

Wednesday, November 27, 2019

Ref. No. CIFL/BSE-46/2019-20

To,
The Manager – Listing,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Ref:- Scrip Code – BSE – 530879

Sub: Submission of the Postal Ballot Notice in compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to submit a copy of the Postal Ballot Notice (“**Notice**”) along with the Postal Ballot Form (“**Form**”) being sent to the members of the Company for their approval on the special businesses set out in the Notice.

The Notice and the Form can also be accessed from the website of the Company at www.capitalindia.com.

We request you to take the aforesaid on record and oblige.

Thanking you,

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 Kurla 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



CAPITAL INDIA

CAPITAL INDIA FINANCE LIMITED

Regd. Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, Ph. No. 011-4954 6000

Corporate Office: A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex,
Bandra (East) Mumbai - 400051, Ph. No. 022-4503 6000

Website: www.capitalindia.com, **Email ID:** secretarial@capitalindia.com

Corporate Identity Number (CIN): L74899DL1994PLC128577

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment thereon]

Dear Member(s),

Notice (“**Notice**”) is hereby given to the members of Capital India Finance Limited (“**Company**”), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (“**Rules**”), Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and other applicable laws and regulations, that the resolution(s) as set out in this Notice, are proposed to be passed by the members of the Company (hereinafter collectively referred to as the “**Members**” and individually as the “**Member**”) through physical postal ballot / electronic voting (“**Postal Ballot**”).

The explanatory statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolution(s) are appended herein below along with the postal ballot form (“**Form**”) for your consideration. Each of the special resolution(s) mentioned herein shall be declared as passed if the number of votes cast in favour of such resolution(s) is not less than three times the number of votes cast against the said resolution(s). Such votes may be cast by Postal Ballot.

The Board of Directors of the Company (“**Board**”) have appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.- 8003) of M/s Arun Gupta & Associates, Company Secretaries as the Scrutinizer (“**Scrutinizer**”) in accordance with the provisions of the Act & Rules, for conducting the Postal Ballot process in a fair and transparent manner.

As required under Rule 22(3) of the Rules and SS-2, advertisement for dispatch of Notice and Postal Ballot will be published in the newspaper(s) and made available on the website of the Company, specifying the relevant details therein.

Members are requested to carefully read the instructions printed on the Form to record their assent (for) or dissent (against) therein by filling necessary details and affixing their signatures at the designated place in the Form and return the same duly completed in the enclosed postage prepaid self-addressed business reply envelope (“**Business Reply Envelope**”). Form, if sent by courier or by registered post / speed post at the expense of the Member shall also be accepted. The Form may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Form should reach the Scrutinizer not later than 5:00 PM (IST) on January 1, 2020 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

In compliance with Regulation 44 of the Listing Regulations and the provisions of Section 108 and 110 of the Act, read with the Rules, the Company is also providing e-voting facility to the Members to enable them to cast their votes electronically instead of depositing/dispatching the Form. Members desiring to opt for e voting are requested to read the instructions in the notes under the section ‘instructions and process for e-voting.’ The Company has engaged the services of Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) (“**Karvy**”) for the purpose of providing e-voting facility to all the Members. **Members can opt only one mode of voting, i.e. either by physical ballot or e-voting.** If the Member has cast vote through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical postal ballot will be treated as invalid.

Reference to postal ballot(s) in this Notice also includes, votes received electronically and reference to Postal Ballot Notice also includes, the Form along with the Business Reply Envelope.

The Scrutinizer shall submit his report to the Chairman or in his absence to the Company Secretary & Compliance Officer of the Company after the completion of the scrutiny of the Postal Ballot. The result of Postal Ballot shall be declared on January 2, 2020 at the registered office of the Company situated at 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110001 and shall be communicated to BSE Limited (“**BSE**”) where the shares of the Company are listed. The result would be displayed at the registered office of the Company, on its website at www.capitalindia.com, on the website of BSE at www.bseindia.com and on the website of Karvy at www.evoting.karvy.com.

The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot i.e. January 1, 2020.

SPECIAL BUSINESS

Item No. 1

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

“**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 within the 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.”

CAPITAL INDIA FINANCE LIMITED

Item No. 2

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

“**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.”

By order and on behalf of the Board
Capital India Finance Limited

Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: November 12, 2019
Registered Office
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts in respect of the Special Business is annexed hereto and forms part of the Notice.
2. This Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the cut-off date i.e. Friday November 15, 2019. A person who is not a Member as on cut-off date shall treat this Notice for information purpose only. The Notice is being sent to the Members in electronic form on the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For the Members whose e-mail IDs are not registered, physical copies of this Notice are being sent by permitted mode along with the Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday November 15, 2019 will be considered for the purpose of Postal Ballot.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been duly passed as if they have been passed at a general meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Form or a duplicate, he or she may send an e-mail to secretarial@capitalindia.com. The Registrar and Share Transfer Agent / Company shall forward the same along with the Business Reply Envelope to the Member.
7. Corporate / institutional Members (i.e. other than individuals, Hindu undivided families, non-resident Indians, etc.) opting for postal ballot instead of e-voting are also required to send certified true copy of the board resolution / power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Form.
8. A member cannot exercise his vote by proxy on Form.
9. Material documents referred to in the explanatory statement, if any, shall be made available for inspection at the Company's Corporate Office at A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 & Registered Office at 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110001, during office hours on all working days from the date of dispatch of the notice till January 1, 2020.
10. The Board has appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.- 8003) of M/s Arun Gupta & Associates, Company Secretaries as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot process in a fair and transparent manner and his decision on the validity of the voting will be final.
11. The voting period shall commence at 9:00 a.m. IST on December 2, 2019 and ends at 5:00 p.m. IST on January 1, 2020. During this period, the members holding equity shares either in physical form or in dematerialized form, as on cut-off date, i.e. Friday November 15, 2019, may cast their vote through Postal Ballot.
12. The Address for Correspondence shall be as follows:
 - a) Registered Office: Capital India Finance Limited, 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110001;
 - b) Registrar & Share Transfer Agent: Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited), Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 03, Tel.: +91 40-67161565, Email Id: singh.us@karvy.com.
13. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 15, 2019.
14. The Notice and Form are also placed on the website of the Company at www.capitalindia.com and website of Karvy at www.evoting.karvy.com
15. The Scrutinizer shall submit his report, to the Chairman of the Board or in his absence to Company Secretary & Compliance Officer, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website at www.capitalindia.com.

CAPITAL INDIA FINANCE LIMITED

16. The results of the Postal Ballot shall be announced by the Chairman of the Board or in his absence by Company Secretary & Compliance Officer on Thursday, January 2, 2020 and will be displayed at the Registered Office of the Company at 2nd Floor, DLF Centre, Sansad Marg, Delhi-110001 and be communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company's website at www.capitalindia.com.
17. The last date specified by the Company for receipt of the Postal Ballot shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
18. In compliance with Regulation 44 of Listing Regulations, Section 110 of the Act, read with the Rules and SS-2, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching physical Form by post. The Company has appointed Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) for facilitating e-voting to enable the members to cast their votes electronically.
19. Instructions and process for e-voting are as under:
 - A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]
 - i. Launch internet browser by typing the 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 – Postal Ballot**.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date 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 authorised representative(s), to the Scrutinizer at email Id:aruncs.gupta@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be sent with the subject "**Capital India Finance Limited - Postal Ballot**". The documents should reach the scrutinizer not later than **5:00 PM (IST) on January 1, 2020**.
 - B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - a. **User ID and Initial password** as provided along with Postal Ballot Form.
 - b. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
 - C. The e-voting period will commence on **Monday, December 2, 2019 at 09.00 A.M. (IST) and will end on Wednesday, January 1, 2020 at 05.00 P.M. (IST)**. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, November 15, 2019** may cast their vote by electronic means in the manner and process set out herein above. The 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.
 - D. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy website) or contact **Mr. Udai Shankar Singh, Contact No. 040-67161565, e-mail Id: evoting@karvy.com** at [Unit: **Capital India Finance Limited**] **Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India.**
 - E. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013 as amended, as on cut-off date, being **Friday, November 15, 2019**.

By order and on behalf of the Board
Capital India Finance Limited

Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: November 12, 2019
Registered Office
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001

CAPITAL INDIA FINANCE LIMITED

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 Businesses mentioned in the Notice:

Item No. 1 & 2

The members may note that the Company has acquired the entire shareholding of Rapipay Fintech Holding Private Limited (“**RFHPL**”); and converted the Company’s holding of 900 (Nine Hundred) unlisted, redeemable, zero coupon optionally convertible debentures into the equity shares of RFHPL, consequent to which RFHPL has become its wholly-owned subsidiary under the applicable provisions of the Companies Act, 2013 with effect from September 20, 2019.

RFHPL has been established with the objective to undertake investments in Rapipay Fintech Private Limited (“**RFPL**”). RFPL is engaged in the business of providing digital payment solutions through Pre-Paid Payment Instruments (Wallet branding “RapiPay”) and acts as a Business correspondent for various banks. It offers services like domestic money transfer, wallet, AePS transactions, mPOS transactions and bill payments and plans to add ticket booking, insurance and micro finance in the future.

RFHPL held 52.99% equity shareholding in RFPL as on September 30, 2019 and consequent to the aforesaid acquisition, the Company became the beneficial owner of 52.99% in RFPL through RFHPL as per its shareholding pattern dated September 30, 2019.

It may also be noted that RFPL has made rapid progress in its business and operations since the investment made by RFHPL and is poised for robust growth. Considering the robust business model and attractive growth in the business of RFPL and its potential of becoming a highly valued financial technology company, the Board in its meeting held on November 12, 2019 has recommended to; a) make investment, by way of equity or otherwise, in RFPL and RFHPL; and b) enter into various other transactions including availment and supply of goods and services, resources sharing and reimbursement with RFPL and RFHPL.

In terms of Section 188 of the Companies Act, 2013, no company shall enter into any contract or arrangement with a related party with respect to sale, purchase or supply of any goods or materials, availing or rendering of any services or such related party’s appointment to any office or place of profit in the company exceeding the limit prescribed without the approval of the members.

Additionally, in terms of Regulation 23 of the SEBI LODR read with Policy on Related Party Transactions as approved by the Board in its meeting held on August 14, 2019, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per its last audited financial statements and material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

In terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), RFPL and RFHPL are related parties of the Company and the proposed transactions of upto Rs. 50,00,00,000/- (Rupees Fifty Crore only) with RFPL and RFHPL each being exceeding the threshold of material transaction, requires an approval of members of the Company.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with RFPL and RFHPL are as follows:

Particulars	Information	
Name of the Related Party	Rapipay Fintech Private Limited	
Name of the Director(s) or Key Managerial Person who is related	1. Mr. Vineet Kumar Saxena	Rapipay Fintech Holding Private Limited
	2. Mr. Amit Sahai Kulshreshtha	Mr. Rachit Malhotra
Nature of Relationship	The Company is the beneficial owner of 52.99% of RFPL through RFHPL as on September 30, 2019	RFHPL is the wholly-owned subsidiary of the Company
Nature, Material Terms, Monetary Value and Particulars of the contract or arrangements	Nature of transactions:	
	i. Investment ii. Avail and supply of goods and services; iii. Resources sharing; and iv. Reimbursements. Duration – Financial Year 2019-20 Monetary value – Up to Rs. 50,00,00,000/- (Rupees Fifty Crore only), in one or more tranches.	i. Investment ii. Avail and supply of goods and services; iii. Resources sharing; and iv. Reimbursements. Duration – Financial Year 2019-20 Monetary value – Upto Rs. 50,00,00,000/- (Rupees Fifty Crore only), in one or more tranches.

None of the Directors, except Mr. Vineet Kumar Saxena, Mr. Amit Sahai Kulshreshtha or Key Managerial Personnel except Mr. Rachit Malhotra and their relatives are concerned or interested, financially or otherwise in Item No. 1 and 2 of the Notice.

The Board is of the opinion that the proposed transactions are in the best interests of the Company, and therefore, recommends the resolutions set out in Item no. 1 and 2 of the Notice for the approval of the members of the Company.

**By order and on behalf of the Board
Capital India Finance Limited**

**Sd/-
Rachit Malhotra
Company Secretary & Compliance Officer**

Membership No.: A39894

Date: November 12, 2019

Registered Office

2nd Floor, DLF Centre, Sansad Marg,

New Delhi – 110 001

CAPITAL INDIA FINANCE LIMITED

Regd. Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, Ph. No. (011) 4954 6000
 Corporate Office: A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex,
 Bandra (East) Mumbai - 400051. Ph. No. (022) 4503 6000
 Website: www.capitalindia.com, Email ID: secretarial@capitalindia.com
 Corporate Identity Number (CIN): L74899DL1994PLC128577

POSTAL BALLOT FORM

Serial No. :

Sr. No Particulars

1. Name & Registered Address of the Sole/First named Shareholder
2. Name(s) the Joint Holder(s), if any
3. Registered folio No. / DP ID No. / Client ID No.>(*Applicable to Investors holding shares in dematerialized form)
4. Number of shares held

I/ We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 12, 2019 of Capital India Finance Limited ("**the Company**") by sending my/ our assent (FOR) or dissent (AGAINST) to the resolutions by placing tick (✓) mark in the appropriate box below:

Item No	Resolutions Summary	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	To consider and approve material related party transactions with Rapipay Fintech Private Limited			
2.	To consider and approve material related party transactions with Rapipay Fintech Holding Private Limited			

Date :
Place :

Signature of the Shareholder

Last date for receipt of Postal Ballot Form by the Scrutinizer: Wednesday, January 1, 2020 by 5:00 P.M.

ELECTRONIC VOTING PARTICULARS

In this regard, please find below USER ID and Password for voting through electronic means:

EVEN (ELECTRONIC VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

Notes: Members are requested to read carefully the instructions printed overleaf before exercising your vote.

Instructions

1. A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form duly signed and send it to the Scrutinizer on the self - addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by courier/registered post at the expenses of the member shall also be accepted.
2. The self-addressed Business Reply Envelope bears the address of the Scrutinizer.
3. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected. The Postal Ballot shall not be exercised by a proxy.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
5. Duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours (i.e. upto 05:00 P.M.) on **Wednesday, January 1, 2020**. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory (ies).
7. Voting rights shall be reckoned on the paid - up value of Shares registered in the name of the Member on **Friday, 15th November 2019**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
8. Members are requested not to send any other paper along with the Postal Ballot Form as all such letters will be sent to Scrutinizer and any extraneous paper found with such letter will be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint -holders.
10. A member need not exercise all the vote(s) or need not to cast all the vote(s) in the same way.
11. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.

The instructions and other information relating to e-voting are as under:

- 1A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]
 - i. Launch internet browser by typing the 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-Postal ballot**
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date 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 hereinabove. 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 authorised representative(s), to the Scrutinizer at Email Id: aruncs.gupta@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be sent with the subject "**Capital India Finance Limited - Postal Ballot**". The documents should reach the scrutinizer not later than **5:00 PM (IST) on January 1, 2020**
- 1B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i) **User ID and Initial password** as provided along with Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (1A) above, to cast your vote.
- 1C. The e-voting period will commence on Monday, December 2, 2019 at 09.00 A.M. (IST) and will end on Wednesday, January 1, 2020 at 05.00 P.M. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, November 15, 2019 may cast their vote by electronic means in the manner and process set out herein above. The 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.
2. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy website) or contact **Mr. Udai Shankar Singh, Contact No. 040-67161565, e-mail Id: evoting@karvy.com at [Unit: Capital India Finance Limited] Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India.**
3. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company, subject to the provisions of Companies Act, 2013 as amended, as on cut-off date, being Friday, November 15, 2019.