

Thursday January 2, 2020

Ref. No. CIFL/BSE-50/2019-20

To,
The Manager – Listing,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Ref: - Scrip Code - BSE-530879

Sub: Intimation of voting results of Postal Ballot (including voting through electronic means) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Consolidated Scrutinizer's Report

Dear Sir / Madam,

This is to inform you that pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the Company had sought the approval of the shareholders by way of postal ballot for the following resolutions/matters:

- i. To consider and approve material related party transactions with Rapipay Fintech Private Limited; and
- ii. To consider and approve material related party transactions with Rapipay Fintech Holding Private Limited

The Board of Directors ("Board") in its meeting held on November 12, 2019 had appointed Mr. Arun Kumar Gupta of M/s Arun Gupta & Associates, Company Secretaries as Scrutinizer for conducting the postal ballot (including voting through electronic means) process in a fair and transparent manner.

The last date for casting votes electronically through e-voting and for receipt of physical ballot form(s) from the Members was Wednesday January 1, 2020.

In terms of Regulation 44 of the Listing Regulations, a summary of the results of postal ballot (including voting through electronic means) for the resolutions as set out in the Postal Ballot Notice dated November 12, 2019 and the consolidated Scrutinizer's Report submitted to the Chairman of the Board are enclosed herewith.

Pursuant to aforesaid results, all the resolutions/ matters set out in Postal Ballot Notice dated November 12, 2019 were passed with requisite majority.

The results and consolidated Scrutinizer's Report will also be made available on the Company's website at www.capitalindia.com.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 and all other applicable provisions of the Listing Regulations.

For Capital India Finance Limited


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



Encl.: As above

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

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

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

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

Summary of Voting Results
(Combined results of votes cast through e-Voting and Physical Ballot)

Date of EGM/AGM	Last date of receipt of postal ballot – Wednesday January 1, 2020
Total no. of shareholders on Record Date: (being the cut-off date of determining shareholders entitled to cast vote by voting through electronic means/postal ballot)	As on Friday, November 15, 2019, the total number of shareholders were 689
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not applicable
No. of shareholders attended through video conferencing Promoter and Promoter Group Public	Not applicable

Resolution no. 1	To consider and approve material related party transactions with Rapipay Fintech Private Limited
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

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	56775720	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00


 Kaohar
 Company Secretary
 Compliance Officer


	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	20515605	97.89	20515605	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		2906	0.01	2406	500	82.79	17.21
	Total	20958540	20518511	97.90	20518011	500	100.00	0.00
	Total	77734260	20518511	26.40	20518011	500	100.00	0.00

Resolution no. 2	To consider and approve material related party transactions with Rapipay Fintech Holding Private Limited
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

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	56775720	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00



	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	20515605	97.89	20515605	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		2906	0.01	2406	500	82.79	17.21
	Total	20958540	20518511	97.90	20518011	500	100.00	0.00
	Total	77734260	20518511	26.40	20518011	500	100.00	0.00

Kachib
 Company Secretary
 Compliance Officer
 (Circular Stamp: KACHIB FINANCE LIMITED)

Arun Gupta & Associates

Company Secretaries

Scrutinizer's Report

[Pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Board,
Capital India Finance Limited
(CIN: L74899DL1994PLC128577)
2nd Floor, DLF Center, Sansad Marg,
New Delhi-110001

Subject: Consolidated Scrutinizer's Report on Postal Ballot and E-Voting

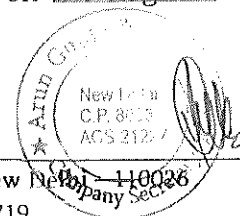
Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **CAPITAL INDIA FINANCE LIMITED** for scrutinizing the e-voting process and physical Postal Ballot process in fair and transparent manner pursuant to Section 110 and 108 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated November 12, 2019.

The Company, pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 required to provide e-voting facility to the Shareholders for passing of Resolutions through Postal Ballot.

As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, an advertisements were published by the Company in "**Financial Express**" in all editions in English and in "**Jansatta**" In all Editions in Hindi ("the vernacular Language") on November 28, 2019 confirming completion of dispatch of Notice of Postal Ballot by Registered Post and E-mail, wherever applicable, to the members.

The Company has completed the dispatch of Postal Ballot and e-voting Notice, Postal Ballot forms along with postage prepaid business reply envelop on November 27, 2019 to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on November 15, 2019.



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The Company has appointed KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from Monday, 02nd December, 2019 at 9:00 A.M. and ended on Wednesday, 01st January, 2020 at 5:00 P.M. on the designated website of KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) i.e. <https://evoting.karvy.com>.

The Members of the Company had an option to cast their vote on the Resolutions either through the Postal Ballot or e-voting facility.

I have downloaded the data of e-voting after the e-voting module was disabled by **KFin Technologies Private Limited** (formerly Karvy Fintech Private Limited) on 01st January, 2020 in the presence of two witnesses who are not in the employment of the Company. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

All Postal Ballot forms received till 01st January, 2020 upto 5:00 P.M., the last date and time fixed by the Company for receipt of the Postal Ballot were considered for my scrutiny and the envelopes containing Postal Ballot forms received after 5:00 P.M. on 01st January, 2020 were not considered for my scrutiny.

The Physical Postal Ballot forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further the votes casted through E-voting have also been recorded in register maintained separately.

On proper scrutiny and summary of all the Postal Ballots and e-voting cast by the members, the consolidated voting results for the items placed for consideration of the members are as under:

ITEM NO. 1: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH RAPIPAY FINTECH PRIVATE LIMITED

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members be and is hereby accorded for the contracts, agreements, arrangements and transactions hitherto entered/to be entered with Rapipay Fintech Private Limited, a related party of the Company with the

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meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, having its Corporate Identity Number: U72200DL2009PTC189149 and registered office at Flat No. 912-A, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110001("RFPL"), on such terms and conditions as the Board of Directors may deem fit, upto an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any of the Committee of the Board, settle any question, difficulty or doubt that may arise, do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	14	20,515,605	100%
Postal Ballot	27	2,406	82.79%
Total	41	20,518,011	100%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Postal Ballot	1	500	17.21%
Total	1	500	0.00%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	0	0
Postal Ballot	3	1085
Total	3	1085

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Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated November 12, 2019 has been **passed with requisite majority**, accordingly we request to the Chairman of the Board or in his absence to the Company Secretary & Compliance Officer of the Company, to announce the result of Postal Ballot (Including e-voting).

ITEM NO. 2: SPECIAL RESOLUTION

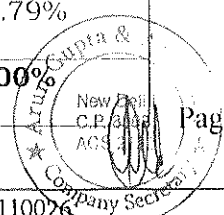
TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH RAPIPAY FINTECH HOLDING PRIVATE LIMITED

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members be and is hereby accorded for the contracts, agreements, arrangements and transactions hitherto entered/to be entered with Rapipay Fintech Holding Private Limited, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, having its Corporate Identity Number: U65990DL2019PTC345495 and registered office at Flat No. 912-A, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi – 110001 (“RFHPL”), on such terms and conditions as the Board of Directors may deem fit, upto an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any of the Committee of the Board, settle any question, difficulty or doubt that may arise, do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	14	20,515,605	100%
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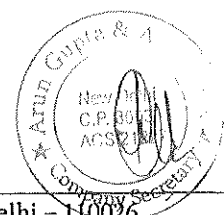
Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice dated November 12, 2019 has been **passed with requisite majority**, accordingly we request to the Chairman of the Board or in his absence to the Company Secretary & Compliance Officer of the Company, to announce the result of Postal Ballot (Including e-voting).

Note:

1. One Shareholder who holds 575 shares has opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting has been considered invalid.
2. 140 Postal Ballots Forms along with original business reply Envelop were returned undelivered to the Company.
3. One Shareholder who holds 1000 shares has voted for only 500 shares in both the resolutions.

I shall hand over the Postal Ballot forms and other related papers / Registers and records for safe custody to the Company Secretary of the Company, who have been authorized by the Board to supervise the entire Postal Ballot and E-voting process.

Thanking you
Yours faithfully



Arun Gupta & Associates

Company Secretaries

For Arun Gupta & Associates

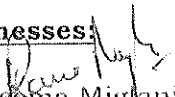


CS Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003

Place: New Delhi
Date: 02/01/2020

Witnesses:

1) Reema Miglani
Address: 380, Dr. Mukherjee Nagar,
New Delhi-110009



Counter signed by


(Authorised Signatory)

2) Surbhi Rathore
Address: 40/222, Chittranjan
Park, New Delhi-110019

