. 11521

Place: Kolkata

Dated: 28th September, 2015

