

Ref. No. CIFL/BSE/2024-25/08

Wednesday, May 15, 2024

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

**Sub.: Submission of 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 continuation to our letter vide Ref. No.: CIFL/BSE/2024-25/07 dated May 11, 2024 and pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, we, Capital India Finance Limited (“**Company**”), wish to submit a copy of the Postal Ballot Notice along with the explanatory statement and other requisite details/information (“**Postal Ballot Notice**”), which has been sent today to the Members of the Company, for seeking their approval on the below mentioned Special Resolution:

S. No.	Description of the Special Resolution
1	Appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392) as a Non-Executive Independent Director on the Board of the Company, for a term of 5 (five) consecutive years commencing from March 20, 2024.

In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with the subsequent circulars issued in this regard and General Circular No. 9/2023 dated September 25, 2023 and other Circulars issued by Ministry of Corporate Affairs in this regard (“**MCA Circular**”) read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, the Postal Ballot Notice has been sent only through electronic means to the email addresses of those members which are registered with the Company / Registrar & Share Transfer Agent / Depository Participant / Depositories and whose names appears in the Register of Members/List of Beneficial Owners as on Friday, May 10, 2024 (“**Cut-off Date**”).

The Members whose e-mail addresses are not registered with the Company / Registrar & Share Transfer Agent / Depository Participant / Depositories, may register the same by following the process provided in the notes to the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited (“**KFintech**”), to provide the facility of remote e-voting to the eligible Members. The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	09:00 a.m. (IST) on Thursday, May 16, 2024
<b>End of remote e-voting</b>	05:00 p.m. (IST) on Friday, June 14, 2024

The remote e-voting module shall be disabled by KFintech thereafter. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting is provided in the notes to the Postal Ballot Notice.



The result of the Postal Ballot will be announced on or before Saturday, June 15, 2024.

The Postal Ballot Notice can also be accessed from the website of the Company at [www.capitalindia.com](http://www.capitalindia.com) and on the website of Kfintech at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

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

Thanking you,  
For **Capital India Finance Limited**

**Rachit Malhotra**  
Chief Compliance Officer & Company Secretary  
Membership No.: A39894

Encl: As above

Corporate office :  
Level - 20, Birla Aurora,  
Dr. Annie Besant Road,  
Worli, Mumbai,  
Maharashtra- 400030

P : +91 22 45036000  
E : [info@capitalindia.com](mailto:info@capitalindia.com)  
CIN No: L74899DL1994PLC128577  
( Capital India Finance Limited )

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

P : +91 11 4954 6000  
W : [www.capitalindia.com](http://www.capitalindia.com)



**CAPITAL INDIA FINANCE LIMITED**

Corporate Identity Number (CIN): L74899DL1994PLC128577

Regd. Office: 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi – 110001, Ph. No.: 011-49546000

Corporate Office: Level - 20, Birla Aurora, Dr. Annie Besant Road, Worli, Mumbai – 400030, Ph. No.: 022-45036000

Website: [www.capitalindia.com](http://www.capitalindia.com), Email: [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com)

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**POSTAL BALLOT NOTICE**

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

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions, if any, of the Act & Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with the subsequent circulars issued in this regard and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”), read with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, (hereinafter collectively referred to as “**Circulars**”), that the resolution appended below is proposed to be passed by the Members of Capital India Finance Limited (“**Company**”) through Postal Ballot, only by voting through remote e-voting (“**e-voting**”):

**A. Appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392) as a Non-Executive Independent Director on the Board of the Company**

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, May 10, 2024. The communication of assent or dissent of the Members would take place only through the e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes for registration of the same.

An Explanatory Statement pursuant to provisions of Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution providing the material facts and reasons thereof, and additional information as required under the Listing Regulations is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, has appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.: 8003) of M/s. Arun Gupta & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent**” or “**RTA**”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast during the following voting period:

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Commencement of e-voting	09:00 a.m. (IST) on Thursday, May 16, 2024
End of e-voting	05:00 p.m. (IST) on Friday, June 14, 2024

The Scrutinizer will submit his report to the Non-Executive Chairman of the Company, or any other person authorized by the Non-Executive Chairman, upon completion of the scrutiny of the votes cast through e-voting. The results of the Postal Ballot will be announced on or before June 15, 2024, at the registered office of the Company situated at 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi – 110001 and shall be communicated to BSE Limited (“**BSE**”) where the securities of the Company are listed and would be displayed at the registered office of the Company, and also on its website [www.capitalindia.com](http://www.capitalindia.com).

The last date specified by the Company for e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: Appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392) 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 Ms. Jyuthika Mahendra Jivani (DIN: 10558392), who was appointed as an additional director on the Board of the Company with effect from March 20, 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 her candidature for the office of Independent Director has been received in writing, and who has submitted a declaration that she 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 March 20, 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 Ms. Jyuthika Mahendra Jivani 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**

**Rachit Malhotra**  
Chief Compliance Officer & Company Secretary  
Membership No.: A39894

Date: May 10, 2024

**Registered Office:**  
2<sup>nd</sup> Floor, DLF Centre,  
Sansad Marg, New Delhi – 110 001

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Act, with respect to the items of Special Business as set out in Notice is annexed hereto. The relevant details of Director seeking appointment as required under the Act, Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
2. In compliance with the Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, May 10, 2024 (“**Cut-Off Date**”) and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.capitalindia.com](http://www.capitalindia.com), website of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of KFinTech at <https://evoting.kfintech.com>.
4. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The e-voting period commences at 09:00 a.m. (IST) on Thursday, May 16, 2024 and ends at 05:00 p.m. (IST) on Friday, June 14, 2024. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. on Friday, June 14, 2024.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com).
10. The instructions for e-voting are as under:
  - a. 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 Master circular 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 the resolution set forth in this Notice. The instructions for e-voting are given herein below.

- b. However, pursuant to SEBI Master circular 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.
- c. 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.
- d. The e-Voting period commences from **Thursday, May 16, 2024 (09:00 A.M. IST)** and will end on **Friday, June 14, 2024 (05:00 P.M. IST)**.
- e. 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. **Friday May 10, 2024**.
- f. The details of the process and manner for e-Voting 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.

**Details on Step 1 are mentioned below:**

**I) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on “<b>Access to e-Voting</b>”</li> <li>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 e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select “<b>Register Online for IDeAS Portal</b>” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Proceed with completing the required fields.</li> <li>4. Then, follow steps given in point A above for casting your vote.</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. <b>KFinTech</b>.</li> <li>5. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“<b>CDSL</b>”)</p>	<p><b>A. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with registered user ID and Password</li> <li>4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>5. Click on e-voting service provider name i.e. <b>KFinTech</b> to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>2. Proceed with completing the required fields.</li> <li>3. Then, follow steps given in point A above for casting your vote.</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide your demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFinTech</b> where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<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>



	<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 e-Voting period without any further authentication.
<b>Note:</b> Members who are unable to retrieve User ID / Password are advised to use <i>Forgot user ID and Forgot Password</i> 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:**

<b>Login type</b>	<b>Helpdesk details</b>
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.**

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. In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7992, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- 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. 7992 for Capital India Finance Limited and click on “Submit”.
- 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. 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.
  - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - x. Cast your votes 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 your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - xii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned pdf 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](mailto:evoting@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned pdf of the above documents should be in the naming format 'Capital India Finance Limited – EVEN 7992. The documents should reach the Scrutinizer on or before 5:00 pm on Friday, June 14, 2024.
  - xiii. If the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company - [www.capitalindia.com](http://www.capitalindia.com) besides being notified to BSE. Scrutinizer's Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>

## OTHER INSTRUCTIONS

- I. 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) at <https://ris.kfintech.com/faq.html> 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.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **May 10, 2024**, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. **Procedure for Registration of email and Mobile:**

Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 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** at below address; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c. Through electronic mode with e-sign by following the link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx#>

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**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE NOTICE**

**Item No. 1**

The Board of Directors (“**Board**”) of the Company based on the recommendation of the Nomination & Remuneration Committee (“**NRC**”) of the Board, appointed Ms. Jyuthika Mahendra Jivani (DIN: 10558392) 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 March 20, 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, and other applicable provisions.

Ms. Jivani had a remarkable career of 37 years at Reserve Bank of India from Direct Recruit in Grade B to the post of Regional Director (Grade F) at Nagpur from where she retired in October 2017. She has worked in various departments/work areas such as Banking, Public Debt Operations, Supervision of Urban Cooperative Banks, Planning and Budget, Department of Government and Bank Accounts, Department of External Investments and Operations, Rural Planning and Credit Department, Secretary’s Department.

A Notice in writing under the provisions of Section 160 of the Act, proposing the candidature of Ms. Jivani for her appointment to the office of Non-Executive Independent Director as per the provisions of the Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) has been received.

Ms. Jivani is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The Company has received a declaration from Ms. Jivani that she 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 she meets the criteria of independence as prescribed under Section 149(6) of the Act and applicable regulations of the Listing Regulations.

Ms. Jivani 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.

Accordingly, it is proposed to appoint Ms. Jivani as a Non-Executive Independent Director on the Board of the Company, as per the applicable provisions of the Act and the Listing Regulations and the Special Resolution set out in Item No. 1 of the Notice seeking approval of the Members of the Company on the same.

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 last date of the voting 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 Ms. Jivani and her 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. 1.

The Board is of the opinion Ms. Jyuthika Mahendra Jivani (DIN: 10558392) fulfils the conditions specified in the Act and the Listing Regulations and that she is independent to the management of the Company and therefore her appointment is recommended as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

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

**Rachit Malhotra**  
Chief Compliance Officer & Company Secretary  
Membership No.: A39894

Date: May 10, 2024

**Registered Office:**  
2<sup>nd</sup> Floor, DLF Centre,  
Sansad Marg, New Delhi – 110 001

Details in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

**Brief Profile of Ms. Jyuthika Mahendra Jivani (DIN: 10558392), Independent Director being appointed**

<b>Particulars / Name</b>	<b>Ms. Jyuthika Mahendra Jivani</b>
<b>DIN</b>	10558392
<b>Age</b>	67 years
<b>Brief Resume</b>	Ms. Jivani had a remarkable career of 37 years at Reserve Bank of India from Direct Recruit in Grade B to the post of Regional Director (Grade F) at Nagpur from where she retired in October 2017. She has worked in various departments/work areas such as Banking, Public Debt Operations, Supervision of Urban Cooperative Banks, Planning and Budget, Department of Government and Bank Accounts, Department of External Investments and Operations, Rural Planning and Credit Department, Secretary's Department.
<b>Date of first appointment on the Board</b>	March 20, 2024
<b>Qualification(s)</b>	M.A. Economics, CAIB
<b>Terms and conditions of appointment</b>	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>	As mentioned in brief resume.
<b>Recognition or awards</b>	-
<b>Job Profile and suitability</b>	Based on her vast experience and background, she is suitable for the position of Non-Executive Independent Director.
<b>Remuneration sought to be paid</b>	She will be paid sitting fee for attending the Board/Committee meetings.
<b>Remuneration last drawn by such person, if applicable</b>	N.A.
<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>	NIL
<b>Listed entities from which the person has resigned from directorship in the past 3 years</b>	NIL
<b>Memberships/ Chairmanships of committees of other Listed/Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	NIL

<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	NIL
<b>Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company</b>	NIL
<b>Number of meetings of Board attended during the financial year 2023-24 and in April, 2024</b>	NIL
<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>	The Board of Directors is of the opinion that Ms. Jivani is a person of integrity and considering her qualifications, skills, capabilities, extensive knowledge and rich experience, her appointment on the Board of the Company would be beneficial to the Company, therefore, the Board recommends her appointment as a Non-Executive Independent Director to the Members.