



CAPITALINDIA

CAPITAL INDIA FINANCE LIMITED

CIN: L74899DL1994PLC128577

Registered Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, Tel.: 011-49546000

Website: www.capitalindia.com, E-mail: secretarial@capitalindia.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **26th (Twenty Sixth) Annual General Meeting (“AGM”)** of the members of Capital India Finance Limited (“**the Company**”) for the financial year ended on March 31, 2020, will be held on **Monday, September 28, 2020 at 11:00 A.M.** 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, 2020, comprising of the Balance Sheet as at March 31, 2020, Statement of Profit & Loss for the year ended on that date along with the Cash Flow Statement as at March 31, 2020 and 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, 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, 2020, along with the auditors’ report issued by Deloitte Haskins & Sells LLP, Chartered Accountants (Statutory Auditors of the Company), and the report of the Board of Directors thereon presented before this meeting, be and is hereby considered and adopted.”

- b) the audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020, comprising of the Balance Sheet as at March 31, 2020, Statement of Profit & Loss for the year ended on that date along with the Cash Flow Statement as at March 31, 2020 and 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, 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, 2020, along with the auditors’ report issued by Deloitte Haskins & Sells LLP, Chartered Accountants (Statutory Auditors of the Company), thereon presented before this meeting, be and is hereby considered and adopted.”

2. To declare dividend on equity shares of the Company for the financial year ended on March 31, 2020 and in this regard, may pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend of Re. 0.10 (Ten Paise only) per equity share of Rs. 10/- (Rupees Ten only) each fully paid-up, of the Company be and is hereby declared for the financial year ended on March 31, 2020 and the same be paid as recommended by the Board of Directors, out of the accumulated profits of the Company.”

3. To re-appoint Mr. Vineet Kumar Saxena (DIN:07710277), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment as a Non-Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, Mr. Vineet Kumar Saxena (DIN:07710277), Non-Executive Director, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To consider and approve the issue of non-convertible debentures and other debt securities and in this regard pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association of the Company, any other applicable rules / regulations/ guidelines, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and any other regulatory and/or statutory authorities, institutions or bodies (hereinafter collectively referred to as the “**Competent Authorities**”) and subject to the required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board), consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures / bonds, medium term notes and other debt securities (hereinafter collectively referred to as the “**Debt Securities**”), denominated in Indian Rupees and/ or foreign currency, in domestic and /or overseas market, on private placement basis or otherwise, in one or more tranches, up to an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only), (“**the Issue**”) on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to the eligible investors, including body corporates, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider beneficial in the interest of Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers and registrars, trustees, underwriters, guarantors, brokers, legal advisors, depositories, depository participants, stabilizing agents, custodians, bankers, printers, advertising agencies and such other persons / agencies / intermediaries and service providers to the Issue, and to remunerate all such persons / agencies, with commission, brokerage, fees, etc., as may be deemed fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create and perfect the security on the assets and properties (both present and future), including immovable, movable, tangible and / or intangible, of the Company, including mortgage, hypothecation, pledge or any other charge over such identified assets and/or properties of the Company, and such receivables and accounts of the Company (including all amounts deposited therein and / or investments made therefrom) as may be determined by the Company for securing the obligations of the Company in respect of the Debt Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, modify and finalise the terms and conditions of the Debt Securities and sign the relevant documents/agreements in connection with the Debt Securities, including without limitation, the offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other document(s) as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) of Debt Securities by the Company and to further delegate the above powers to any Committee of the Board or any Official of the Company to act on its behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

5. To consider and approve issuance of securities and in this regard may pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force) (“**the Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other applicable laws, rules or regulations, in India or outside India, including but not limited to, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**SEBI ICDR Regulations**”) (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, as amended or restated from time to time, the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time



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to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority, whether in India or abroad, from time to time (“**Government Authorities**”), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Government Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten only) each (“**Equity Shares**”) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares, including but not limited to, Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), convertible preference shares, convertible debentures (compulsorily and/or optionally, fully and/ or partly), commercial papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds (“**FCCBs**”), Foreign Currency Exchangeable Bonds (“**FCEBs**”) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognised stock exchange in India or abroad whether denominated in rupee or any other foreign currency (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutional Placement (“**QIP**”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/ requisite offer document to any eligible person, including qualified institutional buyers (“**QIBs**”) in accordance with Chapter VI of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/ or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all the applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the “**Investors**”) as may be decided by the Board in its absolute discretion and permitted under the applicable laws and regulations, in consultation with the merchant bankers (including but not limited to book running lead managers and/or stabilizing agent), underwriters, advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VI of SEBI ICDR Regulations) or premium to market price or prices permitted under the applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the merchant bankers, underwriters, advisors or other intermediaries appointed and / or to be appointed by the Company (the “**Issue**”).

RESOLVED FURTHER THAT in case of any offering of Securities, including but not limited to any GDRs / ADRs/ FCCBs / FCEBs / other securities convertible into Equity Shares, the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of the issue/ offering in respect of such Securities and such Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 365 (Three Sixty Five) days from the date of passing of this resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of SEBI ICDR Regulations. The Board may, in accordance with the applicable laws, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under the applicable laws on price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event, where the Equity Shares are issued through QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the SEBI ICDR Regulations) are issued through QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares or the date as specified under the applicable laws or regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari-passu inter-se and with the then existing equity shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of the stock exchange(s) where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage and/or appoint lead manager(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professional(s) or intermediary(ies) or agency(ies) as may be involved or concerned in such offerings of Securities and to remunerate them with commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s), underwriting agreement(s), deposit agreement(s), trust deed(s), subscription agreement(s), payment and conversion agency agreement(s), and any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the stock exchange(s)/international stock exchange(s) and the Equity Shares to be issued on conversion of the Securities as aforesaid, if any, on the stock exchange(s), authorising any director(s) or officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant banker(s)/ lead manager(s) and/or other advisor(s) as mentioned above, do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalising, negotiating, approving, issuing and ratifying any document(s), including finalisation and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issue of the Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion may deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the aforesaid resolution.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee of Board or Officials of the Company to give effect to the above resolution.”

6. To consider and approve the appointment of Mr. Malay Mukherjee as an Independent Director of the Company and in this regard may pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, subject to the provisions of the Articles of Association of the Company, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Malay Mukherjee (DIN: 02272425) who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years, with effect from July 31, 2020, not liable to retire by rotation.”

7. To consider and approve the appointment of Dr. Harsh Kumar Bhanwala as an Executive Chairman of the Company and in this regard may pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable rules, directives, regulations or circulars issued by the Securities and Exchange Board of India and /or the Reserve Bank of India, Articles of Association of the Company and subject to such approvals, as may be required and based on the recommendation of Nomination & Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as an Executive Chairman, liable to retire by rotation, for a period of 3 (three) years from August 6, 2020, on the terms and conditions including remuneration as enumerated herein below:

No.	Particulars	Remuneration per annum (Rs.)
A	Remuneration	
	Basic Salary	40,40,000
	Supplementary Allowance	47,38,533
	Other allowances (fixed)	5,00,000
	Leave Travel Allowance	3,36,667
	Employer’s Provident Fund contribution	4,84,800
	Sub-Total	1,01,00,000
B	Perquisites	
	Company provided car with driver	Actuals
	Company provided accommodation	Actuals
C	Other benefits, if any	
	Gratuity	As per the Payment of Gratuity Act, 1972
	Medical Insurance	As per Company's Policy
	Life Insurance/ Personal Accident Insurance	As per Company's Policy
D	Leave	
	Casual Leave	As per Company's Policy
	Casual Leave	24 days

RESOLVED FURTHER THAT the Board (which term shall include the Nomination & Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Dr. Harsh Kumar Bhanwala, Executive Chairman of the Company, by way of an annual increment of up to 25% (Twenty Five percent) over the remuneration of preceding year during the currency of his term.

RESOLVED FURTHER THAT Dr. Harsh Kumar Bhanwala, Executive Chairman of the Company, shall also be entitled to an annual performance bonus as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment of Dr. Harsh Kumar Bhanwala, Executive Chairman of the Company (including authority, from time to time, the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be agreed to between him and the Company), within the limits and to the extent, the Board may consider appropriate, from time to time.

RESOLVED FURTHER THAT in the event of inadequacy of profits/loss, the above referred remuneration will be the minimum remuneration in accordance with the provisions of Section 197 and/or any other applicable provisions of the Companies Act, 2013 and rules made thereunder and that the Board be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.

RESOLVED FURTHER THAT Dr. Harsh Kumar Bhanwala, Executive Chairman of the Company shall have such roles and powers as may be delegated to him by the Board, from time to time.

RESOLVED FURTHER THAT the 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 and on behalf of the Board
Capital India Finance Limited**

Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: July 31, 2020

Registered Office:
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the items of Special Businesses as set out in Item No. 4 to 7 is annexed hereto. The relevant details as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act 2013 and Secretarial Standard-2, of persons seeking appointment / re-appointment as Directors under Item No. 3, 6 and 7 of the Notice are also annexed herewith.
2. Deloitte Haskins & Sells LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 24th (Twenty Fourth) Annual General Meeting held on June 02, 2018 to hold office for a period of 5 (five) years from the conclusion of the 24th (Twenty Fourth) Annual General Meeting until the conclusion of the 29th (Twenty Ninth) Annual General Meeting of the Company, subject to ratification of their appointment by the members in every annual general meeting, as may be applicable.

Subsequent to the Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Companies Act, 2013 and rules made thereunder, the mandatory requirement to place the matter relating to appointment of Auditors for ratification by members at every annual general meeting has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of the Statutory Auditors at the 26th (Twenty Sixth) Annual General Meeting.
3. General instructions for accessing and participating in the 26th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 26thAGM of the Company is being conducted through VC/OAVM Facility. 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) Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of the commencement of the Meeting.
 - d) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - e) In line with the MCA Circulars and SEBI Circular, the Notice of the 26th AGM will be available on the website of the Company at www.capitalindia.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
 - f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
4. Corporate member(s) intending to attend the meeting are required to send to the Company a certified copy of the Board Resolution together with the Specimen Signatures of the representative(s) or upload on the VC/OAVM Portal/ e-Voting Portal.
5. A person authorised by Board Resolution under point 4 above, shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the corporate member(s).
6. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.capitalindia.com.

7. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all days, except Saturdays and Sundays between 11:00 A.M. and 1:00 P.M. up to the date of the 26th (Twenty Sixth) AGM.
8. The Register of Members and Share Transfer Book of the Company will be closed from **September 19, 2020, to September 28, 2020 (both days inclusive)** for the purpose of holding the 26th (Twenty Sixth) Annual General Meeting.
9. 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 Tuesday October 27, 2020, to those members: (a) whose names appear as members in the Register of Members of the Company, as on **September 18, 2020, (Record Date)**, after giving effect to the valid share transfers lodged with the Company / the Company's Registrar and Share Transfer Agent; and (b) whose names appear as Beneficial Owners in the list of Beneficial Owners as on September 18, 2020, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
10. Process for those shareholders whose email ids are not registered for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:
 - (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at secretarial@capitalindia.com or to the RTA at einward.ris@kfintech.com.
 - (b) In case shares are held in demat mode, may obtain the login ID and password by providing DP ID / Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at secretarial@capitalindia.com or to the RTA at einward.ris@kfintech.com.
11. 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 Registrar and Share Transfer Agent – KFin Technologies Private Limited having their office at KFin Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 ("**RTA**"), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
12. The Securities and Exchange Board of India ("**SEBI**") had vide Notification Nos. SEBI/ LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LADNRO/GN/2018/49 dated 30th November, 2018 read with the Circular No. LIST/COMP/15/2018- 19 dated 5th July, 2018 issue by BSE Limited, directed that the transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of physical shares. However, the transfer deed(s) lodged prior to the 1st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April, 2019 with RTA or the Company.
13. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or RTA for assistance in this regard.
14. SEBI and the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail IDs with RTA and the members holding shares in dematerialised form are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, the members are requested to immediately notify such change to RTA in respect of shares held in physical form and to the DPs in respect of shares held in electronic form.
15. Pursuant to the MCA Circulars and SEBI Circular and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the Financial Year

2019-20 including therein the Audited Financial Statements for Financial Year 2019-20, Auditor's report, Board's report, along with all the annexures are being sent only by email to the those Members whose email addresses are registered with the Company / Depository Participants. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2019-20 and all other communications sent by the Company, from time to time, are requested to update their email address with the Company / its RTA (in case of shares held in physical mode) by sending the request at secretarial@capitalindia.com or RTA at einward.ris@kfintech.com and Depository Participants (in case of shares held in demat mode).

16. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
17. Recorded transcript of the AGM will be made available on the website of the Company www.capitalindia.com.
18. 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 will be entitled to vote.
19. The SEBI has mandated the 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.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has executed an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. 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 CDSL.
21. The instructions for remote e-voting are as under:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on September 18, 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by RTA or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- (i) The voting period begins on September 25, 2020 (09:00 A.M.) and ends on September 27, 2020 (05:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.OR
Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Capital India Finance Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
22. The instructions for the Members for attending the AGM through VC/OAVM:
- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v) Shareholders/viewers/Attendee to download the software/app of cisco WebEx in advance & ready to connect fast for meeting
 - vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@capitalindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@capitalindia.com. These queries will be replied to by the Company suitably by email.
 - vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
23. The instructions for members for e-Voting during the AGM session:
- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

24. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address secretarial@capitalindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

25. Other Instructions:

- i. The e-voting period commences on **September 25, 2020 (9.00 A.M.) and ends on September 27, 2020 (5.00 P.M.)**. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 18, 2020.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 18, 2020, may obtain the login ID and password by sending a request to Company/ RTA.
- iv. Mr. Arun Kumar Gupta (COP: 8003) of M/s Arun Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the votes cast during AGM) in a fair and transparent manner.
- v. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.capitalindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed. Further, the results shall be displayed on the notice board of the Company at its Registered Office as well as its Corporate Office.
- vi. Members may send their concerns / queries to the Company Secretary & Compliance Officer of the Company at – secretarial@capitalindia.com. Telephone - +91-11-49546000. Website – www.capitalindia.com and/or at the registered office address of the Company.

26. Tax on dividend:

Members may note that the Income Tax Act, 1961 (“**the IT Act**”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents mentioned herein.

For resident shareholders, taxes shall be deducted at source under Section 194/206AA of the IT Act, as follows:

Shareholders having valid PAN	7.5% or as notified by the Government of India
Shareholders not having PAN/invalid PAN	20% or as notified by the Government of India

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-2021 does not exceed Rs. 5,000 and also in cases where Members provide Form 15G (applicable to an individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) / Form 15H (applicable to an Individual's age of 60 years or more with no tax liability on total income) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/NIL withholding tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, Non-Resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, Non-Resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Income Tax authorities duly attested by the Member.
- Copy of Tax Residency Certificate (TRC) for financial year 2020-2021 obtained from the revenue authorities of the country of tax residence, duly attested by Member.

- Self-declaration in Form 10F.
- Self-declaration by the Member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the Non-Resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Member.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be uploaded on the portal at our Registrar and Transfer Agent website at URL <https://ris.kfintech.com/form15/> during the period commencing from September 4, 2020 and ending on September 18, 2020. We request you to visit a weblink as provided by our RTA at URL <https://ris.kfintech.com/form15/> for more instructions and information in this regard. No communication would be accepted from Members after September 18, 2020 regarding the tax withholding matters.

In case the exemption forms are not received on or before September 18, 2020, tax will be deducted on the dividend amount, wherever applicable and no refund will be entertained by the Company.

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

Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: July 31, 2020

Registered Office:
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001

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 Business mentioned in the Notice:

Item No. 4

Pursuant to the provisions of Section 42 of the Act read with Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the “**Debt Securities**”) on private placement basis, is required to obtain the prior approval of the members of the Company by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations proposed to be made for such Debt Securities during the year. The Company may borrow up to Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of the proposed resolution. The proceeds from the issue of the Debt Securities are proposed to be utilised inter alia for business and operation requirements of the Company. Further, in order to maintain its regulatory capital adequacy requirements, the Company would issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Debt Securities, as stipulated above.

None of the Directors of the Company and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors recommend passing of the above Resolution at Item no. 4 as Special Resolution.

Item No. 5

The Special Resolution proposed is an enabling resolution to facilitate and meet the Business expenditure requirements and to utilise the issue proceeds for general corporate purposes including but not limited to pursuing new business opportunities, meeting the issue expenses etc. The resolution contained in the attached Notice pertains to a proposal by the Company to offer, issue and allot equity shares, american depository receipts and other securities, as stated therein, in one or more tranches (referred to as “**Securities**”). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice.

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with merchant bankers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of the prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of Securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalise the terms of the offer.

As per Section 62 of the Companies Act, 2013 and rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of members is being sought to empower the Board to issue, offer and allot Equity Shares at such price (at a discount of not more than 5% on the price calculated for the qualified institutions placement or at such other discount as may be permitted under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018) or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions incorporated.

The members’ approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing members in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board, in its absolute discretion, deems fit. The Special Resolution also seeks to empower the Board (which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a qualified institutional placement as defined by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**SEBI ICDR Regulations**”).

The Board may in its discretion adopt this mechanism, as prescribed under Chapter VI of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to qualified institutional buyers pursuant to Chapter VI of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

None of the Directors of the Company and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors recommend passing of the above Resolution at Item no. 5 as Special Resolution.

Item No. 6

Mr. Malay Mukherjee (DIN: 02272425) who was appointed as an Additional Director (Independent) of the Company w.e.f. July 31, 2020 pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the “Act”), holds office up to the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

He has submitted the declaration of Independence, as required under Section 149 (7) of the Act, stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). Mr. Mukherjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Mukherjee has over 41 years of experience in the field of Banking and NBFC, including Venture Funding, Factoring, and Broking. He is the former Chief Executive Officer and Managing Director of IFCI Limited and was responsible for the growth and development of the business of IFCI. He also held the position of Chairman on various group companies of IFCI Limited. As a former Executive Director of the Central Bank of India, he looked after portfolios such as Client, HR, General Administration, IT, Corporate Communications, Publicity, Marketing, Client Coverage, and New Initiatives.

Further being associated with Indian Bank for 35 years, he accrued wide field exposure, having worked in various branches, regions and zones including Assam, Bihar, West Bengal, Karnataka, Maharashtra, Gujarat and New Delhi. He is also the past Chairman of the Board of Governors of Management Development Institute (MDI) and Chairman of the Institute of Leadership Development, Jaipur. Additionally, he also served as a member of the Governing Body of Entrepreneurship Development Institute of India (EDII), Ahmedabad.

The Nomination & Remuneration Committee of the Board had assessed the profile of Mr. Mukherjee and found him to be ‘Fit and Proper’ in terms of the Reserve Bank of India’s applicable directions on ‘Fit and Proper’ criteria for directors and also recommended his appointment to the Board. In terms of Sections 149, 152 and 160 read with Schedule IV of the Act, the Board, basis the recommendation of the Nomination & Remuneration Committee of the Board, has reviewed the profile of Mr. Mukherjee and the declarations stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Mukherjee meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Consultancy and Administration, it would be in the interest of the Company that Mr. Malay Mukherjee is appointed as an Independent Director on the Board of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors of the Company and/or their relatives, except Mr. Malay Mukherjee and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors, therefore, recommend the appointment of Mr. Malay Mukherjee (DIN: 02272425) as an Independent Director of the Company, for a period of 5 (Five) years, not liable to retire by rotation, as set forth in Item No. 6 of this Notice.

Item No. 7

Based on the recommendations of Nomination & Remuneration Committee and the approval of the Board, Dr. Harsh Kumar Bhanwala (DIN: 06417704) was appointed as an Additional Director (Executive Chairman) of the Company w.e.f. August 6, 2020 pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the “Act”), who shall hold office up to the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Dr. Harsh Kumar Bhanwala, Ex. Chairman – NABARD (December 18, 2013 – May 27, 2020), is a Post-Graduate in Management from IIM, Ahmedabad and a PhD holder.

Dr. Bhanwala has worked in various capacities in NABARD and has been the Managing Director of Delhi State Cooperative Bank Ltd (DSCB) during its turning around (1999 to 2005). During his stay with NABARD & DSCB, he led various initiatives related to Financial Inclusion, Microfinance, Coop. Credit Institutions, Rural Infrastructure Project Development and Project Appraisal related to Agricultural Projects.

Dr. Bhanwala has also been the Executive Director of India Infrastructure Finance Company Ltd. (IIFCL) and also functioned as its CMD between 2012 to 2013. He was leading the Credit Enhancement, Corporate Planning and Human Resource Development initiative as Chief General Manager in IIFCL. Development of Credit Enhancement initiative was

first of its kind of initiative in our country which aimed at enabling the infrastructure projects to approach Debt Capital Markets substituting high cost debt and simultaneously helped banks in freeing up their capital and manage the challenges of exposure and long tenure which they faced in financing infrastructure sector.

During his tenure at IIFCL, he also held the Chairmanship of the two subsidiaries of the company looking into the overall supervision & management, viz. IIFC (UK) Ltd, London and IIFCL Projects Ltd, New Delhi.

Dr. Bhanwala has attended many Honorary Board Level Positions also, including the following:

- Chairman of Audit committee & Member of Board of Management, Deposit Insurance & Credit Guarantee Corporation (DICGC);
- Member, Governing Board, Institute of Rural Management, Anand;
- Member, Governing Board, National Institute of Bank Management (NIBM), Pune;
- Member, Board of Governors, Indian Institute of Management, Rohtak;
- Chairman, Advisory Board of Financial Inclusion Fund (FIF) and;

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors of the Company and/or their relatives, except Dr. Harsh Kumar Bhanwala and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors, therefore, recommend the appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as an Executive Chairman of the Company, for a period of 3 (three) years, liable to retire by rotation, as set forth in Item No. 7 of this Notice.

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

Rachit Malhotra
Company Secretary & Compliance Officer
Membership No.: A39894
Date: July 31, 2020

Registered Office:
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110 001



CAPITALINDIA

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

Brief Profile of Director being appointed/re-appointed:

I.	
Name	Mr. Vineet Kumar Saxena
DIN	07710277
Age	52 years
Brief Resume	Bachelor's degree in Electronics from University of Pune and Master's degree in Business Administration from University of Lucknow, Vineet has been associated with ICICI Bank, Barclays Bank PIC, ABN-AMRO Bank N.V., G E Capital, Religare Finvest, Magma Fincorp and StarAgri Finance in the past.
Date of first appointment on the Board	November 27, 2017
Qualification(s)	Bachelor's degree in Electronics from University of Pune and Masters' degree in Business Administration from University of Lucknow.
Terms and conditions of appointment	As may be approved by the Board subject to the maximum ceiling of remuneration prescribed under the Companies Act, 2013 and rules made thereunder.
Experience, background and expertise in specific functional areas	Vineet brings experience of two and half decades in commercial and retail lending functions. Rest of the details are specified in Brief Resume.
Recognition or awards	Nil
Job Profile and suitability	Based on his experience and background he is suitable for the position of Director.
Remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	Nil
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> ● Capital India Home Loans Limited; ● CIFL Holdings Private Limited; ● CIFL Investment Manager Private Limited; ● Capital India Asset Management Private Limited; ● Capital India Wealth Management Private Limited; and ● Rapipay Fintech Private Limited.
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-
Shareholding in the Company	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the financial year 2019-20	4

II.	
Name	Mr. Malay Mukherjee
DIN	02272425
Age	65 years



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Brief resume	<p>Mr. Mukherjee has over 41 years of experience in the field of Banking and NBFC, including Venture Funding, Factoring, and Broking. He is the former Chief Executive Officer and Managing Director of IFCI Limited and was responsible for the growth and development of the business of IFCI. He also held the position of Chairman on various group companies of IFCI Limited. As a former Executive Director of the Central Bank of India, he looked after portfolios such as Client, HR, General Administration, IT, Corporate Communications, Publicity, Marketing, Client Coverage, and New Initiatives.</p> <p>Further being associated with Indian Bank for 35 years, he accrued wide field exposure, having worked in various branches, regions and zones including Assam, Bihar, West Bengal, Karnataka, Maharashtra, Gujarat and New Delhi. He is also the past Chairman of the Board of Governors of Management Development Institute (MDI) and Chairman of the Institute of Leadership Development, Jaipur. Additionally, he also served as a member of the Governing Body of Entrepreneurship Development Institute of India (EDII), Ahmedabad.</p>
Date of first appointment on the Board	July 31, 2020
Qualification(s)	Master of Science (Physics), CAIIB (Part -I) – Indian Institute of Banking and Finance
Terms and conditions of appointment	As may be approved by the Board subject to the maximum ceiling limits of remuneration prescribed under the Companies Act 2013 and rules made thereunder.
Experience, background and expertise in specific functional areas	As per aforesaid Brief Resume.
Recognition or awards	Passed the examination of proficiency test of Independent Directors conducted by Indian Institute of Corporate Affairs.
Job Profile and suitability	Based on his experience and background he is suitable for the position of an Independent Director.
Remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	Nil
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> ● SREI Infrastructure Finance Limited ● Dilip Buildcon Limited ● ENGENRIN Energy Private Limited ● Chartered Finance Management Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Member of the Audit Committee of SREI Infrastructure Finance Limited
Shareholding in the Company	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the financial year 2019-20	NA



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III.	
Name	Dr. Harsh Kumar Bhanwala
DIN	06417704
Age	59 years
Brief Resume	<p>Dr. Harsh Kumar Bhanwala, Ex. Chairman – NABARD (December 18, 2013 – May 27, 2020), is a Post-Graduate in Management from IIM, Ahmedabad and a PhD holder.</p> <p>Dr. Bhanwala has worked in various capacities in NABARD and has been the Managing Director of Delhi State Cooperative Bank Ltd (DSCB) during its turning around (1999 to 2005). During his stay with NABARD & DSCB, he led various initiatives related to Financial Inclusion, Microfinance, Coop. Credit Institutions, Rural Infrastructure Project Development and Project Appraisal related to Agricultural Projects.</p> <p>Dr. Bhanwala has also been the Executive Director of India Infrastructure Finance Company Ltd. (IIFCL) and also functioned as its CMD between 2012 to 2013. He was leading the Credit Enhancement, Corporate Planning and Human Resource Development initiative as Chief General Manager in IIFCL. Development of Credit Enhancement initiative was first of its kind of initiative in our country which aimed at enabling the infrastructure projects to approach Debt Capital Markets substituting high cost debt and simultaneously helped banks in freeing up their capital and manage the challenges of exposure and long tenure which they faced in financing infrastructure sector.</p> <p>During his tenure at IIFCL, he also held the Chairmanship of the two subsidiaries of the company looking into the overall supervision & management, viz. IIFC (UK) Ltd, London and IIFCL Projects Ltd, New Delhi.</p>
Date of first appointment on the Board	August 6, 2020
Qualification(s)	Post-Graduate in Management from IIM, Ahmedabad and a PhD holder
Terms and conditions of appointment	As may be approved by the Board subject to the maximum ceiling limits of remuneration prescribed under the Companies Act 2013 and rules made thereunder.
Experience, background and expertise in specific functional areas	As per aforesaid Brief Resume.
Recognition or awards	Awarded honorary doctorate in Science by Tamil Nadu Agricultural University, Coimbatore.
Job Profile and suitability	Based on his experience and background he is suitable for the position of an Executive Chairman.
Remuneration sought to be paid	As per resolution proposed.
Remuneration last drawn by such person, if applicable	Nil
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	Nil



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Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Shareholding in the Company	Nil
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board attended during the financial year 2019-20	NA

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

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