

CAPITAL INDIA FINANCE LIMITED

CIN: L74899DL1994PLC128577

Registered Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001

Tel.: 011-4954 6000, Website: www.capitalindia.com, E-mail: secretarial@capitalindia.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the 29th (Twenty Nineth) Annual General Meeting (“AGM”) of the members of Capital India Finance Limited (“Company”) for the financial year ended on March 31, 2023, will be held on **Thursday, September 21, 2023 at 09:30 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means (“VC / OAVM”) facility to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“**Financial Statements**”) and the reports of the Board of the Directors and the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company, for the financial year ended on March 31, 2023, together with the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the 29th Annual General Meeting of the Company, be and are hereby considered and adopted.”

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“**Financial Statements**”) and the report of the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2023, together with the report of the Auditors thereon as circulated to the members with the notice of the 29th Annual General Meeting of the Company, be and are hereby considered and adopted.”

2. To consider and declare dividend on Equity Shares of the Company having nominal value of INR 10 (Indian Rupees Ten only) for the financial year ended on March 31, 2023, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a dividend of INR 0.10 (Indian Rupees Ten Paise only) per Equity Share of nominal value of INR 10 (Indian Rupees Ten only) each, fully paid-up of the Company as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended on March 31, 2023, and the same be paid out of the profits of the Company.”

3. To consider and re-appoint Mr. Keshav Porwal (DIN: 06706341) as a Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Mr. Keshav Porwal (DIN: 06706341), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To consider and approve the re-appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman of the Company for a period of 3 (Three) years and in this connection, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Policy on Compensation of Directors, Executives and Other Employees of the Company, or any other applicable rules, directives, regulations or circulars issued by the Securities and Exchange Board of India and /or the Reserve Bank of India, and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman of the Company, for a period of 3 (three) years w.e.f. August 6, 2023, liable to retire by rotation, on the following terms and conditions including remuneration:

Sr. No.	Particulars	Remuneration per annum (INR)
A	Remuneration	
	Basic Salary	56,00,000
	Supplementary Allowance	68,93,333
	Other allowances (Fixed)	3,68,000
	Leave Travel Allowance	4,66,667
	Employer’s Provident Fund contribution	6,72,000
	Sub-Total	1,40,00,000

B	Perquisites	
	Company provided car with driver	Actuals
	Company provided accommodation	Actuals
C	Gratuity	As per The Payment of Gratuity Act, 1972
	Other benefits, if any:	
	Medical Insurance	As per Company's Policy
	Life Insurance/ Personal Accident Insurance	As per Company's Policy
	Leaves	As per Company's Policy

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for ratifying the revision in the remuneration of Dr. Harsh Kumar Bhanwala as aforementioned with effect from April 1, 2023 till the expiry of his current term.

RESOLVED FURTHER THAT the Board of Directors ("**Board**") (which term shall include the Nomination & Remuneration Committee of the Board or such other Committee of the Board as authorised by Board) be and is hereby authorised to amend, alter or modify the terms and conditions including to vary the overall remuneration payable to him as the Executive Chairman of the Company from time to time, for an amount not exceeding 25% (Twenty Five Percent) from the remuneration of preceding year, during the currency of his extended tenure and to modify the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be considered appropriate and agreed between him and the Company.

RESOLVED FURTHER THAT Dr. Harsh Kumar Bhanwala, Executive Chairman of the Company shall have such roles, responsibilities and authorities as may be delegated to him by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with the power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) to give effect to this resolution."

5. To consider and approve the appointment of Mrs. Rashmi Fauzdar (DIN: 07599221) as an Independent Woman Director and in this connection, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, and subject to the provisions of the Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Rashmi Fauzdar (DIN: 07599221), who was appointed as an additional director on the Board of the Company with effect from August 24, 2023 and who holds office up to the date of forthcoming Annual General Meeting and in respect of whom a notice has been received in writing from a member, under Section 160 of the Act, proposing her candidature for the office of Independent Woman Director and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as an Independent Woman Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 24, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Mrs. Rashmi Fauzdar (DIN: 07599221) as may be recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors ("**Board**") (which term shall include the Nomination & Remuneration Committee of the Board or such other Committee of the Board as authorised by Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with the power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) to give effect to this resolution."

By order of the Board
For **Capital India Finance Limited**

Rachit Malhotra

Chief Compliance Officer & Company Secretary

Membership No.: A39894

Date: August 24, 2023

Registered Office:

2nd Floor, DLF Centre,

Sansad Marg, New Delhi – 110 001

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), with respect to the items of Special Businesses as set out in Notice is annexed hereto. The relevant details of Director seeking appointment/re-appointment as required under the Companies Act, 2013, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
2. General instructions for accessing and participating in the AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:
 - a) In accordance with the Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circulars”) have permitted companies to hold their AGM through VC/OAVM without physical presence of Members for the calendar year 2023 and prescribed the procedures and manner of conducting the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
 - c) Company has appointed KFin Technologies Limited (“Kfintech” or “RTA”) to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for remote e-voting and participation in the meeting through VC/OAVM is explained at Note No. 19 below.
 - d) The attendance of the Members (through members’ login) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - e) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM will be available on the website of the Company at www.capitalindia.com, on the website of BSE Limited at www.bseindia.com and also on the website of the RTA at www.kfintech.com.
 - f) Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.
3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting during AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above documents should be in the naming format “Capital India Finance Limited EVEN 7571.”
4. A person authorised by Board Resolution/Authority letter under point 3 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. **September 21, 2023** in the ‘Investors’ section on the website of the Company at www.capitalindia.com and at the Registered Office of the Company on all days (except Saturdays and Sundays), between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to secretarial@capitalindia.com.
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA by filling Form ISR-1, available on the website of the Company at www.capitalindia.com and on the website of the RTA at https://ris.kfintech.com/clientservices/isc/#isc_download_hrd
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.
8. Pursuant to Section 72 of the Act, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
9. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
10. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2022-23 including therein the Audited Annual Financial Statements for Financial Year 2022-23, Auditor’s Report and Board’s Report, along with all the annexures in Electronic Mode to the Members who have registered their E-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, the Company has availed e-voting services from KFintech for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFintech.
12. The dividend on equity shares, as recommended by the Board, if approved at the AGM, will be payable within 30 days, not being later than **October 20, 2023**, to those members whose names appear as members in the Register of Members/ Beneficial Owners of the Company, as on **September 15, 2023 (Record Date)**.
13. The cut-off date for eligibility for remote e-voting is **September 15, 2023**. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. 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.
14. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote.
15. The Register of Members and Share Transfer Book of the Company will be closed from **September 16, 2023 to September 21, 2023 (both days inclusive)** for the purpose of holding the 29th (Twenty Ninth) Annual General Meeting and declaration of dividend.
16. Recorded transcript of the AGM will be made available on the website of the Company www.capitalindia.com.
17. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted only through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
18. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios:

In compliance with the aforementioned MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2022-23 and Notice of the 29th Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company / KFintech or the Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and the Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all the holders of physical shares can update their Bank Account details and register their contact details including the details of e-mail IDs by submitting the form ISR-1 along-with the supporting documents with KFintech:

Form ISR-1 can be downloaded from the following link: https://ris.kfintech.com/clientservices/isc/#isc_download_hrd

Members are also requested to visit the website of the Company, www.capitalindia.com or the website of the RTA, www.kfintech.com or the website of BSE Limited, www.bseindia.com for downloading the Annual Report and Notice of the AGM.

19. The instructions for remote e-voting are as under:
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by listed entities", e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting period commences from **September 18, 2023 (09:00 AM IST)** and will end at **September 20, 2023 (05:00 PM IST)**.
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **September 15, 2023**.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
 - vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFintech system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration. 2. Proceed with completing the required fields. <p>C. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit URL: www.cdslindia.com 2. Provide your demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 4. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>A. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>B. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>C. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - ii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iii. Click on LOGIN.
 - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVEN i.e.7571.
 - vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Capital India Finance Limited_EVEN No. 7571'.
 - xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome.
- iv. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from **September 18, 2023 (09:00 A.M.) up to September 19, 2023 (05:00 P.M.)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.
- ix. The Members who have not cast their votes through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- x. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- xi. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened from **September 18, 2023 (09:00 A.M.) up to September 19, 2023 (05:00 P.M.)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will be opened from **September 18, 2023 (09:00 A.M.) up to September 19, 2023 (05:00 P.M.)**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. N Shiva Kumar, at evoting@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **September 15, 2023**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. Any person, who acquires shares and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- VI. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities of the Company shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details/Bank Account details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared to the RTA **KFIN Technologies Limited**; or
- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS(ES) MENTIONED IN THE NOTICE

Item No. 4

The Board of Directors of the Company on the basis of the recommendation of the Nomination & Remuneration Committee, appointed Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman of the Company for a period of 3 (three) years w.e.f. August 06, 2020. The aforesaid appointment was approved by the Members of the Company in their 26th Annual General Meeting held on September 28, 2020.

Dr. Bhanwala has been guiding the Company in making its place in the market as a reputed financial services institution and the overall growth strategy. His association with the Company has benefited immensely and considering his performance, the Board of Directors ("**Board**") on the basis of the recommendation of the Nomination & Remuneration Committee of the Board has approved his re-appointment as Executive Chairman of the Company for a further period of 3 (Three) years w.e.f. August 06, 2023, subject to the approval of the members of the Company on the terms and conditions including remuneration as mentioned in the resolution set out at Item No. 4 of this Notice.

A Notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("**Act**"), from Dr. Bhanwala proposing his candidature for the office of Executive Chairman, to be re-appointed as such under the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") has been received by the Company.

The Company has received from Dr. Bhanwala:

- (a) the consent in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- (c) a consent to act as Executive Chairman of the Company and confirmation that he fulfils the conditions for appointment as Executive Chairman as specified in the Act read with Schedule V to the Act; and
- (d) a declaration that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Dr. Bhanwala meets the fit and proper criteria for re-appointment as director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and as per the Fit and Proper Criteria Policy of the Company.

Accordingly, it is proposed to re-appoint Dr. Bhanwala as Executive Chairman of the Company, as per the applicable provisions of the Act and the Listing Regulations and the Special Resolution set out in Item No. 4 of the Notice seeking approval of the Members of the Company on the same.

Other than Dr. Bhanwala and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 4. The Board recommends the re-appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman of the Company, for approval of the Members.

Item No. 5

The Board of Directors ("**Board**") of the Company based on the recommendation of the Nomination & Remuneration Committee ("**NRC**") of the Board, appointed Mrs. Rashmi Fauzdar (DIN: 07599221) as an Additional Director in the category of Independent Woman Director of the Company for a term of 5 (Five) consecutive years with effect from August 24, 2023 subject to the approval of the members of the Company, who shall hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and other applicable provisions.

Mrs. Rashmi Fauzdar brings along thirty-two years of experience in implementation /formulation of banking policy and regulation, foreign exchange/currency management in India. She has served at the Reserve Bank of India for more than 32 years in various capacities i.e. Regional Director for the state of Punjab, Haryana, & UT of Chandigarh, Banking Ombudsman for Delhi, Haryana, J&K & NCR and for Maharashtra & Goa, Chief General Manager, Foreign Exchange Department, Mumbai, General Manager, Currency Management Department, Mumbai & Delhi and Deputy General Manager, DBOD at Guwahati & New Delhi.

A Notice in writing under the provisions of Section 160 of the Act, from a member, proposing the candidature of Mrs. Fauzdar for her appointment to the office of Independent Woman Director as per the provisions of the Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") has been received.

Mrs. Fauzdar is not disqualified from being appointed as an Independent Woman Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The Company has received a declaration from Mrs. Fauzdar that she is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority and she meets the criteria of independence as prescribed under Section 149(6) of the Act and applicable regulations of the Listing Regulations.

Mrs. Fauzdar meets the fit and proper criteria for appointment as director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and as per the Fit and Proper Criteria Policy of the Company.

Accordingly, it is proposed to appoint Mrs. Fauzdar as an Independent Woman Director on the Board of the Company, as per the applicable provisions of the Act and the Listing Regulations and the Special Resolution set out in Item No. 5 of the Notice seeking approval of the Members of the Company on the same.

A copy of the draft letter of appointment setting out the terms and conditions of Independent Director, will be available for inspection to the Members through electronic mode. Members may write to the Company at secretarial@capitalindia.com in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than Mrs. Fauzdar and her relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 5.

The Board is of the opinion Mrs. Rashmi Fauzdar fulfils the conditions specified in the Act and the Listing Regulations and that she is independent of the management of the Company and therefore recommends the appointment of Mrs. Fauzdar as an Independent Woman Director of the Company, not liable to retire by rotation, for approval of the Members.

By order of the Board
For **Capital India Finance Limited**

Rachit Malhotra
Chief Compliance Officer & Company Secretary
Membership No.: A39894
Date: August 24, 2023

Registered Office:
2nd Floor, DLF Centre,
Sansad Marg, New Delhi – 110 001

Details in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Brief Profile of Directors being appointed/re-appointed:

Particulars / Name	Mr. Keshav Porwal	Dr. Harsh Kumar Bhanwala	Mrs. Rashmi Fauzdar
DIN	06706341	06417704	07599221
Age	46 years	62 years	67 Years
Brief Resume	Mr. Keshav Porwal is an industry veteran with an almost two decades of experience in the finance and real estate sector. He has successfully closed large, complex real estate transactions involving leading developers across the country as well as PE investments. He has worked across all aspects of real estate financing ranging from risk management to new product launches. Keshav has also been involved in the restructuring and re-engineering of medium-sized enterprises in the auto and hospitality sectors.	Dr. Bhanwala has served NABARD as the Executive Chairman. He has held leadership positions and steered the growth of various organizations, like Delhi State Cooperative Bank Ltd (DSCB) and India Infrastructure Finance Company Ltd (IIFCL). In addition, Dr. Bhanwala has held several honorary Board-level positions, including Deposit Insurance & Credit Guarantee Corporation (DICGC), Institute of Rural Management – Anand, National Institute of Bank Management (NIBM) – Pune, Indian Institute of Management – Rohtak and Financial Inclusion Fund (FIF)	Mrs. Rashmi Fauzdar brings along thirty-two years of experience in implementation /formulation of banking policy and regulation, foreign exchange/currency management in India. She has served at the Reserve Bank of India for more than 32 years in various capacities i.e. Regional Director for the state of Punjab, Haryana, & UT of Chandigarh, Banking Ombudsman for Delhi, Haryana, J&K & NCR and for Maharashtra & Goa, Chief General Manager, Foreign Exchange Department, Mumbai, General Manager, Currency Management Department, Mumbai & Delhi and Deputy General Manager, DBOD at Guwahati & New Delhi.
Date of first appointment on the Board	November 27, 2017	August 06, 2020	August 24, 2023
Qualification(s)	Chartered Accountant, B.Sc.	Post-Graduate in Management from IIM, Ahmedabad and a PhD holder	B.Sc., M.A., M.Phil., CAIIB, Diploma in Economic Development and Planning Techniques
Terms and conditions of appointment	As mentioned in the Resolution	As mentioned in the Resolution	As prescribed under the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and letter of appointment.
Experience, background and expertise in specific functional areas	Experience of more than two decades in real estate and financial service sector	As mentioned in Brief Resume	As mentioned in Brief Resume
Recognition or awards	Nil	Awarded honorary doctorate in Science by Tamil Nadu Agricultural University, Coimbatore.	Nil
Job Profile and suitability	Based on his experience, background and contribution towards the growth of the Company, he is suitable for the position of Managing Director.	Based on his experience, background and contribution towards the growth of the Company, he is suitable for the position of Executive Chairman.	Based on her experience and background, she is suitable for the position of Independent Woman Director.
Remuneration sought to be paid	INR 200 Lakhs	INR 140 Lakhs	She will be paid sitting fee for attending the Board/Committee meetings.
Remuneration last drawn by such person, if applicable	INR 200 Lakhs	INR 140 Lakhs	N.A.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Keshav Porwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Dr. Harsh Kumar Bhanwala, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.	N.A.

Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> • Capital India Home Loans Limited • Rapipay Fintech Private Limited • Capital India Corp Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • CIFL Holdings Private Limited • Kuants Wealth Private Limited • SBKP Consultancy Private Limited • Head Stone Advisors India Private Limited 	<ul style="list-style-type: none"> • Bayer CropScience Limited • Multi Commodity Exchange of India Limited • Arya Collateral Warehousing Services Private Limited 	<ul style="list-style-type: none"> • Capital India Home Loans Limited • APPNIT Technologies Private Limited • E-Meditek Global Private Limited • Rapipay Fintech Private Limited
Memberships/ Chairmanships of committees of other Listed/ Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Capital India Home Loans Limited – Member of Audit Committee	Bayer CropScience Limited – Member of Audit Committee	NIL
Shareholding in the Company	Nil	Nil	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Number of meetings of Board attended during the financial year 2022-23	5 (Five)	5 (Five)	N.A.
Justification for choosing the appointee for appointment as Independent Director and in case of re-appointment of Independent Director, performance evaluation report of such Director or summary	NA	NA	Refer Brief Resume above

General Information															
Nature of industry	Non-Banking Financial Company														
Date or expected date of commencement of commercial production	Date of Incorporation – 16/11/1994														
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable														
Financial Performance	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2022-23 (In INR Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>16,343.06</td> </tr> <tr> <td>Total Expenditure</td> <td>14,349.70</td> </tr> <tr> <td>Profit/(Loss) before tax</td> <td>1993.36</td> </tr> <tr> <td>Provision for tax (including De-ferred Tax)</td> <td>488.33</td> </tr> <tr> <td>Other comprehensive income</td> <td>13.82</td> </tr> <tr> <td>Profit/(Loss) after tax</td> <td>1518.85</td> </tr> </tbody> </table>	Particulars	FY 2022-23 (In INR Lakhs)	Total Income	16,343.06	Total Expenditure	14,349.70	Profit/(Loss) before tax	1993.36	Provision for tax (including De-ferred Tax)	488.33	Other comprehensive income	13.82	Profit/(Loss) after tax	1518.85
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Foreign investments or collaborations, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.														

Other information	
Reasons of loss or inadequate profits	The Company is in the growing stage of its operations, wherein the fixed costs is higher than the revenue.
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider and powerful brand is also expected to enable the Company to position itself during adversities. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.