

CAPITAL INDIA FINANCE LIMITED

CIN: L74899DL1994PLC128577

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

Tel.: 011-4954 6000, Website: www.capitalindia.com, E-mail: secretarial@capitalindia.com

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th (Twenty Eighth) Annual General Meeting (“AGM”) of the members of Capital India Finance Limited (“Company”) for the financial year ended on March 31, 2022, will be held on **Friday, September 23, 2022 at 09:30 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means (“VC / OAVM”) facility to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, comprising therein the Balance Sheet as at March 31, 2022, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2022, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“Financial Statements”) and the reports of the Board of the Directors and the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company, for the financial year ended on March 31, 2022, together with the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the 28th Annual General Meeting of the Company, be and are hereby considered and adopted.”
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, comprising therein the Balance Sheet as at March 31, 2022, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2022, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents (“Financial Statements”) and the report of the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2022, together with the report of the Auditors thereon as circulated to the members with the notice of the 28th Annual General Meeting of the Company, be and are hereby considered and adopted.”
2. To consider and declare dividend on Equity Shares of the Company having nominal value of INR 10 (Indian Rupees Ten only) for the financial year ended March 31, 2022, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend of INR 0.10 (Ten Paise only) per Equity Share of nominal value of INR 10 (Indian Rupees Ten only) each, fully paid-up of the Company as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended March 31, 2022, and the same be paid out of the profits of the Company.”
3. To consider and re-appoint Mr. Keshav Porwal (DIN: 06706341) as a Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Mr. Keshav Porwal (DIN: 06706341), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
4. To consider and re-appoint Statutory Auditors of the Company and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India dated April 27, 2021 and pursuant to the recommendation made by the Board of Directors (“Board”) and the Audit Committee of the Board, the consent of the members of the Company be and is hereby accorded to re-appoint M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as Statutory Auditors of the Company.

RESOLVED FURTHER THAT M/s Singhi & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company for a period of 2 (Two) consecutive years and they shall hold the office of the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company and that they shall conduct the Statutory Audit of the Company on a fees of INR 21,50,000 (Indian Rupees Twenty One Lakhs Fifty Thousand only) plus applicable taxes for the financial year 2022-23 and on such terms and conditions as may be decided by the Board in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include its committees thereof) or any officer(s) so authorised by the Board, be and are hereby authorised to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto including revision of fees for the financial year 2023-24 (if required) in accordance with the extant guidelines of Reserve Bank of India.”

SPECIAL BUSINESS:

5. To consider and approve the re-appointment of Mr. Vinod Somani (DIN: 00327231) as an Independent Director of the Company for a second term of 5 (Five) consecutive years and in this connection, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) and 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 the provisions of the Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Vinod Somani (DIN: 00327231), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from December 20, 2022 till December 19, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include its committees thereof) or any officer(s) so authorised by the Board of Directors, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

6. To consider and approve the re-appointment of Mr. Keshav Porwal (DIN: 06706341) as Managing Director of the Company for a period of 3 (Three) years and in this connection, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Policy on Remuneration of the Directors, Key Managerial Personnel and other Employees of the Company as amended from time to time and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Keshav Porwal (DIN: 06706341), as Managing Director of the Company, for a period of 3 (three) years, with effect from November 27, 2022, liable to retire by rotation, on the following terms and conditions including remuneration:

S. No.	Particulars	Remuneration per annum (INR)
A	Remuneration	
	Basic Salary	80,00,000
	Other allowances (Fixed)	1,13,33,333
	Leave Travel Allowance	6,66,667
	Gratuity	3,84,800
	Cost to Company	2,03,84,800
B	Perquisites	
	Company provided car with driver	Actuals
C	Other benefits if any	
	Medical Insurance	As per Company's Policy
	Life Insurance/ Personal Accident Insurance	As per Company's Policy
	Leaves	As per Company's Policy

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for ratifying the revision in the remuneration of Mr. Keshav Porwal as aforementioned with effect from April 1, 2022 till the expiry of his current term.

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 amend, alter or modify the terms and conditions including to vary the overall remuneration payable to him as the Managing Director of the Company from time to time, for an amount not exceeding 25% (Twenty Five Percent) from the remuneration of preceding year, during the currency of his extended tenure and to modify the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be considered appropriate and agreed between him and the Company.

RESOLVED FURTHER THAT Mr. Keshav Porwal, Managing Director of the Company shall have such roles, responsibilities and authorities 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.”

7. To consider and approve raising of funds by way of issuance of debt securities and in this connection, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of 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 Non-Convertible Securities) Regulations, 2021, 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 requisite 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 according 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 a private placement basis or otherwise, in one or more tranches, up to an amount not exceeding INR 500,00,00,000 (Indian Rupees Five Hundred Crores only), (“**the Issue**”) on such terms and conditions and at such times, at such prices, 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, 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, be and is hereby authorised to appoint merchant bankers, 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 compensate 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, deeds, matters and things and to execute all such documents as may be deemed necessary and incidental for giving effect to this resolution.”

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

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

Date: August 10, 2022

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 (“Act”), with respect to the items of Special Businesses as set out in Notice is annexed hereto. The relevant details of Director seeking re-appointment as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
2. General instructions for accessing and participating in the AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:
 - a) In accordance with the Ministry of Corporate Affairs (“MCA”) Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 (“MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”) have permitted companies to hold their AGM through VC/OAVM without physical presence of Members for the calendar year 2022 and prescribed the procedures and manner of conducting the AGM through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
 - c) Company has appointed KFin Technologies Limited (“KFinTech” or “RTA”) to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for remote e-voting and participation in the meeting through VC/OAVM is explained at Note No. 19 below.
 - d) The attendance of the Members (through members’ login) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - e) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM will be available on the website of the Company at www.capitalindia.com, on the website of BSE Limited at www.bseindia.com and also on the website of the RTA at www.kfintech.com.
 - f) Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.
3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting during AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the name of “Capital India Finance Limited EVEN 6844”.
4. A person authorised by Board Resolution/Authority letter under point 3 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. **September 23, 2022** in the ‘Investors’ section on the website of the Company at www.capitalindia.com and at the Registered Office of the Company on all days (except Saturdays and Sundays), between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to secretarial@capitalindia.com.
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA at KFin Technologies Limited, KFin Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.
8. Pursuant to Section 72 of the Act, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.

9. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
10. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2021-22 including therein the Audited Annual Financial Statements for Financial Year 2021-22, Auditor's Report and Board's Report, along with all the annexures in Electronic Mode to the Members who have registered their E-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.
11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, the Company has availed e-voting services from KFintech for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFintech.
12. The dividend on equity shares, as recommended by the Board, if approved at the AGM, will be payable within 30 days, not being later than **October 22, 2022**, to those members whose names appear as members in the Register of Members/Beneficial Owners of the Company, as on **September 16, 2022 (Record Date)**.
13. The cut-off date for eligibility for remote e-voting is **September 16, 2022**. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
14. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote.
15. The Register of Members and Share Transfer Book of the Company will be closed from **September 17, 2022 to September 23, 2022 (both days inclusive)** for the purpose of holding the 28th (Twenty Eighth) Annual General Meeting and declaration of dividend.
16. Recorded transcript of the AGM will be made available on the website of the Company www.capitalindia.com.
17. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted only through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
18. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios:

In Compliance with the MCA Circulars and in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2022 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / KFintech or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure:

 - a. Members are advised to receive the Notice convening the AGM and Annual Report for FY 2021-22 via e-mail, by updating their e-mail ID by accessing the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Alternatively, Notice of 28th AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>
 - b. After due verification, the Company / KFintech will forward your login credentials to your registered email address.
 - c. Members are also requested to visit the website of the Company, www.capitalindia.com or the website of the RTA, www.kfintech.com or the website of BSE Limited, www.bseindia.com for downloading the Annual Report and Notice of the AGM.
19. The instructions for remote e-voting are as under:
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by listed entities", e-voting process has been enabled to all the **individual demat account** holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. The remote e-Voting period commences from September 20, 2022 (09:00 AM IST) and will end at September 22, 2022 (05:00 PM IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 16, 2022.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
Step 3: Access to join virtual meetings(e-AGM) of the Company on Kfintech system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. 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. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. 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>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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

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

Details on Step 2 are mentioned below:

- II) **Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**
- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6844, 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. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc..). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e. '6844- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have

voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Capital India Finance Limited EVEN 6844."

- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) **Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at einward.ris@kfintech.com. Questions /queries received by the Company till **September 19, 2022** shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from **September 19, 2022 at 9:00 A.M. to September 20, 2022 at 5:00 P.M.** Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from **September 19, 2022 at 9:00 A.M. to September 20, 2022 at 5:00 P.M.**

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. N Shiva Kumar, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **September 16, 2022**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT

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

Item No. 4

The Members of the Company in the last Annual General Meeting (“AGM”) of the Company held on September 28, 2021, had approved the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), to hold office of Statutory Auditors of the Company until the conclusion of 28th AGM of the Company and to conduct the Statutory Audit of the Company for the financial year ended March 31, 2022.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company have, based on the recommendation of the Audit Committee, at its meeting held on April 30, 2022, proposed the re-appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as the Statutory Auditors of the Company, for a term of 2 (two) consecutive years from the conclusion of 28th AGM till the conclusion of 30th AGM of the Company, at a fees of INR 21,50,000 (Indian Rupees Twenty One Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses at actuals for the financial year 2022-23.

M/s Singhi & Co. has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Companies Act, 2013.

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

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

Explanatory Statement under Section 102 of the Companies Act, 2013, setting out all material facts relating to the Special Business(es) mentioned in the Notice

Item No. 5

The Members of the Company, in their 24th Annual General Meeting held on June 02, 2018, approved the appointment of Mr. Vinod Somani (DIN: 00327231) as an Independent Director on the Board of the Company for a period of 5 (five) consecutive years from December 20, 2017, until December 19, 2022.

Considering the rich knowledge, experience and expertise of Mr. Somani and the contribution made by him during his association with the Company, the Board of Directors of the Company in its meeting held on August 10, 2022, on the basis of the recommendation of the Nomination & Remuneration Committee, has, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 (“Act”), approved the re-appointment of Mr. Somani as an Independent Director of the Company for a second term of 5 (Five) consecutive years w.e.f. December 20, 2022, subject to the approval of the members of the Company.

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from Mr. Somani proposing his candidature for the office of Independent Director, to be re-appointed as such under the provisions of 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”).

Mr. Somani has provided:

- (a) his consent to act as the Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- (c) a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act and applicable regulations of the Listing Regulations; and
- (d) a declaration that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Mr. Somani meets the fit and proper criteria for re-appointment as director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Accordingly, it is proposed to re-appoint Mr. Somani as an 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. 5 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, will be available for inspection to the Members through electronic mode. Members may write to the Company at secretarial@capitalindia.com in this regard, by mentioning “Request for Inspection” in the subject of the e-mail.

Other than Mr. Somani and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 5. The Board is of the opinion Mr. Vinod Somani fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that he is independent of the management of the Company and therefore recommends the re-appointment of Mr. Somani as an Independent Director of the Company, for approval of the Members.

Item No. 6

The Board of Directors of the Company on the basis of the recommendation of Nomination and Remuneration Committee, appointed Mr. Keshav Porwal (DIN: 06706341) as Managing Director of the Company for a period of 5 (five) years w.e.f. November 27, 2017. The aforesaid appointment was approved by the Members of the Company in their 24th Annual General Meeting held on June 02, 2018.

Mr. Keshav is responsible for formulating the organization's overall growth strategy and guiding its evolution into a reputed financial services institution. His association with the Company is beneficial and fruitful and considering his performance, the Board of Directors ("**Board**") on the basis of the recommendation of the Nomination & Remuneration Committee of the Board has approved his re-appointment as Managing Director of the Company for a further period of 3 (Three) years w.e.f. November 27, 2022, subject to the approval of the members of the Company on the terms and conditions including remuneration as mentioned in the resolution set out at Item No. 6 of this Notice.

A Notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("**Act**"), from Mr. Porwal proposing his candidature for the office of Managing Director, to be re-appointed as such under the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") has been received by the Company.

The Company has received from Mr. Keshav:

- (a) the consent in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- (c) a consent to act as Managing Director of the Company and confirmation that he fulfils the conditions for appointment as a Managing Director as specified in the Act read with Schedule V to the Act; and
- (d) a declaration that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Mr. Keshav meets the fit and proper criteria for re-appointment as director as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Accordingly, it is proposed to re-appoint Mr. Keshav as Managing Director of the Company, as per the applicable provisions of the Act and the Listing Regulations and the Special Resolution set out in Item No. 6 of the Notice seeking approval of the Members of the Company on the same.

Other than Mr. Keshav and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 6. The Board recommends the re-appointment of Mr. Keshav Porwal as Managing Director of the Company, for approval of the Members.

Item No. 7

Pursuant to the provisions of Section 42 of the Companies Act, 2013 ("**Act**") read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, 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 a 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 Board of Directors of the Company in its meeting held on April 30, 2022, has, considering the requirements of the business, accorded its approval for raising an amount of upto INR 500,00,00,000 (Indian Rupees Five Hundred Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of the proposed special resolution by the Members of the Company. The proceeds from the issue of the Debt Securities are proposed to be utilised inter alia for the business and operational requirements of the Company. Further, to maintain the 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 the Key Managerial Personnel 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.

Your Directors recommend passing of the resolution as set out in Item No. 7 of the Notice as Special Resolution for approval by the Members.

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

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

Date: August 10, 2022

Registered Office:
2nd 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, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Brief Profile of Directors being re-appointed:

Particulars / Name	Mr. Vinod Somani	Mr. Keshav Porwal
DIN	00327231	06706341
Age	69 years	46 years
Brief Resume	Mr. Vinod Somani is a senior partner with M/s KG Somani & Co., Chartered Accountants since 1986. He has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public Sector Companies. He has a sound knowledge of Finance, Companies Act and Tax Laws. Since M/s KG Somani & Co. was registered under the SEBI Merchant Banker Category IV, he is well-versed with Merchant Banking activities. He was a member of the MOU Task Force and Expert panel of the Task Force on the Memorandum of Understanding of Central Public Sector Enterprises.	Mr. Keshav Porwal is an industry veteran with an almost two decades of experience in the finance and real estate sector. He has successfully closed large, complex real estate transactions involving leading developers across the country as well as PE investments. He has worked across all aspects of real estate financing ranging from risk management to new product launches. Keshav has also been involved in the restructuring and re-engineering of medium-sized enterprises in the auto and hospitality sectors.
Date of first appointment on the Board	December 20, 2017	November 27, 2017
Qualification(s)	Chartered Accountant	Chartered Accountant, B.Sc.
Terms and conditions of appointment	As mentioned in the Resolution	As mentioned in the Resolution
Experience, background and expertise in specific functional areas	Experience of over three decades in banking and financial services	Experience of more than two decades in real estate and financial service sector
Recognition or awards	Nil	Nil
Job Profile and suitability	Based on his experience, background and useful insights on the Company and business performance, he is suitable for re-appointment to the Board of Directors as Independent Director.	Based on his experience, background and contribution towards the growth of the Company, he is suitable for the position of Managing Director.
Remuneration sought to be paid	Nil, except sitting fee	INR 2,03,84,800
Remuneration last drawn by such person, if applicable	Nil, except sitting fee	INR 1,25,40,000
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Keshav Porwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
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 • Rapipay Fintech Private Limited • NTB International Private Limited • K. G. Somani Management Consultants Private Limited • K.G. Somani Insolvency Professionals Private Limited • Council for Redressal and Development of Industries in India • ICMAI Registered Valuers Organization • KGS Fintech Private Limited 	<ul style="list-style-type: none"> • Capital India Home Loans Limited • Rapipay Fintech Private Limited • Capital India Corp Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • CIFL Holdings Private Limited • Kuants Wealth Private Limited • SBKP Consultancy Private Limited • Head Stone Advisors India Private Limited
Memberships/ Chairmanships of committees of other Listed/ Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Capital India Home Loans Limited - Chairman of Audit Committee	Capital India Home Loans Limited - Member of Audit Committee
Shareholding in the Company	Nil	Nil

Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of meetings of Board attended during the financial year 2021-22	5 (Five)	5 (Five)
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	<p>Mr. Vinod Somani has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public Sector Companies. He has a sound knowledge of Finance, Companies Act and Tax Laws. Since M/s KG Somani & Co. was registered under the SEBI Merchant Banker Category IV, he is well-versed with Merchant Banking activities. Having experience of over three decades in banking and financial services he has been providing useful insights on the Company and business performance during his first term of office as Independent Director on the Board of the Company.</p> <p>A summary of the performance evaluation of Mr. Somani is enclosed to this notice as Annexure A.</p>	NA

General Information		
Nature of industry	Non-Banking Financial Company	
Date or expected date of commencement of commercial production	Date of Incorporation - 16/11/1994	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
Financial Performance	Particulars	FY 2021-22 (In INR Lakhs)
	Total Income	12566.12
	Total Expenditure	11071.14
	Profit/(Loss) before tax	1494.98
	Provision for tax (including Deferred Tax)	328.97
	Other comprehensive income	43.48
	Profit/(Loss) after tax	1209.49
Foreign investments or collaborations, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.	

Other information	
Reasons of loss or inadequate profits	The Company is in the growing stage of its operations, wherein the fixed costs is higher than the revenue.
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider and powerful brand is also expected to enable the Company to position itself during adversities. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Summary of Performance evaluation of Mr. Vinod Somani, Independent Director

Sl. No.	Evaluation Criteria	Average Rating (on a scale of 1-5, as explained below)
1.	Attendance and constructive participation in the decision-making process	5.00
2.	Knowledge of key areas and professional skills	5.00
3.	Brings his/her experience and credibility to bear on the critical areas of performance of the organization	5.00
4.	Diligence and preparedness for the meetings	5.00
5.	Effective interaction with other members of the Board	4.80
6.	Concern for stakeholders	5.00
7.	Concern for working of the internal controls	5.00
8.	Leadership initiatives in terms of new ideas, planning for the Company and undertaking additional responsibilities	4.80
9.	Conducts himself/herself in a manner that is ethical and consistent with the ethical standards	5.00
10.	Team work attributes	5.00
11.	Safeguarding confidential information	5.00
12.	Rendering independent and unbiased opinions	5.00
13.	Reporting of frauds, concerns, violations, if any	4.80
14.	Does not hesitate to challenge the management and is able to convey his/her points without being confrontational or obstructionist	4.80
15.	The Director keeps himself / herself updated on the current areas and issues that are likely to be discussed at the Board level	5.00
16.	The Director invests time in understanding the company and its unique requirements	5.00
17.	The Director brings in external knowledge and perspective to the table for discussion	5.00
18.	The Director expresses her/his views on issues discussed at the Board	5.00
19.	The Director keep himself / herself updated on areas and issues that are likely to be discussed at the Board level	5.00
Average		4.96

Rating Scale

1	2	3	4	5
Strongly disagree	Disagree	Neither agree nor disagree	Agree	Strongly agree