

Ref. No.: CIFL/SE/2025-26/56

Thursday, September 25, 2025

To
The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E) Mumbai - 400 051

BSE Scrip Code: 530879, 976963

NSE Symbol: CIFL

Sub.: Proceedings & Outcome of the 31st Annual General Meeting of Capital India Finance Limited

Ref.: Regulation 30, 44, 51, 53 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We, Capital India Finance Limited ("Company"), wish to inform that in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), for conducting the general meetings of the companies through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), the 31st Annual General Meeting ("AGM or meeting") of the members of the Company was held on Thursday, September 25, 2025, at 11:00 A.M. (IST) and concluded at 11:30 A.M. (IST), including 15 (fifteen) minutes for e-voting at the AGM, through VC/OAVM. The deemed venue of the meeting was the Registered Office of the Company.

The members in the meeting have accorded their approval on the following matters:

S. No.	Particulars
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents and the reports of the Board of the Directors and the Auditors thereon.
2.	Declared a final dividend of INR 0.02 (Indian Rupee Two Paise only) per Equity Share of nominal value of INR 2 (Indian Rupees Two only) each for the financial year ended on March 31, 2025.
3.	Re-appointed Mr. Keshav Porwal (DIN: 06706341) as a Director of the Company, who retired by rotation, and being eligible, offered himself for re-appointment.
4.	Re-appointed Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a period of 3 (three) years, w.e.f. November 27, 2025.*
5.	Amendment in the object clause of the Memorandum of Association of the Company.
6.	Raising of funds by way of issuance of Debt Securities.
7.	Appointed M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a period of 5 (five) years, commencing from April 01, 2025, to March 31, 2030.*

Corporate office :
Level - 20, Birla Aurora,
Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

P : +91 22 45036000
E : cihl@capitalindia.com
CIN: U65990DL2017PLC322041
(Capital India Home Loans Limited)

Registered Office:
701, 7th Floor, Aggarwal Corporate Tower,
Plot No. 23, District Centre, Rajendra Place,
New Delhi - 110008

P : +91 11 6914 6000
W: www.capitalindiahomeloans.com





CAPITAL INDIA

Rediscover Business

*The details required in compliance with Listing Regulations and Master Circular no.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (as amended by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024) ("**Circulars**") issued by SEBI, w.r.t. the re-appointment of Managing Director and appointment of Secretarial Auditor have been disclosed by the Company vide its intimation dated August 13, 2025.

In regard to the aforesaid meeting, please find enclosed herewith:

- A summary of the proceedings of 31st AGM of the Company in compliance with the Listing Regulations read with the circulars issued by SEBI, as "**Annexure - A**";
- Voting Results of the remote e-voting and e-voting during the 31st AGM, in compliance with the Regulation 44 and other regulations of the Listing Regulations read with the circulars issued by SEBI, as "**Annexure - B**"; and
- Consolidated Scrutinizer's Report dated September 25, 2025, issued by Mr. Arun Kumar Gupta, Proprietor of Arun Gupta & Associates, Company Secretaries, on remote e-voting and e-voting during the 31st AGM, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provision of the Listing Regulations, as "**Annexure - C**".

The aforesaid information can also be accessed from the website of the Company at www.capitalindia.com.

Kindly take the above information on record and oblige.

Thanking you,
For Capital India Finance Limited



Sulabh Kaushal
Chief Compliance Officer & Company Secretary
Membership No.: A34674

Encl.: As above

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Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

P : +91 22 45036000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Limited)

Registered Office :
701, 7th Floor, Aggarwal Corporate Tower,
Plot No 23, District Centre,
Rajendra Place, New Delhi -110008.

P : +91 11 69146000
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Summary Proceedings of the 31st Annual General Meeting ("AGM or Meeting") of the Members of Capital India Finance Limited ("Company") pursuant to Regulation 30 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Day : Thursday
Date : September 25, 2025
Time : Commenced at 11:00 A.M. (IST) and Concluded at 11:30 A.M. (IST)
Deemed Venue : 701, 7th Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre, Rajendra Place, New Delhi - 110008
Mode : Video Conferencing/Other Audio-Visual Means ("VC/OAVM")

The following Directors, Officials and Invitees were present in the Meeting through VC/OAVM:

Directors

- | | | |
|----|------------------------------------|--------------------------------------|
| 1. | Mr. Vinod Somani | Non-Executive Chairman (Independent) |
| 2. | Mr. Yogendra Pal Singh | Independent Director |
| 3. | Ms. Rashmi Fauzdar | Independent Woman Director |
| 4. | General Dalbir Singh Suhag (Retd.) | Independent Director |
| 5. | Mr. Keshav Porwal | Managing Director |

Invitees

- | | | |
|----|------------------------|--|
| 1. | Mr. Pinank Jayant Shah | Chief Executive Officer |
| 2. | Mr. S. Nagabushanam | Partner, V. Sankar Aiyar & Co., Chartered Accountants, Statutory Auditors of the Company |
| 3. | Mr. Arun Kumar Gupta | Proprietor, Arun Gupta & Associates, Company Secretaries, Scrutinizer |

In Attendance

- | | | |
|----|--------------------|--|
| 1. | Mr. Sulabh Kaushal | Chief Compliance Officer & Company Secretary |
|----|--------------------|--|

Members

The number of members as on September 19, 2025 (cut-off date) were 6657 and the members present at the meeting were as follows:

Category	Promoter/Promoter Group	Public	Total
In Person or through Proxy	N.A.		
Through Video Conferencing	1	74	75

Mr. Vinod Somani, Non-Executive Chairman (Independent), and also the Chairman of Audit Committee and the Stakeholders Relationship Committee, chaired the meeting.

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Mr. Sulabh Kaushal, Chief Compliance Officer and Company Secretary of the Company, extended a warm welcome to the Directors, Officials, Members, and other Invitees participating in the meeting via Video Conferencing/Other Audio-Visual Means (VC/OAVM). He provided a brief overview of the procedural guidelines for the meeting highlighting the availability of statutory disclosures and registers for inspection in compliance with applicable laws. Mr. Sulabh further informed that the meeting was being convened in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Thereafter, Mr. Sulabh requested the Chairman to commence the proceedings of the meeting.

Upon confirmation by the Chief Compliance Officer & Company Secretary, Mr. Sulabh Kaushal, regarding the presence of requisite quorum, the Chairman called the meeting to order and commenced the proceedings. He warmly welcomed the Members, Directors, CEO and other officers present. The Chairman then invited the Directors and key officials to introduce themselves to the Members attending the meeting.

The Directors & the CEO introduced themselves to the Members. Mr. Yogendra Pal Singh, Chairman of the Nomination & Remuneration Committee was also in attendance at the AGM.

Additionally, the representative of the Statutory Auditors of the Company was present at the AGM.

The Chairman proceeded with his address, offering a summary of the Company's financial performance for 2024-25, key performance metrics, operational highlights, and an outlook on the future, shedding light on the Company's growth trajectory and approach of the Company to drive sustainable growth in the years to come.

With the Chairman's permission, the Chief Compliance Officer & Company Secretary continued the proceedings of the AGM.

It was announced that the Notice of 31st AGM and the Annual Report for the year ended March 31, 2025, which included the Audited Financial Statements (on both standalone and consolidated basis) along with the reports from the Board and Auditors, were made available on the Company's website. Additionally, these documents were sent electronically to the members whose e-mail addresses were registered and a letter providing the web-link and exact path to access the Notice & Annual Report was dispatched to the members whose e-mail addresses were not registered. Given this, the Notice and Annual Report were taken as read.

The Members were informed that the reports from both the Statutory Auditors and the Secretarial Auditors of the Company contained no qualifications, reservations, adverse remark or disclaimers that would adversely affect the Company's functioning and therefore, the reports were taken as read at the AGM.

In terms of the Notice of 31st AGM of the Company, the following items of business were transacted during the Meeting:

S. No.	Type of Resolution	Particulars
Ordinary Business		
1.	Ordinary	To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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

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		b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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.
2.	Ordinary	To consider and declare dividend on Equity Shares of the Company having nominal value of INR 2 (Indian Rupees Two only) for the financial year ended on March 31, 2025.
3.	Ordinary	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.
Special Business		
4.	Special	To consider and approve the re-appointment of Mr. Keshav Porwal (DIN: 06706341) as Managing Director of the Company for a period of 3 (three) years.
5.	Special	To consider and approve amendment in the object clause of the Memorandum of Association of the Company.
6.	Special	To consider and approve raising of funds by way of issuance of debt securities.
7.	Ordinary	To consider and approve the appointment of M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a period of 5 (five) years.

The Members were informed that Mr. Arun Kumar Gupta, Proprietor of Arun Gupta & Associates, Company Secretaries was appointed as scrutinizer for the purpose of scrutinizing the e-voting at the meeting and remote e-voting process and the results of e-voting and remote e-voting shall be declared & submitted to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") after the conclusion of the AGM alongwith the Scrutinizer's Report and shall also be hosted on the website of the Company and the website of stock exchanges viz. BSE and NSE.

On behalf of the Board of Directors and Management of the Company, the Chief Compliance Officer & Company Secretary thanked the members for their participation in the Meeting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote if not voted through remote e-voting earlier.

With the permission of the Chairman, the Chief Compliance Officer & Company Secretary announced formal closure of the AGM and extended a vote of thanks to the Chairman for presiding over the meeting.

The meeting concluded at 11:30 A.M. (IST), including the time for e-voting at the AGM.



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General information about company	
Scrip code	530879
NSE Symbol	CIFL
MSEI Symbol	NOTLISTED
ISIN	INE345H01024
Name of the company	CAPITAL INDIA FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM



Scrutinizer Details	
Name of the Scrutinizer	ARUN KUMAR GUPTA
Firms Name	ARUN GUPTA & ASSOCIATES, COMPANY SECRETARIES
Qualification	CS
Membership Number	A21227
Date of Board Meeting in which appointed	13-08-2025
Date of Issuance of Report to the company	25-09-2025

Voting results	
Record date	19-09-2025
Total number of shareholders on record date	6657
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	74
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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 Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Institutions	-
Public - Non Institutions	-

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and declare dividend on Equity Shares of the Company having nominal value of INR 2 (Indian Rupees Two only) for the financial year ended on March 31, 2025.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public- Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Institutions	-
Public - Non Institutions	-

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the re-appointment of Mr. Keshav Porwal (DIN: 06706341) as Managing Director of the Company for a period of 3 (three) years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public- Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve amendment in the object clause of the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public- Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve raising of funds by way of issuance of debt securities.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	283878600	283878600	100	283878600	0	100	0
Public- Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	361562	121	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	105468638	71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the appointment of M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a period of 5 (five) years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		283878600	100	283878600	0	100	0
Public- Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		361562	0.0335	121	0	100	0
Public- Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		71826339	68.1021	71823834	2505	99.9965	0.0035
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Institutions	-
Public - Non Institutions	-

Arun Gupta & Associates

Company Secretaries

Consolidated Scrutinizer's Report

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI")

To,
The Non-Executive Chairman
Capital India Finance Limited
(CIN: L74899DL1994PLC128577)
701, 7th Floor, Aggarwal Corporate Tower,
Plot No. 23, District Centre, Rajendra Place,
New Delhi- 110008

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted and e-voting during the 31st Annual General Meeting ("AGM") of Capital India Finance Limited held on Thursday, 25th September 2025 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

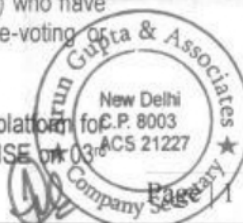
1. Appointment of Scrutinizer

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of "Capital India Finance Limited" (hereinafter referred to as the "Company") for the remote e-voting as well as the e-voting by Members during the 31st Annual General Meeting ("AGM") of the Company held on Thursday, 25th September 2025 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to the General Circulars No. 14/2020, dated 08th April, 2020; Circular No. 17/2020, dated 13th April, 2020; Circular No. 20/2020, dated 05th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020; and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), an advertisement was published in Jansatta (Hindi Newspaper) and Financial Express (English newspaper) on 04th September, 2025 *inter alia* specifying the date and time of the AGM, availability of the AGM notice on website of the Company, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, manner of registration of e-mail ids by the members (both physical and demat) who have not registered their e-mail IDs with the Company and manner of voting through remote e-voting during the AGM and declaration of results.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and has also submitted the same to BSE and NSE on 03rd September, 2025.



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Arun Gupta & Associates

Company Secretaries

2.3 In terms of the MCA Circulars and SEBI Circulars, the Company has dispatched the AGM Notice and Annual Report on 03rd September, 2025 by e-mail to the Members who had registered their email IDs with the Company / Depositories based on the Register of Members and list of Beneficial Owners furnished by the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and a letter providing the web-link and exact path to access the Notice & Annual Report has been dispatched to those members who have not registered their e-mail address with the Company/RTA/ Depositories.

3. Cut-off date

The Voting rights were reckoned as on Friday, 19th September, 2025, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1 Agency

The Company had appointed KFin Technologies Limited ("KFintech" or "RTA"), as the agency for providing the platform for remote e-voting and e-voting during the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 09:00 A.M. (IST) on 22nd September, 2025 till 05:00 P.M. (IST) on 24th September, 2025 and Members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by KFintech.

5. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the facility for voting through e-voting at the AGM was made available only to the members who have not cast their vote by Remote e-voting.

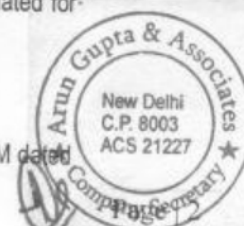
6. Counting Process

6.1 On completion of e-voting during the AGM, we have unblocked the results of the remote e-voting and e-voting by members during the AGM and downloaded the results for scrutiny.

6.2 On 25th September, 2025 after tabulating the votes cast electronically by the system provided by KFintech, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Harsh Khandelwal and Ms. Kashish Walecha who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means, the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 13th August, 2025 are enclosed herewith.



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Arun Gupta & Associates

Company Secretaries

7.2 Based on the aforesaid results, we report that **4 Ordinary Resolutions and 3 Special Resolutions** as set out in item Nos. 1 to 7 of the Notice of the 31st AGM dated 13th August, 2025 have been passed with the requisite majority.

ITEM NO. 1: ORDINARY RESOLUTION

TO CONSIDER AND ADOPT:

- A. THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, COMPRISING THEREIN THE BALANCE SHEET AS AT MARCH 31, 2025, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025 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.
- B. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, COMPRISING THEREIN THE BALANCE SHEET AS AT MARCH 31, 2025, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025 TOGETHER WITH EXPLANATORY NOTES ANNEXED THERETO, OR FORMING PART OF ANY OF THE AFORESAID DOCUMENTS ("FINANCIAL STATEMENTS") AND THE REPORT OF THE AUDITORS THEREON.

Resolution required:(Ordinary/ Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

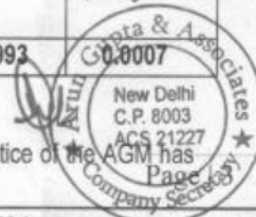
One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM has been passed with requisite majority.

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Arun Gupta & Associates

Company Secretaries

ITEM NO. 2: ORDINARY RESOLUTION

TO CONSIDER AND DECLARE DIVIDEND ON EQUITY SHARES OF THE COMPANY HAVING NOMINAL VALUE OF INR 2 (INDIAN RUPEES TWO ONLY) FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025.

Resolution required:(Ordinary/ Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 3: ORDINARY RESOLUTION

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.

Resolution required:(Ordinary/ Special)		ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution		No



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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 4: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. KESHAV PORWAL (DIN: 06706341) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS.

Resolution required: (Ordinary/ Special)				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0

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Company Secretaries

Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 4** of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 5: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE AMENDMENT IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Resolution required:(Ordinary/ Special)				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 5** of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 6: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF DEBT SECURITIES.

Resolution required:(Ordinary/ Special)		SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution		No



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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Non Institutions	E-Voting	105468638	71826319	68.1021	71823814	2505	99.9965	0.0035
	Poll		20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 6** of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 7: ORDINARY RESOLUTION

TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s ARUN GUPTA & ASSOCIATES, COMPANY SECRETARIES (FIRM REGISTRATION NO.: I2008DE626100) AS SECRETRIAL AUDITORS OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS.

Resolution required:(Ordinary/ Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	283878600	283878600	100	283878600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	361562	121	0.0335	121	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public-	E-Voting		71826319	68.1021	71823814	2505	99.9965	0.0035

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Arun Gupta & Associates

Company Secretaries

Non Institutions	Poll	105468638	20	0	20	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	389708800	355705060	91.2746	355702555	2505	99.9993	0.0007

One shareholder from the public- Non Institution category, holding 1 share, chose to abstain from voting.

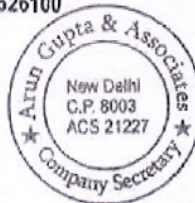
Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 7** of the Notice of the AGM has been passed with requisite majority.

8. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Non-Executive Chairman consider, approve and sign the minutes and thereafter the same would be handed over to the Chief Compliance Officer & Company Secretary of the Company for the safe keeping.
9. The results of the Voting shall be declared by the Non-Executive Chairman or any other person authorized by him.

Thanking you
Yours faithfully

For Arun Gupta & Associates
Company Secretaries
Firm Regn No.: I2008DE626100

Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
PR 7185/2025



Counter signed by

Sulabh Kaushal
Chief Compliance Officer and Company Secretary
Membership No.: A34674
Capital India Finance Limited



UDIN: A021227G001341361

Place: New Delhi
Date: 25/09/2025

Witnesses:

1)
Name: Kashish Walecha
Address: 15/7, Geeta Colony, Delhi- 110031

2)
Name: Harsh Khandelwal
Address: Madanpur Khadar, Sarita Vihar,
New Delhi - 110076