

Saturday, June 02, 2018

Ref No.: CIFL/BSE/2018-19

To,
Head - Listing Operations,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref.:- Scrip Code -530879

Subject: Intimation in terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") with respect to proceedings of the 24th Annual General Meeting ("AGM") of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company").

Dear Sir/Ma'am,

With respect to the aforementioned subject, please note the brief details proceedings of the AGM of the Company:

1. Day, date, time and venue of the AGM

The 24th AGM of the Company was scheduled to be held on Saturday, June 02, 2018, at 9:00 A.M. at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003. Accordingly, the AGM commenced today at the above-mentioned time and place and concluded at 11:30 A.M.

2. Brief details of items deliberated and results

The directors of the Company ("**Directors**") who were present at the meeting elected Mr. Vinod Kumar Somani, Independent Director, as the Chairman of the AGM in accordance with the provisions of the Companies Act, 2013 ("**Act**"). Mr. Somani took the chair and welcomed all the shareholders of the Company ("**Shareholders**") and the Directors, who were present at the AGM. All the Directors were present at the AGM, except (i) Ms. Promila Bhardwaj, Independent Director, and (ii) Ms. Shraddha Suresh Kamat, woman Non-Executive Director, who were absent due to their pre-occupancy. After ascertaining the quorum for the AGM, the Chairman called the meeting to order. 30 Shareholders and 0 (One) proxies were present at the meeting. The Chairman then delivered his speech and addressed the Shareholders and other stakeholders present there. The Chairman further affirmed the status of dispatch and receipt of the Notice of the 24th AGM and 24th Annual Report of the Company to the Shareholders and other stakeholders. The relevant statutory

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registers and documents as required under provisions of the Act and other applicable laws, were produced at the commencement of the AGM and were kept open for inspection during the currency of the meeting so as to ensure such documents were accessible to the Shareholders and other stakeholders. The Chairman informed the persons present that the reports of the Statutory Auditor and the Secretarial Auditor of the Company did not contain any qualification, observations or comments on any financial transactions or matters which have any adverse effect on the functioning of the Company.

Thereafter, the following business items as set out in the Notice of the 24th AGM were recommended to the Shareholders for their consideration and voting:

2.1. Ordinary Business

- i) Consideration and adoption of the audited standalone Financial Statements of the Company, comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year, together with Notes forming part thereof and the reports of the board of Directors of the Company (“**Board**”) and the Statutory Auditors’ thereon.
- ii) Declaration of dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share, for the Financial Year ended March 31, 2018.
- iii) Noting of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who was liable to retire by rotation at the 24th AGM and being unwilling to be re-appointed, retired from his position as Director of the Company.

2.2. Special Business

- i) Appointment of M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as Statutory Auditors of the Company to fill casual vacancy till the conclusion of the 24th AGM and appointment of M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company from the conclusion of the 24th AGM till the conclusion of 29th AGM of the Company.
- ii) Appointment of Mr. Keshav Porwal as the Managing Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022.
- iii) Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and the Chief Executive Officer of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022.
- iv) Appointment of Mr. Vineet Kumar Saxena as a Non-Executive Director of the Company, with effect from November 27, 2017.

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- v) Appointment of Ms. Shraddha Kamat Suresh as a woman Non-Executive Director of the Company, with effect from November 27, 2017.
- vi) Appointment of Mr. Subodh Kumar as a Non-Executive Director of the Company, with effect from November 27, 2017.
- vii) Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company for a tenure of 5 (Five) consecutive years, with effect from December 20, 2017.
- viii) Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company for a tenure of 5 (Five) consecutive years, with effect from December 20, 2017.
- ix) Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company for a tenure of 5 (Five) consecutive years, effect from December 20, 2017.
- x) Issuance, offer and allotment of 3,96,83,000 (Three Crores Ninety Six Lakhs Eighty Three Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per equity share, aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only).
- xi) Issuance, offer and allotment of non-convertible debentures / debt securities on private placement basis, up to an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only), on such terms and conditions, at such times, at such price and to such investors, as may be decided by the Board during a period of 1 (One) year from the date of passing of this resolution.
- xii) Issue and allotment of securities, including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), etc., by way of Qualified Institutions Placement (QIP) or through any other method, in compliance with applicable laws, up to an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof, in one or more currencies, at such price or prices, as may be determined in accordance with applicable laws.

The Shareholders and other stakeholders present at the meeting were given the opportunity to ask and seek clarifications, if any, with respect to any of the agenda items. Further, the queries of the Shareholders and other stakeholders were addressed by the Chairman at the meeting.



CAPITAL INDIA FINANCE LIMITED
Company Secretary
Compliance Officer

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2.3. Results of the items deliberated

The Chairman informed the Shareholders that M/s Vinod Kothari and Company, Practicing Company Secretaries, was appointed as the scrutinizer (“**Scrutinizer**”) for the purpose of scrutinizing the voting process at the AGM and remote e-voting process.

The detailed result of the voting at the 24th AGM, including remote e-voting, along with the Scrutinizer’s report in terms of Regulation 44 of the LODR Regulations read with Rule 20 of the Companies (Management and Administration) Rules, 2014, shall be submitted with the stock exchange, i.e., BSE Limited and uploaded on the website of the Company once the same is obtained by the Company from the Scrutinizer.

3. Manner of approval proposed for the aforesaid items

In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of LODR Regulations, the Company had provided remote e-voting facility to all its Shareholders to cast their vote electronically. Further, the Shareholders who were present in the meeting, either in person or through proxy, and who did not cast their vote by remote e-voting were provided the facility to cast their vote at the meeting, physically through polling paper.

4. Conclusion of AGM

After the voting process was concluded, the Chairman announced the conclusion of the AGM and thereafter the Managing Director gave a vote of thanks to the Chair. The Shareholders and stakeholders were then requested to proceed for refreshments and the meeting was concluded at 11:30 A.M.

The above information will be made available on the Company’s website – www.capitalindia.com and the voting results shall be made available on the website of NSDL – <https://www.evoting.nsdl.com/> and stock exchange, i.e., BSE Limited.

We trust that the above information meets the requirements of the LODR Regulations and we would be grateful if you could take this information in your records.

Thanking you,

**For and on behalf of
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)**



**Rachit Malhotra
Company Secretary & Compliance Officer**



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