

CAPITAL INDIA FINANCE LIMITED

(formerly known as Bhilwara Tex-Fin Limited)

NOTICE

Notice is hereby given that the **25th (Twenty Fifth) Annual General Meeting** of the members of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) (“**the Company**”) for the financial year ended on March 31, 2019, will be held on **Friday, September 27, 2019 at 09:00 A.M.** at the “Magnolia” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of the Directors and the Auditors thereon and in this regard, may 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, 2019, and the reports of the Board of Directors and Auditors’ thereon laid before this meeting, be and is hereby considered and adopted.”
 - b) the audited consolidated financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon and in this regard, may 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, 2019, and the report of the Auditors thereon laid before this meeting, be and is hereby considered and adopted.”
2. To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019 and in this regard, may pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a dividend of Rs. 0.40 (Forty Paise) per equity share of Rs. 10 (Rupees Ten only) each fully paid-up, of the Company be and is hereby declared for the financial year ended on March 31, 2019 and the same be paid as recommended by the Board of Directors, out of the accumulated profits of the Company.”
3. To re-appoint Mr. Amit Sahai Kulshreshtha (DIN:07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, Mr. Amit Sahai Kulshreshtha (DIN:07869849), 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 appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the rules, directives, circulars and guidelines issued by the Reserve Bank of India, 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, Mr. Yogendra Pal Singh (DIN: 08347484) who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years, with effect from February 13, 2019, not liable to retire by rotation.”
5. To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing Director of the Company and in this regard pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable rules, directives,

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regulations or circulars issued by the Securities and Exchange Board of India and /or the Reserve Bank of India, from time to time and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to make revision, with effect from April 1, 2019, in the remuneration of Mr. Keshav Porwal, Managing Director of the Company, as per below:

No.	Particulars	Revised Remuneration per annum (Rs.)
A	Remuneration	
	Basic Salary	80,00,000
	Special Allowance	1,00,33,333
	Other allowances (fixed)	5,00,000
	Sub-Total	1,85,33,333
B	Perquisites	
	Free use of Company's cars with Driver for official and private purposes	Actuals
	Leave Travel Allowance	6,66,667
	Car Running Expenses Reimbursement	8,00,000
	Gratuity	As per Company's Policy
	Other benefits, if any	
	Medical	Actuals
	Medical Insurance	As per Company's Policy
	Life Insurance/Personal Accident Insurance	As per Company's Policy
	Club Membership	2 Clubs (social/business)
C	Leave	
	Casual Leave	24 Days

RESOLVED FURTHER THAT the Board (which term shall include the Nomination & Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Mr. Keshav Porwal, Managing Director of the Company, by way of an annual increment of up to 25% (Twenty Five percent) over the remuneration of the preceding year during the currency of his term.

RESOLVED FURTHER THAT Mr. Keshav Porwal, Managing Director of the Company, shall also be entitled to an annual performance bonus as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment of Mr. Keshav Porwal, Managing Director of the Company (including authority, from time to time, the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be agreed to between him and the Company), within the limits and to the extent, the Board may consider appropriate, from time to time.

RESOLVED FURTHER THAT in the event of inadequacy of profits/loss, the above referred remuneration will be the minimum remuneration in accordance with the provisions of Section 197 and/or any other applicable provisions of the Companies Act, 2013 and rules made thereunder and that the Board be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.

RESOLVED FURTHER THAT the other terms and conditions of the appointment of Mr. Keshav Porwal, Managing Director of the Company shall remain unchanged.

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.”

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6. To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company and in this regard pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, from time to time and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to make revision, in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company with effect from April 1, 2019, as per below:

No.	Particulars	Revised Remuneration per annum (Rs.)
A	Remuneration	
	Basic Salary	80,00,000
	Special Allowance	90,73,333
	Other allowances (fixed)	5,00,000
	Sub-Total	1,75,73,333
B	Perquisites	
	Free use of Company's cars with Driver for official and private purposes	Actuals
	Leave Travel Allowance	6,66,667
	Provident Fund	9,60,000
	Car Running Expenses Reimbursement	8,00,000
	Gratuity	As per Company's Policy
	Other benefits, if any	
	Medical	Actuals
	Medical Insurance	As per Company's Policy
	Life Insurance/ Personal Accident Insurance	As per Company's Policy
	Club Membership	2 Clubs (social/business)
C	Leave	
	Casual Leave	24 Days

RESOLVED FURTHER THAT the Board (which term shall include the Nomination & Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company, by way of an annual increment of up to 25% (Twenty Five percent) over the remuneration of preceding year during the currency of his term.

RESOLVED FURTHER THAT Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company, shall also be entitled to an annual performance bonus as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company (including authority, from time to time, the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be agreed to between him and the Company), within the limits and to the extent, the Board may consider appropriate, from time to time.

RESOLVED FURTHER THAT in the event of inadequacy of profits/loss, the above referred remuneration will be the minimum remuneration in accordance with the provisions of Section 197 and/or any other applicable provisions of the Companies Act, 2013 and rules made thereunder and that the Board be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.

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RESOLVED FURTHER THAT the other terms and conditions of the appointment of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company shall remain unchanged.

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.”

7. To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) and in this regard pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association of the Company, any other applicable rules / regulations/ guidelines, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and any other regulatory and/or statutory authorities, institutions or bodies (hereinafter collectively referred to as the “**Competent Authorities**”) and subject to the required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board), consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures / bonds, medium term notes and other debt securities (hereinafter collectively referred to as the “**Debt Securities**”), denominated in Indian Rupees and/ or foreign currency, in domestic and /or overseas market, on private placement basis or otherwise, in one or more tranches, up to an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only), (“**the Issue**”) on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to the eligible investors, including body corporates, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider beneficial in the interest of Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers and registrars, trustees, underwriters, guarantors, brokers, legal advisors, depositories, depository participants, stabilizing agents, custodians, bankers, printers, advertising agencies and such other persons / agencies / intermediaries and service providers to the Issue, and to remunerate all such persons / agencies, with commission, brokerage, fees, etc., as may be deemed fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create and perfect the security on the assets and properties (both present and future), including immovable, movable, tangible and / or intangible, of the Company, including mortgage, hypothecation, pledge or any other charge over such identified assets and/or properties of the Company, and such receivables and accounts of the Company (including all amounts deposited therein and / or investments made therefrom) as may be determined by the Company for securing the obligations of the Company in respect of the Debt Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, modify and finalise the terms and conditions of the Debt Securities and sign the relevant documents/agreements in connection with the Debt Securities, including without limitation, the offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other document(s) as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) of Debt Securities by the Company and to further delegate the above powers to any Committee of the Board or any Official of the Company to act on its behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

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8. To consider and approve issuance of securities for an aggregate amount not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) or its equivalent thereof and in this regard may pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment/modifications thereto or re-enactment thereof, for the time being in force) (“**the Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other applicable laws, rules or regulations, in India or outside India, including but not limited to, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**SEBI ICDR Regulations**”) (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, as amended or restated from time to time, the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority, whether in India or abroad, from time to time (“**Government Authorities**”), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Government Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten only) each (“**Equity Shares**”) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares, including but not limited to, Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), convertible preference shares, convertible debentures (compulsorily and/or optionally, fully and/ or partly), commercial papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds (“**FCCBs**”), Foreign Currency Exchangeable Bonds (“**FCEBs**”) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognised stock exchange in India or abroad whether denominated in rupee or any other foreign currency (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutional Placement (“**QIP**”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/ requisite offer document to any eligible person, including qualified institutional buyers (“**QIBs**”) in accordance with Chapter VI of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/ or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all the applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the “**Investors**”) as may be decided by the Board in its absolute discretion and permitted under the applicable laws and regulations, in consultation with the merchant bankers (including but not limited to book running lead managers and/or stabilizing agent), underwriters,

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advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VI of SEBI ICDR Regulations) or premium to market price or prices permitted under the applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the merchant bankers, underwriters, advisors or other intermediaries appointed and / or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT in case of any offering of Securities, including but not limited to any GDRs / ADRs/ FCCBs / FCEBs / other securities convertible into Equity Shares, the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of the issue/ offering in respect of such Securities and such Equity Shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 365 (Three Sixty Five) days from the date of passing of this resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of SEBI ICDR Regulations. The Board may, in accordance with the applicable laws, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under the applicable laws on price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event, where the Equity Shares are issued through QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the SEBI ICDR Regulations) are issued through QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs/ADRs/ FCCBs/FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares or the date as specified under the applicable laws or regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank *pari-passu inter-se* and with the then existing equity shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of the stock exchange(s) where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage and/or appoint lead manager(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professional(s) or intermediary(ies) or agency(ies) as may be involved or concerned in such offerings of Securities and to remunerate them with commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), placement agreement(s), underwriting agreement(s), deposit agreement(s), trust deed(s), subscription agreement(s), payment and conversion agency agreement(s), and any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the stock exchange(s)/international stock exchange(s) and the Equity Shares to be issued on conversion of the Securities as aforesaid, if any, on the stock exchange(s), authorising any director(s) or officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

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RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant banker(s)/ lead manager(s) and/or other advisor(s) as mentioned above, do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalising, negotiating, approving, issuing and ratifying any document(s), including finalisation and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issue of the Securities), the execution of various transaction documents, creation of mortgage/charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion may deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the aforesaid resolution.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee of Board or Officials of the Company to give effect to the above resolution.”

By order and on behalf of the Board
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)

Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: August 14, 2019

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

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the items of Special Businesses as set out in Item No. 4-8 is annexed hereto. The relevant details as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act 2013 and Secretarial Standard-2, of persons seeking appointment / re-appointment as Directors under Item No. 3 to 4 of the Notice are also annexed herewith.
2. Deloitte Haskins & Sells LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 24th (Twenty Fourth) Annual General Meeting held on June 02, 2018 to hold office for a period of 5 (five) years from the conclusion of the 24th (Twenty Fourth) Annual General Meeting until the conclusion of the 29th (Twenty Ninth) Annual General Meeting of the Company, subject to ratification of their appointment by the members at the 25th (Twenty Fifth) Annual General Meeting, as may be applicable.

Subsequent to the Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Companies Act, 2013 and rules made thereunder, the mandatory requirement to place the matter relating to appointment of Auditors for ratification by members at every annual general meeting has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of the Statutory Auditors at the 25th (Twenty Fifth) Annual General Meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than 48 hours before the meeting.
5. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the Company. Provided that a member holding more than 10% (Ten Percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other member.
6. If a person is appointed as a proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
7. The proxy holder shall prove his / her identity at the time of attending the meeting. A proxy form which does not state the name of the proxy shall be considered invalid.
8. When a member appoints a proxy and both the member and the proxy attend the meeting, the proxy automatically stands revoked.
9. Requisition for inspection of proxies shall be received by the Company in writing from a member entitled to vote on any resolution at least three days before the commencement of the meeting.
10. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
11. Corporate member(s) intending to attend the meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the meeting.
12. A person authorised by Board Resolution under point 11 above, shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the corporate member(s).
13. Members/ proxies should bring the attendance slip sent herewith, duly filled in, for attending the Annual General Meeting.
14. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
15. The Register of Contracts maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, read with rules made thereunder are open for inspection by the members at the Registered Office of the Company on all days, except Saturdays and Sundays, between 11:00 A.M. and 1:00 P.M. and also at the Annual General

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- Meeting. Further, the Notice for this 25th (Twenty Fifth) Annual General Meeting along with the requisite documents and the Annual Report for the Financial Year ended 2018- 19 shall also be available on the Company's website, www.capitalindia.com under the "Investor" tab.
16. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all days, except Saturdays and Sundays between 11:00 A.M. and 1:00 P.M. up to the date of the 25th (Twenty Fifth) Annual General Meeting.
 17. The Register of Members and Share Transfer Book of the Company will be closed from **September 21, 2019, to September 27, 2019 (both days inclusive)** for the purpose of holding the 25th (Twenty Fifth) Annual General Meeting.
 18. The dividend on equity shares, as recommended by the Board, if approved at the Annual General Meeting, will be payable within 30 days, not being later than Saturday, October 26, 2019, to those members: (a) whose names appear as members in the Register of Members of the Company, as on **September 20, 2019, (Record Date)**, after giving effect to the valid share transfers lodged with the Company / the Company's Registrar and Share Transfer Agent; and (b) whose names appear as Beneficial Owners in the list of Beneficial Owners as on September 20, 2019, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
 19. 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 Registrar and Share Transfer Agent – Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited) having their office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 ("Karvy"), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
 20. The Securities and Exchange Board of India ("SEBI") had vide Notification Nos. SEBI/ LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LADNRO/GN/2018/49 dated 30th November, 2018 read with the Circular No. LIST/COMP/15/2018- 19 dated 5th July, 2018 issue by the Bombay Stock Exchange, directed that the transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of physical shares. However, the transfer deed(s) lodged prior to the 1st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April, 2019 with Karvy or the Company.
 21. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Karvy for assistance in this regard.
 22. SEBI and the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail IDs with Karvy and the members holding shares in dematerialised form are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, the members are requested to immediately notify such change to Karvy in respect of shares held in physical form and to the DPs in respect of shares held in electronic form.
 23. In terms of Sections 101 and 136 of the Companies Act, 2013, read together with the rules made thereunder, the copy of the Annual Report including *inter alia* the Financial Statements, Board's Report, and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with Karvy, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to secretarial@capitalindia.com mentioning your Folio/DP ID & Client ID.
 24. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
 25. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

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26. 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 will be entitled to vote.
27. The SEBI has mandated the 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 Karvy.
28. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members of the Company with the facility to cast their vote electronically, through the e-voting services provided by Karvy, on all resolutions set forth in this Notice.
29. In terms of requirements of Secretarial Standard – 2 on “General Meetings” issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.
30. The instructions for e-voting are as under:
 - A. **In case a member receives an e-mail from Karvy (for members whose e-mail addresses are registered with the Company / Depositories):**
 - i. Open the internet browser and type the following URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., User ID and password as mentioned in email). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on “LOGIN”
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you 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 “EVENT” i.e., Capital India Finance Limited-AGM
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date i.e., Friday, September 20, 2019 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at Email

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Id:aruncs.gupta@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Capital India Finance Limited, 25th Annual General Meeting. The documents should reach the scrutinizer and such other person on or before Thursday, September 26, 2019 at 5.00 p.m.

B. In case of Members receiving physical copy of the Notice of AGM by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i. User ID and initial Password as provided along with Notice of AGM.
- ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. Other Instructions:

- i. The e-voting period commences on **September 24, 2019 (9.00 A.M.) and ends on September 26, 2019, (5.00 P.M.)**. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2019, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote at the AGM.
- ii. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on September 20, 2019.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 20, 2019, may obtain the login ID and password by writing to Karvy on the email Id: evoting@karvy.com or to Mrs. C Shobha Anand, Contact No. 040-67162222 at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial district, Nanakramguda, Hyderabad - 500 032 requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through polling paper. A person may participate in the Annual General Meeting even after exercising his/her vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- v. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy website) or contact Mrs. C Shobha Anand, Contact No. 040-67162222, at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial district, Nanakramguda, Hyderabad - 500 032.
- vi. Mr. Arun Kumar Gupta (COP: 8003) of M/s Arun Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the polling paper received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- vii. The Facility for voting through polling paper will also be made available at the Annual General Meeting, and members attending the Annual General Meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the Annual General Meeting. Members who have not cast their vote electronically, by remote e-voting may only cast their vote at the Annual General Meeting through polling paper. Any member, who has already exercised his votes through Remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.
- viii. The Chairman shall, at the Annual General Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- ix. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer's

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Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the Annual General Meeting shall be submitted to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.

- x. A member can opt for only one mode of voting i.e. either through e-voting or by polling paper. If a member casts votes by both modes, then voting done through e-voting shall prevail and Polling shall be treated as invalid.
- xi. The Notice of the Annual General Meeting shall be placed on the website of the Company and can be access through <https://www.capitalindia.com/investor-corporate-announcement> and on the website of Karvy till the date of Annual General Meeting.
- xii. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website <https://www.capitalindia.com> and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed. Further, the results shall be displayed on the notice board of the Company at its Registered Office as well as its Corporate Office.
- xiii. Members may send their concerns / queries to the Company Secretary & Compliance Officer of the Company at secretarial@capitalindia.com. Telephone: +91-11-49546000. Website: www.capitalindia.com and/or at the Registered Office of the Company.

By order and on behalf of the Board
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)

Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: August 14, 2019

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

Mr. Yogendra Pal Singh (DIN: 08347484), who was appointed as an Additional Director (Independent) of the Company w.e.f. February 13, 2019 pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the "Act"), holds office up to the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

He has submitted the declaration of Independence, as required under Section 149 (7) of the Act, stating that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Yogendra Pal Singh, joined IPS in 1981. He has served various positions as stated below:

- the International Cricket Council, Dubai in the capacity of General Manager and Head of Anti-Corruption from June 2011 to March 2017;
- the Central Bureau of Investigation in the fields of Special Crime and Anti-Corruption, for nine years, as DIG (Special Crime) and Joint Director (Mumbai and Delhi Anti-Corruption zone) respectively; and
- several positions in the police in the State of Uttar Pradesh in executive policing, vigilance, police trainings and armed police."

The Nomination & Remuneration Committee of the Board had assessed the profile of Mr. Singh and found him to be 'Fit and Proper' in terms of the Reserve Bank of India's applicable directions on 'Fit and Proper' criteria for directors and also recommended his appointment to the Board. In terms of Sections 149, 152 and 160 read with Schedule IV of the Act, the Board, basis the recommendation of the Nomination & Remuneration Committee of the Board, have reviewed the profile of Mr. Singh and the declarations stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Listing Regulations and the Board is of the opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Singh meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Administration, it would be in the interest of the Company that Mr. Yogendra Pal Singh is appointed as an Independent Director on the Board of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and Listing Regulations form part of this Notice.

None of the Directors of the Company and/or their relatives, except Mr. Yogendra Pal Singh and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors, therefore, recommend the appointment of Mr. Yogendra Pal Singh (DIN: 08347484) as an Independent Director of the Company, for a period of 5 (Five) years, not liable to retire by rotation, as set forth in Item No. 4 of this Notice.

Item No. 5 & 6

The Board has, based on the performance evaluation and upon recommendation of the Nomination & Remuneration Committee of the Board, approved revision in the remuneration of Mr. Keshav Porwal, Managing Director and Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer, subject to the approval of the members of the Company.

In terms of Section 196 and 197 read with Schedule V to the Companies Act, 2013, approval of the members by way of Special resolution is required for revision in remuneration of Managing Director and Whole-time Director of the Company.

Other details as required under Schedule V to the Companies Act, 2013 is appended herewith.

None of the Directors of the Company and/or their relatives, except Mr. Keshav Porwal, Mr. Amit Sahai Kulshreshtha and their relatives, are deemed to be concerned or interested, financially or otherwise in the resolutions proposed to be passed in item No. 5 and Item No. 6, respectively, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or members or otherwise mentioned herein above, in the Company.

Your Board recommend passing of the above Resolution at Item no. 5 & 6 as Special Resolutions.

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Details in pursuance of regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of Companies Act 2013 and Secretarial Standard-2)

Brief Profile of Director being appointed / re-appointed:

I.	
Name	Mr. Amit Sahai Kulshreshtha
DIN	07869849
Age	44 years
Brief Resume	He holds a Bachelors of Technology degree in Metallurgical Engineering from Banaras Hindu University, a post-graduate diploma in Management from IIM Kozhikode and bachelor's degree in Law from University of Mumbai. Having been previously associated with Reliance Energy Management Services Private Limited, YES Securities (India) Limited, CRISIL Limited, Tata Infotech and the International Bank for Reconstruction and Development in the past, he has past experience in business development, investment banking and power/ energy sectors.
Date of first appointment on the Board	November 27, 2017
Qualification(s)	B. Tech from IIT (BHU) Varanasi, PGDM from IIM Kozhikode and LLB from Mumbai University.
Terms and conditions of appointment	As may be approved by the Board subject to the maximum ceiling limits of remuneration prescribed under the Companies Act, 2013.
Experience, background and expertise in specific functional areas	Mergers & acquisitions, structured finance, equity fund raising, financial structuring, project finance, project development and management consulting.
Recognition or awards	Nil
Job Profile and suitability	Based on his experience and background he is suitable for the position of Executive Director & Chief Executive Officer.
Remuneration sought to be paid	Rs. 2,00,00,000/- P. A.
Remuneration last drawn by such person, if applicable	Rs. 1,09,99,400/- P.A.
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	Capital India Home Loans Limited; CIFL Holdings Private Limited; CIFL Investment Manager Private Limited; Capital India Asset Management Private Limited; and Capital India Wealth Management Private Limited.
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Shareholding in the Company	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the year	7

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II.	
Name	Mr. Yogendra Pal Singh
DIN	08347484
Age	64 years
Brief resume	He is a former IPS Officer, and has more than 36 years of experience working at various administrative positions. He joined IPS in 1981 and has served various positions including but not limited to as the General Manager and Head of Anti-Corruption from June, 2011 to March, 2017 at the International Cricket Council, Dubai, as the DIG (Special Crime) and Joint Director (Mumbai and Delhi Anti-Corruption zone) respectively for Central Bureau of Investigation in the fields of Special Crime and Anti-Corruption, for nine years and several positions in the police in the State of Uttar Pradesh in executive policing, vigilance, police trainings and arm police.
Date of first appointment on the Board	February 13, 2019
Qualification	B.A. (Hons.) English Literature, LLB
Terms and Conditions of Appointment	As per the Appointment Letter.
Experience, background and expertise in specific functional areas	Former IPS Officer, and more than 36 years of experience working at various administrative positions.
Remuneration sought to be paid	Nil (except sitting fee)
Remuneration last drawn by such person, if applicable	Nil (except sitting fee)
Directorships held in other companies (excluding foreign companies and section 8 companies)	Nil
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Shareholding in the Company	Nil
Relationship with any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the year	Nil
Justification for choosing the appointee for appointment as Independent Director	<p>Mr. Singh joined IPS in 1981. He has served at various positions as stated below:</p> <p>International Cricket Council, Dubai in the capacity of General Manager and Head of Anti-Corruption from June, 2011 to March, 2017;</p> <p>Central Bureau of Investigation in the fields of Special Crime and Anti-Corruption, for nine years, as DIG (Special Crime) and Joint Director (Mumbai and Delhi Anti-Corruption zone) respectively; and</p> <p>several positions in the police in the State of Uttar Pradesh in executive policing, vigilance, police trainings and arm police.</p>

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III.	
Name	Mr. Keshav Porwal
DIN	06706341
Age	43 years
Brief Resume	He holds a Bachelor's degree in Science from Kanpur University and is a qualified Chartered Accountant registered with the ICAI. He has more than 19 years of experience in real estate and financial services sectors. He was, in the past, also associated with India Infoline Limited, Societe Generale, ABN AMRO and ICICI Bank.
Date of first appointment on the Board	November 27, 2017
Qualification(s)	Bachelor's degree in Science from Kanpur University and a qualified Chartered Accountant registered with the ICAI.
Terms and conditions of appointment	As may be approved by the Board subject to the maximum ceiling limits of remuneration prescribed under the Companies Act, 2013.
Experience, background and expertise in specific functional areas	He has more than 19 years of experience in real estate and financial services sectors. He was, in the past, also associated with India Infoline Limited, Societe Generale, ABN AMRO and ICICI Bank.
Recognition or awards	Nil
Job Profile and suitability	Based on his experience and background he is suitable for the position of Managing Director.
Remuneration sought to be paid	Rs. 2,00,00,000/- P. A.
Remuneration last drawn by such person, if applicable	Rs. 1,10,00,000 /- P.A.
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	Capital India Home Loans Limited; CIFL Holdings Private Limited; CIFL Investment Manager Private Limited; Capital India Asset Management Private Limited; Capital India Wealth Management Private Limited; Citimake Builders Private Limited; Sahyog Ozone Venture Private Limited; and SBKP Consultancy Private Limited.
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Shareholding in the Company	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the year	7

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Information pursuant to Schedule V to the Companies Act, 2013

I	General Information
Nature of industry	The Company is a Non-Banking Financial Company engaged in the business of loans and investments. The industry is largely affected by the various macro and micro economic factors which are beyond the control of the Company. The current trend of the industry shows an upward trajectory in the financial markets backed by the government's move of infusing more funds in the economy to resolve the major issue of distressed assets in the economy. The Company is also prone to financial risks as the core nature of the industry, as stated above, depends on various uncontrollable aspects.
Date of commencement of commercial production	The Company was incorporated in the year 1994 and is actively doing business since then.
Financial performance	The Audited Financial Statements of the Company show the financial position of the Company
Foreign investments or collaborations	No foreign investments were made by the Company during the period under review.
II.	Other Information
Reasons for loss or inadequacy of profits	The Company is operating in a risk prone environment and is liable to be affected by the macro and micro factors. Therefore, the performance of the Company is subject to the external factors and management anticipates that inadequacy or loss might trigger at the year end.
Steps taken or proposed to be taken for improvement	The Company is currently in profits and will ensure deploying all possible efforts for keeping the Company on a healthy and profitable track.
Expected increase in productivity and profits in measurable terms	NA

Item No. 7

Pursuant to the provisions of Section 42 of the Act read with Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the "**Debt Securities**") on private placement basis, is required to obtain the prior approval of the members of the Company by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations proposed to be made for such Debt Securities during the year. The Company may borrow up to Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of the proposed resolution. The proceeds from the issue of the Debt Securities are proposed to be utilised *inter alia* for business and operation requirements of the Company. Further, in order to maintain its regulatory capital adequacy requirements, the Company may issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Debt Securities, as stipulated above.

None of the Directors of the Company and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors recommend passing of the above Resolution at Item no. 7 as Special Resolution.

Item No. 8

The Special Resolution proposed is an enabling resolution to facilitate and meet the Business expenditure requirements and to utilise the issue proceeds for general corporate purposes including but not limited to pursuing new business opportunities, meeting the issue expenses etc. The resolution contained in the attached Notice pertains to a proposal by

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the Company to offer, issue and allot equity shares, american depository receipts and other securities, as stated therein, in one or more tranches (referred to as “**Securities**”). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice.

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with merchant bankers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of the prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of Securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalise the terms of the offer.

As per Section 62 of the Companies Act, 2013 and rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the approval of members is being sought to empower the Board to issue, offer and allot Equity Shares at such price (at a discount of not more than 5% on the price calculated for the qualified institutions placement or at such other discount as may be permitted under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018) or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions incorporated.

The members’ approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing members in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board, in its absolute discretion, deems fit. The Special Resolution also seeks to empower the Board (which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a qualified institutional placement as defined by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**SEBI ICDR Regulations**”).

The Board may in its discretion adopt this mechanism, as prescribed under Chapter VI of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to qualified institutional buyers pursuant to Chapter VI of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

None of the Directors of the Company and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

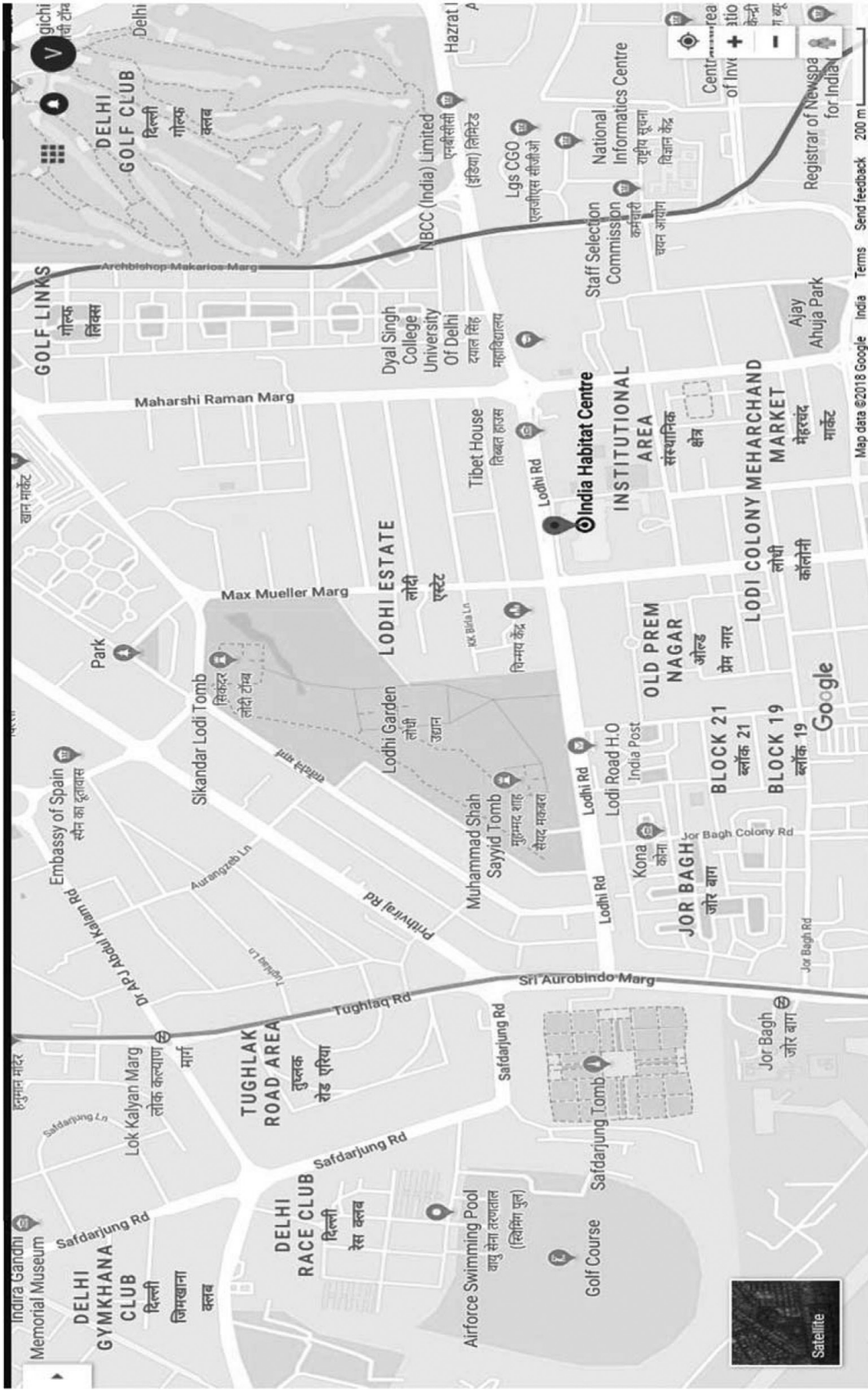
Your Directors recommend passing of the above Resolution at Item no. 8 as Special Resolution.

By order and on behalf of the Board
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)

Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: August 14, 2019

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

ROUTE MAP OF THE VENUE OF AGM



CAPITAL INDIA FINANCE LIMITED

(formerly known as Bhilwara Tex-Fin Limited)

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

CIN: L74899DL1994PLC128577

PROXY FORM

Form No.MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L74899DL1994PLC128577
Name of the Company	Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited)
Registered Office	2 nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of shares of the above-named company, hereby appoint

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th (Twenty Fifth) Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 9.00 A.M. at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon.
2.	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019.
3.	To re-appoint Mr. Amit Sahai Kulshreshtha (DIN:07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director.
Special Business	
4.	To consider and approve the appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company.
5.	To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing Director of the Company.
6.	To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company.
7.	To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs.10,00,00,00,000/- (Rupees One Thousand Crores only).
8.	To consider and approve issuance of securities for an aggregate amount not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) or its equivalent thereof.

Signed this.....day of.....2018

Affix Revenue Stamp

.....
Signature of Shareholder(s)

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company at 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001, not less than 48 hours before the commencement of the Annual General Meeting.

CAPITAL INDIA FINANCE LIMITED

(formerly known as Bhilwara Tex-Fin Limited)

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

CIN: L74899DL1994PLC128577

FORM NO. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited)
Registered Office	2 nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / Client ID No.	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon.			
2.	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019.			
3.	To re-appoint Mr. Amit Sahai Kulshreshtha (DIN:07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director.			
4.	To consider and approve the appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company.			
5.	To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing Director of the Company.			
6.	To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company.			
7.	To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs.10,00,00,00,000/- (Rupees One Thousand Crores only).			
8.	To consider and approve issuance of securities for an aggregate amount not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) or its equivalent thereof.			

Place:

Date:

(Signature of the shareholder)

CAPITAL INDIA FINANCE LIMITED

(formerly known as Bhilwara Tex-Fin Limited)

CIN: L74899DL1994PLC128577

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

ATTENDANCE SLIP

(25th (Twenty Fifth) Annual General Meeting on Friday, September 27, 2019 at 9.00 A.M.)

1. Name(s) of Member(s) : Including joint holders, if any
2. Registered address of the Sole/ : First named Member
3. DP ID & Client ID/ Folio No. :
4. No. of Shares held :
5. Name of Proxy : (in case of Proxy only)

I hereby record my presence at the **25th Annual General Meeting** of the Company being held at:

“Magnolia” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003,
on Friday, the September 27, 2019 at 9 AM

.....
Signature of the Shareholder/Proxy/Authorized Representative present

Notes:

1. Shareholder/Proxy/ Authorized representative wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.
2. **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

