



CAPITAL INDIA

Rediscover Business

January 29, 2018

REF. NO. CIFL/BSE/2018-19

The Manager (Listing)
BSE Limited
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400001

Ref.:- Scrip Code - BSE-530879

Sub: Submission of outcome of voting results of Postal Ballot pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Consolidated Scrutinizer's Report (Remote E-voting results and Ballot Forms)

Dear Sir / Madam,

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith results and voting pattern for the resolutions passed by way of Postal Ballot, as set out in the Postal Ballot Notice dated December 22, 2017, and Consolidated Scrutinizer's Report (Remote E-voting Results and Ballot Form). All the resolutions/matters mentioned in Postal Ballot Notice were passed with requisite majority.

Further, we have already submitted the voting results in the XBRL mode on Listing Centre portal under the head XBRL on January 29, 2018.

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

We request you to take the aforesaid information in your record.

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


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



Enclosed: As above

One BKC, 14th floor,
Plot C 66, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai 400051

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



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(Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd)

Result of Postal Ballot (including e-voting) under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of EGM/AGM/Date of declaration of results of Postal Ballot	January 29, 2018
Total No. of shareholders on Record Date: (being the cut-off date of determining shareholders entitled to cast vote by e-voting/postal ballot – Friday, December 22, 2017)	480
No. of Shareholders voted (including remote e-voting)	15
Promoter and Promoter Group	1
Public (including others)	14
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 WISE RESULTS

Resolution no. 1	Increase in the authorized share capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) divided into 20,40,00,000 (Twenty Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) preference shares of Rs. 10/-(Rupees Ten only) each
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2232300	2232300	100	2232300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	651141	651141	100	651141	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	651141	651141	100	651141	0	100	0
Total		2883441	2883441	100	2883441	0	100	0
Whether resolution is Pass or Not.						Yes		

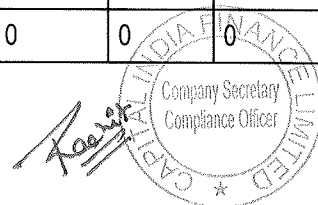
Resolution no. 2	Increase in borrowing powers of the Board of Directors from existing borrowing limit of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores)
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2232300	2232300	100	2232300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	651141	651141	100	651141	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	651141	651141	100	651141	0	100	0
Total		2883441	2883441	100	2883441	0	100	0
Whether resolution is Pass or Not.						Yes		

Resolution no. 3	Increase in the powers of the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company/ creation of charge or mortgage on the Company's properties both present and future, in respect of borrowings existing borrowing limit of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores).
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



	Total	2232300	2232300	100	2232300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	651141	651141	100	651141	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	651141	651141	100	651141	0	100	0
Total		2883441	2883441	100	2883441	0	100	0
Whether resolution is Pass or Not.						Yes		




SCRUTINIZERS' REPORT

**The Chairman,
Capital India Finance Limited,
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001**

Sub: Scrutinizers' Report on postal ballot (including e-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)

Dear Sir,

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, the Board of Directors of the Company vide a resolution dated December 20, 2017 have appointed us as the scrutinizer for conducting the postal ballot (including e-voting) process in a fair and transparent manner, in respect of resolutions set out in the Postal Ballot Notice dated December 22, 2017, as sent to the members of Capital India Finance Limited (Formerly known as Bhilwara Tex-Fin Limited) ("the Company"). We hereby submit our report as under:

1. The Company completed the dispatch (including electronic mode) of Postal Ballot Notice along with Postal Ballot Form to its Members on December 28, 2017 through Post and e-mail, to those members whose e-mail addresses are registered in the records of depository participant.
2. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in Top Story (English) and Awam E Hind (Hindi) on December 29, 2017.
3. Particulars of all the Postal Ballot forms and e-voting received from the members have been entered in the Register maintained separately for the purpose. (No Physical Postal Ballot Received)
4. No Postal Ballot Form was received till 5 PM on January 27, 2018.
5. Members holding shares of the Company as on December 22, 2017, "cut off date", were entitled to vote on the resolutions as mentioned in the Postal Ballot Notice dated December 22, 2017.
6. The voting commenced on 9:00 a.m. (IST) on December 29, 2017 and ended at 5.00 p.m. (IST) on January 27, 2018 (both days inclusive) for physical postal ballots as well as for e-voting.



7. As no Postal Ballot Form received till 5.00 p.m. on January 27, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot forms, only e-votes were considered by us for scrutiny.
8. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, as the Authorized Agency. The members have exercised their voting either by electronic or physical mode. Members opting for e-voting facility have cast their e-votes, on URL: <https://www.evoting.nsdl.com>, provided by NSDL.
9. Envelopes containing Postal Ballot forms received after 5.00 p.m. on January 27, 2018, if any, were not considered by us for scrutiny.
10. The result of Postal Ballot voting (including e-voting) is as under:

Item No. 1: Increase In the Authorised Share Capital of the Company;

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted **in favour** of the Resolution:

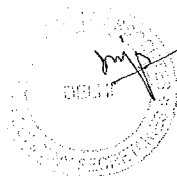
Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by Physical Ballot	Nil	0	0
b) Voted by Electronic mode	15	2883441	100
Total	15	2883441	100

ii) Voted **against** the Resolution:

Number of Members		Number of votes cast against resolution	% of total number of valid votes cast
c) Voted by Physical Ballot	Nil	0	0
d) Voted by Electronic mode	Nil	0	0
Total	Nil	0	0

iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
Nil	0



Item No. 2: Increase in the Borrowing Powers of the Board of Directors:

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted **in favour** of the Resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by Physical Ballot	Nil	0	0
b) Voted by Electronic mode	15	2883441	100
Total	15	2883441	100

ii) Voted **against** the Resolution:

Number of Members		Number of votes cast against resolution	% of total number of valid votes cast
c) Voted by Physical Ballot	Nil	0	0
d) Voted by Electronic mode	Nil	0	0
Total	Nil	0	0

iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
Nil	0

Item No. 3: Increase in the powers of the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company /creation of charge or mortgage on the Company's properties both present and future, in respect to borrowings:

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted **in favour** of the Resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by Physical Ballot	Nil	0	0
b) Voted by Electronic mode	15	2883441	100
Total	15	2883441	100



ii) Voted against the Resolution:

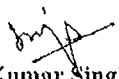
Number of Members		Number of votes cast against resolution	% of total number of valid votes cast
c) Voted by Physical Ballot	Nil	0	0
d) Voted by Electronic mode	Nil	0	0
Total	Nil	0	0

iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
Nil	0

Based on the above Postal Ballot voting (including e-voting) all the resolutions (One Ordinary Resolution and Two special resolutions) as set out in the Postal Ballot notice dated December 22, 2017 are approved by requisite majority. Accordingly we request the Chairman or in his absence to the CEO and Whole-Time Director of the Company/Chief Executive Officer of the Company to declare the result.

For Hemant Singh & Associate,
Company Secretaries

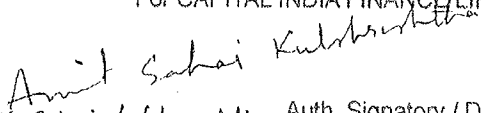

Hemant Kumar Singh
Partner
FCS 6033



Date: January 29, 2018
Place: New Delhi

Countersigned by:

For Capital India Finance Limited
For CAPITAL INDIA FINANCE LIMITED


Amit Sahai Kulshreshtha Auth. Signatory / Director
Chief Executive officer & Director

DIN: 07869849

Add.: B/3, Prathamesh Co Op, Housing Society

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Bombay Dyeing Compound, Mumbai - 400025