

Monday May 20, 2019

Ref. No.: CIFL/BSE-12/2019-20

To,
The Manager – Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref: Scrip Code – BSE -530879

Sub.: Outcome of the meeting of the Nomination & Remuneration Committee of the Board of Directors of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company")

Dear Sir/ Madam,

In compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we would like to inform that the Nomination & Remuneration Committee of the Board of Directors of the Company ("**NRC**"), in its meeting held on May 20, 2019, at 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110001, *inter alia* approved the grant of 3,05,000 (Three Lakhs Five Thousand) options to the eligible employees of the Company under the CIFL Employee Stock Option Plan 2018 ("**ESOP 2018**") at an exercise price of Rs. 72/- (Rupees Seventy Two only) per option.

The detailed disclosure in this regard is enclosed herewith as "**Annexure-A**".

The NRC meeting commenced at 11:30 A.M. and concluded at 12:35 P.M.

Kindly take the above information on your record and oblige.

Thanking you,
Yours sincerely,

For Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)



Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894



Encl: As above.

Corporate office :
A-1402, One Bk, 14th Floor,
G - Block, Bandra Kurla Complex,
Bandra (East) Mumbai,
Maharashtra- 400051

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

P : +91 22 4503 6000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd)

P : +91 11 4954 6000
W : www.capitalindia.com

Annexure - A

Sr. No.	Particulars	Details										
1.	Brief details of options granted	Grant of 3,05,000 (Three Lakhs Five Thousand) options on May 20, 2019										
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014	Yes										
3.	Total number of shares covered by these options	3,05,000 (Three Lakhs Five Thousand) equity shares (each stock option is convertible into 1 (one) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each)										
4.	Pricing formula/exercise price	Rs. 72/- (Rupees Seventy Two only)										
5.	Options vesting/vesting schedule	<table border="1"> <thead> <tr> <th>Year of vesting</th> <th>% of vesting</th> </tr> </thead> <tbody> <tr> <td>1st anniversary from the date of grant</td> <td>25% options</td> </tr> <tr> <td>2nd anniversary from the date of grant</td> <td>25% options</td> </tr> <tr> <td>3rd anniversary from the date of grant</td> <td>25% options</td> </tr> <tr> <td>4th anniversary from the date of grant</td> <td>25% options</td> </tr> </tbody> </table>	Year of vesting	% of vesting	1 st anniversary from the date of grant	25% options	2 nd anniversary from the date of grant	25% options	3 rd anniversary from the date of grant	25% options	4 th anniversary from the date of grant	25% options
Year of vesting	% of vesting											
1 st anniversary from the date of grant	25% options											
2 nd anniversary from the date of grant	25% options											
3 rd anniversary from the date of grant	25% options											
4 th anniversary from the date of grant	25% options											
6.	Time within which option may be exercised	5 (Five) years from the date of vesting of options										
7.	Money realized by exercise of options	N.A.										
8.	The total number of shares arising as a result of exercise of option	N.A.										
9.	Options lapsed	N.A.										
10.	Variation of terms of options	N.A.										
11.	Brief details of significant terms	<p>The ESOP 2018 contemplates the grant of options to the eligible employees of the Company. After vesting of options, the eligible employee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.</p> <p>Apart from grant of options as stated in Clause 1 above, no monetary benefits are contemplated under the ESOP 2018.</p>										
12.	Subsequent changes or cancellation or exercise of such options	N.A.										
13.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.										
14.	Lock-in provisions	The equity shares arising upon exercise of options shall not be subject to any lock-in period from the date of allotment.										


