



CIN: L74899DL1994PLC128577

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

**Tel.:** 011-69146000, **Website:** [www.capitalindia.com](http://www.capitalindia.com), **E-mail:** [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com)

## NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting (“**AGM**”) of the members of Capital India Finance Limited (“**Company**”) for the financial year ended on March 31, 2024, will be held on **Thursday, September 26, 2024, at 11:00 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means (“**VC / OAVM**”) facility 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, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“**Financial Statements**”) and the reports of the Board of the Directors and the Auditors thereon and in this regard, if thought fit, to 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, 2024, together with the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the 30<sup>th</sup> Annual General Meeting of the Company, be and are hereby considered and adopted.”

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“**Financial Statements**”) and the report of the Auditors thereon and in this regard, if thought fit, to 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, 2024, together with the report of the Auditors thereon as circulated to the members with the notice of the 30<sup>th</sup> Annual General Meeting of the Company, be and are hereby considered and adopted.”

2. To consider and declare dividend on Equity Shares of the Company having nominal value of INR 10 (Indian Rupees Ten only) for the financial year ended on March 31, 2024, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend of INR 0.10 (Indian Rupees Ten Paise only) per Equity Share of nominal value of INR 10 (Indian Rupees Ten only) each, fully paid-up of the Company as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended on March 31, 2024, and the same be paid out of the profits of the Company.”

3. To consider and re-appoint Mr. Keshav Porwal (DIN: 06706341) as a Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Mr. Keshav Porwal (DIN: 06706341), 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.”

4. To consider and appoint Statutory Auditors of the Company and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 (“**RBI Guidelines**”) issued by Reserve Bank of India and pursuant to the recommendation made by the Board of Directors (“**Board**”) and the Audit Committee of the Board, the consent of the members of the Company be and is hereby accorded to appoint V. Sankar Aiyer & Co., Chartered Accountants (Firm Registration No. 109208W), who have confirmed their eligibility to be appointed in terms of Section 141 of the Act and said RBI Guidelines, as Statutory Auditors of the Company, for a period of 3 (Three) consecutive years and they shall hold the office of the Statutory Auditors from the conclusion of 30<sup>th</sup> Annual General Meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company and that they shall conduct the Statutory Audit of the Company on a fees as stated in the statement annexed herewith and on such terms and conditions as may be decided by the Board in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include its committees thereof) or any officer(s) so authorised by the Board, be and are hereby authorised to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto including revision of fees in accordance with the extant guidelines, rules and regulations.”

### **SPECIAL BUSINESS:**

5. To consider and appoint General Dalbir Singh Suhag (Retd.) (DIN: 10742056) as a Non-Executive Independent Director on the Board of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, and subject to provisions of the Articles of Association of the Company and basis the

recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of General Dalbir Singh Suhag (Retd.) (DIN: 10742056), who was appointed as an additional director on the Board of the Company with effect from August 13, 2024 and who holds office up to the date of ensuing General Meeting or three months from the date of such appointment and in respect of whom a notice under Section 160 of the Act, proposing his candidature for the office of Independent Director has been received in writing, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 13, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of General Dalbir Singh Suhag (Retd.) as may be recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors (“**Board**”) (which term shall include the Nomination & Remuneration Committee of the Board or such other Committee of the Board as authorised by 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.”

By order of the Board  
For **Capital India Finance Limited**

**Sulabh Kaushal**

Chief Compliance Officer & Company Secretary

Membership No.: A34674

Date: August 13, 2024

**Registered Office:**

701, 7<sup>th</sup> Floor, Aggarwal Corporate Tower,  
Plot No. 23, District Centre, Rajendra Place,  
New Delhi – 110008

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), with respect to the items of Special Business as set out in Notice is annexed hereto.
2. The relevant details of Director seeking appointment/re-appointment as required under the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
3. General instructions for accessing and participating in the AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:
  - a) In accordance with the Ministry of Corporate Affairs (“**MCA**”) General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“**MCA Circulars**”), and Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“**SEBI Circulars**”), the Company will be conducting its 30<sup>th</sup> Annual General Meeting through VC/OAVM and the deemed venue for the AGM shall be the Registered Office of the Company.
  - b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
  - c) Company has appointed KFin Technologies Limited (“**KFintech**” or “**RTA**”) to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for remote e-voting and participation in the meeting through VC/OAVM is explained at Note No. 21 below.
  - d) The attendance of the Members (through members’ login) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - e) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM will be available on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of the RTA at [www.kfintech.com](http://www.kfintech.com).
  - f) Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting during AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above documents should be in the naming format “Capital India Finance Limited EVEN 8316.”
5. A person authorised by Board Resolution/Authority letter under point 4 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2024 in the ‘Investors’ section on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com) and at the Registered Office of the Company on all days (except Saturdays and Sundays), between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com).
7. 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 RTA, to provide efficient and better

services. Members holding shares in physical form are requested to intimate such changes to RTA at KFin Technologies Limited, KFin Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

8. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.
9. Pursuant to Section 72 of the Act, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
10. The SEBI has mandated 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 RTA.
11. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2023-24 including therein the Audited Annual Financial Statements for Financial Year 2023-24, Auditor's Report and Board's Report, along with all the annexures in Electronic Mode to those Members who have registered their e-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.
12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, the Company has availed e-voting services from KFinTech for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFinTech.
13. The dividend on equity shares, as recommended by the Board, if approved at the AGM, will be payable within 30 days, not being later than **October 26, 2024**, to those members whose names appear as members in the Register of Members/ Beneficial Owners of the Company, as on **September 20, 2024** (Record Date).
14. The cut-off date for eligibility for remote e-voting is **September 20, 2024**. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
15. 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 as on the cut-off date will be entitled to vote.
16. The Register of Members and Share Transfer Book of the Company will be closed from **September 21, 2024**, to **September 26, 2024 (both days inclusive)** for the purpose of holding the 30<sup>th</sup> (Thirtieth) Annual General Meeting and declaration of dividend.
17. Recorded transcript of the AGM will be made available on the website of the Company [www.capitalindia.com](http://www.capitalindia.com).
18. Payment of Dividend through electronic mode only for Physical Folios:  
  
SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024, read with Master Circular dated May 07, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with any of the KYC (viz., PAN; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024**.  
  
For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, KFin Technologies Limited (Unit: Capital India Finance Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana:
  - a. Through hard copies which should be self-attested and dated. **OR**
  - b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by the first joint holder. **OR**
  - c. Through web-portal of our RTA, KFin Technologies Limited - <https://ris.kfintech.com>
 Investors can download the following forms & SEBI Circulars, which are uploaded on the website of the Company and on the website of Kfin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
  - a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details

- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio or ISR-3 for "Opt-out of the Nomination"

19. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted only through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

20. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios:

In compliance with the aforementioned MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2023-24 and Notice of the 30<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company / KFinTech or the Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and the Members holding shares in physical mode are hereby notified that pursuant to applicable circulars of SEBI, all the holders of physical shares can update their Bank Account details and register their contact details including the details of e-mail IDs by submitting the form ISR-1 along-with the supporting documents with KFinTech:

Form ISR-1 can be downloaded from the following link: [https://ris.kfintech.com/clientservices/isc/#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/#isc_download_hrd)

Members are also requested to visit the website of the Company, [www.capitalindia.com](http://www.capitalindia.com) or the website of the RTA, [www.kfintech.com](http://www.kfintech.com) or the website of BSE Limited, [www.bseindia.com](http://www.bseindia.com) for downloading the Annual Report and Notice of the AGM.

21. The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services

provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by listed entities", e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from **September 23, 2024 (09:00 AM IST)** and will end at **September 25, 2024 (05:00 PM IST)**.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **September 20, 2024**.
- vi. Any person holding shares in physical form and non-individual person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFinTech system to participate in e-AGM and vote at the AGM.

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**Type of shareholders Login Method**

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Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)

**A. User already registered for IDeAS facility:**

1. Open <https://eservices.nsdl.com>
2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.

**B. User not registered for IDeAS e-Services**

1. To register, open <https://eservices.nsdl.com> either on a Personal Computer or on a mobile.
2. Select “Register Online for IDeAS” Portal or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Proceed with completing the required fields

**C. Alternatively, by directly accessing the e-Voting website of NSDL**

1. Open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
5. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)

**A. Existing user who have opted for Easi / Easiest**

1. Click at <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
2. Click on New System Myeasi.
3. Login with user ID and Password
4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
5. Click on e-voting service provider name to cast your vote

**B. User not registered for Easi/Easiest**

1. Option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>
2. Proceed with completing the required fields.

**C. Alternatively, by directly accessing the e-Voting website of CDSL**

1. Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
  2. Provide your demat Account Number and PAN No.
  3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
  4. After successful authentication, user will be provided links for the respective e-voting service provider, i.e **KFintech** where the e- Voting is in progress.
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Type of shareholders	Login Method
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p><b>A.</b> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p><b>B.</b> Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p><b>C.</b> Click on options available against company name or e-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

#### Details on Step 2 are mentioned below:

#### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - ii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - iii. Click on LOGIN.
  - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and 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 EVEN i.e. 8316.
  - vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - ix. Cast your votes by selecting an appropriate option and click on '**SUBMIT**'. A confirmation box will be displayed. Click '**OK**' to confirm, else '**CANCEL**' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to

[evoting@kfintech.com](https://evoting.kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Capital India Finance Limited\_EVEN No. 8316'.

- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome for seamless experience.
- iv. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' on **September 23, 2024 (09:00 A.M. to 05:00 P.M.)**. Only those members who have registered themselves as a speaker will be allowed to express their views/

ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.
- ix. The Members who have not cast their votes through remote e-voting and are present at the AGM through electronic mode, shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes. The Members who have voted through remote e-voting will still be eligible to attend the AGM but shall not be allowed to cast their vote at the AGM.
- x. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- xi. Voting at the AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' sign placed on the screen.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened on **September 23, 2024 (09:00 A.M. to 05:00 P.M.)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KfinTech. On successful login, select 'Post Your Question' option which will be opened on **September 23, 2024 (09:00 A.M. to 05:00 P.M.)**.



- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. N Shiva Kumar, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **September 20, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. Any person, who acquires shares and become Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- VI. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

### **Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, all holders of physical securities of the Company shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details/Bank Account details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared to the **RTA KFIN Technologies Limited**; or
- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

## **Explanatory Statement in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

### **Item No. 4**

The Members of the Company in 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on September 23, 2022, had basis the recommendation of the Audit Committee and Board of Directors of the Company, approved the re-appointment of Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as Statutory Auditors of the Company for a further period of 2 (Two) consecutive years, to hold office of Statutory Auditors of the Company until the conclusion of 30<sup>th</sup> AGM and to conduct the Statutory Audit of the Company for the financial year ended March 31, 2023 and March 31, 2024. The current Statutory Auditors will be completing their tenure of 3 (Three) consecutive years with the Company and as per the RBI Guidelines, the said audit firm would not be eligible for re-appointment in the Company for six years (i.e. two tenures) after completion of full or part of one term of the audit tenure. Hence, it is necessary to rotate the Statutory Auditors.

In compliance of the RBI Guidelines, and after screening profiles of several Auditors, the Board of Directors of the Company in their meeting held on August 13, 2024, basis the recommendation of the Audit Committee, recommended the profile of V. Sankar Aiyer & Co., Chartered Accountants (Firm Registration No. 109208W) as the Statutory Auditors of the Company, for a term of 3 (Three) consecutive years from the conclusion of 30<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup>

AGM of the Company, to conduct audit of the financial statements of the Company for the financial years ending March 31, 2025, March 31, 2026 and March 31, 2027.

The fee proposed to be paid to V. Sankar Aiyer & Co., Chartered Accountants for conducting statutory audit and tax audit shall be INR 22,50,000 (Indian Rupees Twenty Two Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses at actuals for the financial year 2024-25. It is confirmed that there has been no material change in the fees of the outgoing and proposed auditors for the financial year 2024-25.

V. Sankar Aiyer & Co., Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item No. 4 of the Notice.

## **Explanatory Statement under Section 102 of the Companies Act, 2013, setting out all material facts relating to the special business(es) mentioned in the notice**

### **Item No. 5**

The Board of Directors (“Board”) of the Company based on the recommendation of the Nomination & Remuneration Committee (“NRC”) of the Board, appointed General Dalbir Singh Suhag (Retd.) (DIN: 10742056) as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a term of 5 (Five) consecutive years with effect from August 13, 2024, subject to the approval of the members of the Company, who shall hold office up to the date of the ensuing General Meeting of the Company or three months from the date of such appointment, in terms of Section 161 of the Companies Act, 2013, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable provisions.

General Dalbir Singh Suhag (Retd.) is the former Indian High Commissioner to Seychelles and former Chief of the Army Staff of the Indian Army. He was the 25<sup>th</sup> Chief of the Army Staff (COAS) of the Indian Army, serving from July 31, 2014 to December 31, 2016 and Vice Chief of the Army Staff prior to that.

He was an instructor at the Indian Military Academy, Dehradun after which he served as a company commander during Operation Pawan in Sri Lanka. He commanded 33 Rashtriya Rifles in Nagaland in Counter Insurgency operations and then commanded 53 Infantry Brigade which was involved in Counter Terrorist operations in the Kashmir Valley from July 2003 to March 2005. He then commanded 8 Mountain Division in Kargil from October 2007 to December 2008 which was deployed along the Line of Control (LoC) with Pakistan in High Altitude area.

He was also appointed as the Inspector General of the Special Frontier Force (SFF) from March 2009 to March 2011. He commanded 3 Corps and Eastern Army from April 2011 to December 2013 combating insurgency in North Eastern states and managing Line of Control on Indo-Sino border as also Myanmar and Bangladesh border.

He has also completed various Indian and foreign courses including Long Defence Management Course (LDMC) at College of Defence Management in 1997, Executive Course in USA in 2005, National Defence College (NDC) in 2006, and Senior UN Mission Leaders Course in Kenya in 2007.

Acknowledging his exemplary military leadership, dedication and meritorious service, the Nation has honoured General Suhag (Retd.) with the following:

- Param Vishisht Seva Medal for services of exceptionally high order to the Nation.
- Uttam Yudh Seva Medal for counter-insurgency operations in the North-Eastern states.
- Ati Vishisht Seva Medal for effectively commanding Mountain Division in the Kargil-Dras sector at high altitude on the Line of Control with Pakistan.
- Vishisht Seva Medal for intense counter-insurgency operations in the Kashmir valley.
- Legion of Merit (Degree of Commander) by President of America in 2017 for exceptional meritorious service as COAS of the Indian Army.

A Notice in writing under the provisions of Section 160 of the Act, proposing the candidature of General Suhag (Retd.) for his appointment to the office of Non-Executive Independent Director as per the provisions of the Section 149 of the Act and Regulation 17 Listing Regulations has been received.

General Suhag (Retd.) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from General Suhag (Retd.) that he is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority and he meets the criteria of independence as prescribed under Section 149(6) of the Act and applicable provisions of the Listing Regulations.

General Suhag (Retd.) meets the fit and proper criteria for appointment as director as prescribed under the Master Direction – Reserve Bank of India (Non-Banking Financial

Company - Scale Based Regulation) Directions, 2023 and as per the Fit and Proper Criteria Policy of the Company.

A copy of the draft letter of appointment setting out the terms and conditions of Independent Director is available for inspection at the Company's registered office during official hours on all working days till the date of the meeting and will also be available for inspection to the Members through electronic mode. Members may write to the Company at [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com) in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than General Suhag (Retd.) and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 5.

The Board is of the opinion that General Dalbir Singh Suhag (Retd.) (DIN: 10742056) fulfils the conditions specified in the Act and the Listing Regulations and that he is independent to the management of the Company and therefore his appointment is recommended as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for approval of the Members by way of Special Resolution as set out in Item No. 5 of the Notice.

By order of the Board  
For **Capital India Finance Limited**

**Sulabh Kaushal**

Chief Compliance Officer & Company Secretary  
Membership No.: A34674  
Date: August 13, 2024

**Registered Office:**

701, 7<sup>th</sup> Floor, Aggarwal Corporate Tower,  
Plot No. 23, District Centre, Rajendra Place,  
New Delhi – 110008

**Details in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.**

**Brief Profile of Director being appointed/re-appointed:**

<b>Particulars / Name</b>	<b>Mr. Keshav Porwal</b>	<b>General Dalbir Singh Suhag (Retd.)</b>
<b>DIN</b>	06706341	10742056
<b>Age</b>	47 years	69 years
<b>Brief Resume</b>	Mr. Keshav Porwal is an industry veteran with an almost two decades of experience in the finance and real estate sector. He has successfully closed large, complex real estate transactions involving leading developers across the country as well as PE investments. He has worked across all aspects of real estate financing ranging from risk management to new product launches. Keshav has also been involved in the restructuring and re-engineering of medium-sized enterprises in the auto and hospitality sectors.	As outlined in explanatory statement
<b>Date of first appointment on the Board</b>	November 27, 2017	August 13, 2024
<b>Qualification(s)</b>	Chartered Accountant, B.Sc.	M Phil, Masters, Doctorate (Hon')
<b>Terms and conditions of appointment</b>	Re-appointment due to retirement by rotation.	As prescribed under the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and letter of appointment.
<b>Skill, experience, background and expertise in specific functional areas</b>	Experience of more than two decades in real estate and financial service sector	As outlined in explanatory statement
<b>Recognition or awards</b>	-	As outlined in explanatory statement
<b>Remuneration last drawn by such person, if applicable</b>	Details of remuneration drawn are set out in the Corporate Governance Report forming part of Annual Report for the financial year ended on March 31, 2024.	N.A.
<b>Remuneration sought to be paid</b>	The re-appointment of Mr. Keshav Porwal was approved by the Company's shareholders on September 23, 2022.	He will be paid sitting fee for attending the Board/Committee meetings.
<b>Job Profile and suitability</b>	Relevant details were included in the Notice convening the 28 <sup>th</sup> Annual General Meeting of the Company.	Based on his vast experience and background, he is suitable for the position of Non-Executive Independent Director.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>		N.A.

<b>Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)</b>	<ul style="list-style-type: none"> <li>• Capital India Home Loans Limited</li> <li>• RapiPAY Fintech Private Limited</li> <li>• Capital India Corp Private Limited</li> <li>• Capital India Asset Management Private Limited</li> <li>• Capital India Wealth Management Private Limited</li> <li>• CIFL Holdings Private Limited</li> <li>• NYE Investech Private Limited</li> <li>• Yellow Whale Technologies Private Limited</li> <li>• SBKP Consultancy Private Limited</li> </ul>	-
<b>Listed entities from which the person has resigned from directorship in the past 3 years</b>	-	-
<b>Memberships/ Chairmanships of committees of other Listed/Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Capital India Home Loans Limited: Member of Audit Committee	-
<b>Shareholding in the Company</b>	-	-
<b>Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company</b>	-	-
<b>Number of meetings of Board attended during the financial year 2023-24</b>	6 (Six)	Not Applicable
<b>Skills and capabilities required/ Justification for choosing the appointee for appointment as Independent Director and in case of re-appointment of Independent Director, performance evaluation report of such Director or summary</b>	NA	The Board of Directors is of the opinion that General Suhag (Retd.) is a person of integrity and considering his qualifications, skills, capabilities, extensive knowledge and rich experience, his appointment on the Board of the Company would be beneficial to the Company, therefore, the Board recommends his appointment as a Non-Executive Independent Director to the Members.