

CAPITAL TRUST LIMITED

Regd. Office: 366 Sultanpur, MG Road, New Delhi-110030

CIN-L65923DL1985PLC195299

Website:www.capital-trust.com, Email: cs@capital-trust.com, Phone:9999074312

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Capital Trust Limited (the "Company") will be held on Monday, the 24 day of October, 2016 at 09.00 a.m. at 366 Sultanpur, MG Road, New Delhi-110030 for the purpose of transacting the following business:

1. Approval and Implementation of the Capital Trust Employee Stock Option Scheme, 2016, through Trust Route

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the applicable rules, as may be amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014, and the Articles of Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter collectively referred to as the "**Board**"), consent of the Company be and is hereby accorded to the Board to adopt and implement proposed Capital Trust Employee Stock Option Scheme, 2016 (CT ESOS, 2016) through Trust Route and to grant, offer and issue such number of options, not exceeding 7,33,375 in aggregate, to the present and future employees of the Company which term shall be deemed to include the subsidiary companies as well, as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Regulations (collectively referred as the "Eligible Employees"), except a promoter or a person who belongs to the promoter group, Independent director(s) and director who directly or indirectly holds more than 10% of the issued capital, exercisable by employees to apply to such number of equity shares of the Company not exceeding 7,33,375 shares, under the Capital Trust Employee Stock Option Scheme, 2016, as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranche(s) and on such other terms & conditions as the Board may decide."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the Capital Trust Employee Stock Option Scheme, 2016, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice and to make any modification(s), change(s), variation(s), revision(s) in the terms and conditions of the scheme from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, including providing financial assistance to the Trust for acquisition of equity shares from fresh allotment of equity shares and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, funding, including any contributions to be made by the Company, administration, operation, etc. of a Trust, if the Board deems necessary or desirable, through which the options may be granted to the Eligible Employees of the Company."

"RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules or guidelines, add, amend or put restrictions or any other conditions as it may deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. Authorization to the Trust for implementation of CT ESOS 2016 by acquiring Equity Shares of the Company through fresh allotment.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Regulation 3(6) of SEBI (Share Based Employee Benefits) Regulations, 2014, and Section 62(1)(b) of the Companies Act, 2013, other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the applicable rules, as may be amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014, and the Articles of Association of the Company, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter referred to as the **“Board”**), the consent of the Company be and is hereby accorded to **“Capital Employee Welfare Trust”** (hereinafter referred to as the **“Trust”**) of the Company for acquisition and holding by the trust upto 7,33,375 equity shares (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), acquired by way of fresh allotment by the company from time to time, in one or more tranche(s), for implementation of the Capital Trust Employee Stock Option Scheme, 2016, at such price and on such terms and conditions as may be decided by the Trust.”

“RESOLVED FURTHER THAT approval of members of the company be and is hereby accorded to the Board to allot upto 7,33,375 Equity Shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) to the Trust pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, for the implementation of the Scheme in due compliance with the provisions of the Companies Act, 2013 (including rules framed thereunder) at such price as deem fit which shall not go below the par value of the share.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”

3. Approval to extend the benefits of Capital Trust Employee Stock Option Scheme- 2016 to employees of subsidiary(s).

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

“RESOLVED THAT pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to extend the benefits of Capital Trust Employees Stock Option Scheme 2016 (hereinafter referred to as ‘CT ESOS-2016’) to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement.

“RESOLVED FURTHER THAT the board of directors of the Company and the Compensation Committee (collective referred to as the **“Board”**), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of CT ESOS- 2016 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

4. Provisioning of Money to “Capital Employee Welfare Trust”

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 67 read with the Rule 16 of Chapter IV and other

applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to make provisioning of the money not exceeding 5% of the aggregate of paid up capital and free reserves of the Company to the "**Capital Employee Welfare Trust**" for the purpose of extending benefits of the Capital Trust Employee Stock Option Scheme – 2016 to the employees of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is enclosed herewith.
- 2) Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
- 4) Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
- 5) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 6) Members holding shares in electronic form are requested to direct change of address notifications and updates of Saving Bank details to their respective Depository Participant(s). Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. MAS services Limited) of the Company on or before Monday, October 17, 2016.
- 7) With a view of using natural resources responsibly, we request shareholders to kindly register/update their email address with their respective depository participant(s), where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address by writing to the Registrar and Transfer Agent at T-34, IInd Floor, Okhla Industrial Area, Phase-II , New Delhi-110020 in order to receive communications through electronic means, including notices.
- 8) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Rules, 2015 and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Electronic Voting ("e-voting") facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Monday, October 17, 2016, through Electronic platform of National Securities Depository Limited (NSDL). The facility for casting votes through Polling paper will also be made available at the EGM and members attending EGM, who have not already cast their votes by remotee-voting shall be able to vote at the EGM. The instructions to E-voting form part of Notice.

- 9) The E-voting period commences on Friday, October 21, 2016 from 09: 00 am to Sunday, October 23, 2016 to 05:00 pm.
- 10) Ms. Atima Khanna, A.K. & Associates, Company Secretaries (ACS-28463), will act as the Scrutinizer to scrutinize the e-voting process and conducting the Polling process in a fair and transparent manner.
- 11) Notice conveying Extra Ordinary General Meeting and instructions to E-voting , along with Attendance Slips and Proxy Forms are being sent on Email IDs of those members whose E-mail IDs are registered with the Depository Participant(s)/Company, unless a member has requested for a physical copy of the same. The Documents shall be sent through permitted mode to all members holding shares in physical mode.
- 12) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 01.00 p.m. except holidays, upto the date of the meeting. The Notice along with Notes and Explanatory Statement shall also be available on company's website www.capital-trust.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1, 2 & 3

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent.

The Compensation Committee and Board of Directors have approved the "Capital Trust Employee Stock Option Scheme 2016 (CT ESOS 2016)" and to implement it through Trust route involving acquisition of equity shares of the Company through fresh allotment from the company. As a consequence to the aforesaid, the statement under section 102 and relevant resolutions at Item No 1,2 & 3 which is proposed for approval of the Shareholders are set out in this Notice.

The main features of the CSL ESOS 2016 and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:-

a) Brief description of the Scheme

The Scheme shall be called as the 'Capital Trust Employee Stock Option Scheme 2016' and shall extend its benefits to the present and/or future permanent employees of the Company and its subsidiary company(s) in accordance with the applicable laws. The scheme will be implemented via Trust Route which will acquire Equity Shares of the Company by fresh allotment from the company for the purpose of extending the benefits of the scheme to the employees. The scheme shall also involve cashless exercise of options, as may be decided by the Compensation Committee.

b) Total number of Options to be granted under the Scheme

The maximum number of options/shares to be granted to the Employees under the CT ESOS 2016 shall not exceed 7,33,375 options. Each option when exercised would be converted into one Equity Share of Rs.10/- each fully paid up. In case of any corporate action such as right issue, bonus issue, corporate restructuring, other issues, reduction of share capital, buy back of shares, split or consolidation of shares of the Company or like events, the above limit of 7,33,375 shall be calculated with reference to adjusted capital and number of Equity Shares to be acquired/ granted shall be adjusted accordingly.

c) Identification of classes of employees entitled to participate and be beneficiaries in CT ESOS 2016

Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Board/ Committee from time to time on such parameters as may be decided by the Board/Committee at its discretion. However, Promoters, Independent Directors, employee who is a promoter/part of promoter group and a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be entitled for grant of options under CT ESOS 2016.

d) Requirement of Vesting and period of Vesting

All the options granted under the scheme will vest based upon the performance of the employees over a period of 4 years from the date of grant or such other period as may be determined by the Committee. Provided that there shall be a minimum period of 1 year between grant and first vesting.

- e) **Maximum period within which the options/shares shall be vested**
All the options/shares will get vested within maximum period of 4 years or such other period as may be decided by the Committee from time to time.
- f) **Exercise Price/ Pricing formula**
The Exercise price of the shares will be based upon the Market Price of the shares one day before the date of grant of options or such higher price as may be decided by the Committee.
However, if the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.
Committee can provide suitable discount or charge premium upon the price arrived as per above formula.
- g) **Exercise period and process of Exercise**
The exercise period under this Scheme will be 3 years from the date of vesting. The employee can exercise stock options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Committee, from time to time. The employees may also be eligible for availing cashless exercise, the process of which shall be determined by the Committee.
- h) **Appraisal process for determining the eligibility of the employees for CT ESOS 2016:**
The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.
- i) **The Maximum number of Options/Shares to be granted per employee and in aggregate**
The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.
However the aggregate number of options to be issued shall at no time exceed 7,33,375 options.
- j) **The Maximum quantum of benefits to be provided per employee under the scheme**
The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.
- k) **Implementation and administration of the scheme**
The scheme shall be implemented and administered by the "Capital Employee Welfare Trust" of the company.
- l) **Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**
New issue of shares by the company to the Trust.
- m) **The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.**
Amount of loan: Maximum amount of loan outstanding at any time shall not exceed 5% of the aggregate paid up equity capital and free reserves as at the end of the previous financial year.
Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is later.
Utilization: The funds will be utilized by the Trust for the objects as mentioned in the Trust Deed including the implementation of the CT ESOS 2016 wherein it will purchase the Equity Shares of the company through fresh allotment.
Repayment Terms: The Trust shall repay the loan to the company by utilizing the proceeds realized from exercise of Options by the Employees or sale of Equity Shares in the secondary market by the Trust as permissible, as the case may be.
- n) **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme**
N.A

o) Disclosure and accounting policies

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options

Fair Value

q) Statement with regard to Disclosure in Director's Report

Since the Company has opted for fair value method for expensing of the benefits of the Plan, therefore there is no requirement of giving such statement as well as the disclosures in Director's Report. However, the Company will comply with the disclosure requirements as and when applicable.

In terms of the Companies Act, 2013, and the SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Capital Trust Employee Stock Option Scheme, through Trust route and for the provisioning of money to the Trust to fulfill the same, therefore, your Directors recommend the Resolutions as set out at item no. 1, 2 & 3 for your approval by way of Special Resolution.

None of the Directors and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the CT ESOS 2016.

Item no. 4

In order to execute CT ESOS 2016 through trust route, the company need to make provisioning of funds to the trust so as to enable it to subscribe to the shares of the company. Accordingly Item No 4 which is proposed for approval of the Shareholders are set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

1	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Board/ Committee from time to time on such parameters as may be decided by the Board/Committee at its discretion.
2	The particulars of the trustee or employees in whose favour such shares are to be registered	Name of the Trustees: 1. Mr. Vinod Raina 2. Mr. Deependra Prakash Bhardwaj
3	Particulars of trust	Name of the Trust :- "Capital Employee Welfare Trust"
4	Name, Address, Occupation and nationality of trustees	a) Mr. Vinod Raina 183C, Shipra Sun City, Indirapuram, Gaziabad-201014 Professional India b) Mr. Deependra Prakash Bhardwaj Block C-1 65 Uttamnagar East, Near Veer Bazar, New Delhi-110049 Professional
5	Relationship of trustees with promoters, directors or key managerial personnel, if any	None

6	Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	The Key Managerial personnel and Directors are interested in the CT ESOS 2016 only to the extent, to the options granted to them if any, under the CT ESOS 2016.
7	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	<p>a) Motivation of the Employees increases to contribute to the growth and profitability of the company.</p> <p>b) Employees will remain associated with the company for the growth of the Organization.</p> <p>c) New human talent in the Company can be attracted.</p> <p>d) Employees with the long term interests will be aligned with the sustained growth and creation of the shareholders' value of the Company.</p> <p>e) It creates a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.</p>
8	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	<p>The Trust would be considered as the registered shareholder of the company till the date of transfer of shares to the Employees.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of CT ESOS 2016, therefore, your Directors recommend the Resolutions as set out at item no. 4 for your approval by way of Special Resolution.

None of the Directors and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the CT ESOS 2016.

By order of the Board

For Capital Trust Limited

Sd/-

(Tanya Sethi)

Company Secretary

Date : September 28, 2016

Place : New Delhi

The procedure and instructions for e-voting:

- i. In case of Members receiving e-mail from NSDL (for those members whose e-mail addresses are registered with Company/Depositories):
 - (a) Open e-mail and then open PDF file viz., "CTL-remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL in the address bar: www.evoting.nsdl.com.
 - (c) Click on "Shareholder" – "Login".
 - (d) Enter User ID and password as initial password noted in step (a) above. Click "Login".

- (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination of both. Note the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of 'e-Voting' opens. Click on "e-Voting" icon and select "Active E-voting Cycles".
 - (g) Select 'EVEN' of CAPITAL TRUST LIMITED.
 - (h) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer at his e-mail id: atimakhanna@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. In case of Members receiving physical copies of the Notice of Extra Ordinary General Meeting (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
 - (a) Initial password is provided at the bottom of the Attendance slip.
 - (b) Please follow all steps from Sl. No. i) (b) to (l) above, to cast your vote.
 - iii. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs) for Members" and "e-Voting user manual for Members" available at the "downloads" section of www.evoting.nsdl.com or contact NSDL at the following telephone No.1800-222-990.
 - iv. If you are already registered with NSDL for e-Voting, then you can use your existing User ID and password for casting your vote and there is no need to register once again.
 - v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of October 17, 2016.
 - vii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. October 17, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. or RTA, MAS Services Limited.
 However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - viii. A member may participate in the EGM even after exercising his right to vote through remote-e-voting but shall not be allowed to vote again at the EGM.
 - ix. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. October 17, 2016) only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
 - x. Ms. Atima Khanna, Company Secretary in Whole-Time Practice (ACS No. 28463), will be acting as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - xi. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xiii. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the company www.capital-trust.com and NSDL, immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited, Mumbai.