

Monday September 28, 2020

Ref No.: CIFL/BSE-31/2020-21

To,  
Manager - Listing,  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Ref.:- Scrip Code – BSE – 530879**

**Subject: Intimation in compliance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 – Outcome & Proceedings of the 26<sup>th</sup> Annual General Meeting of Capital India Finance Limited**

Dear Sir/Madam,

We wish to inform that in terms of the General Circular dated 5<sup>th</sup> May 2020 read with General circular dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 26<sup>th</sup> Annual General Meeting ("AGM or meeting") of the members of Capital India Finance Limited ("Company"), was held today at 11:00 A.M. and concluded at 11:14 A.M. through Video Conferencing/other Audio Visual Means ("VC/OAVM"). The deemed venue for the AGM was the Registered Office of the Company.

In regard to the aforesaid meeting, we are enclosing herewith:

- a) a summary of the proceedings of the AGM of the Company in compliance with Regulation 30 of the Listing Regulations read with circular vide no. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by SEBI as "Annexure – A";
- b) Voting Results in compliance with the Regulation 44 of the Listing Regulations read with circular vide no. CIR/CFD/CMD/8/2015 dated November 4, 2015 issued by SEBI as "Annexure – B"; and
- c) Consolidated Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 dated September 28, 2020 on remote e-voting and e-voting during the AGM issued by M/s Arun Gupta & Associates, Company Secretaries as "Annexure – C".

The aforesaid information can also be accessed from the website of the Company at [www.capitalindia.com](http://www.capitalindia.com).

Kindly take the aforesaid information on record and oblige.

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

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

Encl: As above

Corporate office :  
A-1402, One Bkc, 14th Floor,  
G - Block, Bandra Kurla Complex,  
Bandra (East) Mumbai,  
Maharashtra- 400051

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

P : +91 22 4503 6000  
E : [info@capitalindia.com](mailto:info@capitalindia.com)  
CIN No: L74899DL1994PLC128577  
( Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd )

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



**Summary Proceedings of the 26<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Capital India Finance Limited (“Company”) pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

**Day:** Monday

**Date:** September 28, 2020

**Time:** Commenced at 11:00 A.M. and Concluded at 11:14 A.M.

**Deemed Venue:** 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi-110001

**Mode:** Video Conferencing/other Audio-Visual Means (“VC/OAVM”)

**PRESENT:**

**Directors**

1. Dr. Harsh Kumar Bhanwala, Executive Chairman
2. Mr. Yogendra Pal Singh, Independent Director
3. Mr. Malay Mukherjee, Independent Director
4. Mr. Keshav Porwal, Managing Director
5. Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer
6. Mr. Vineet Kumar Saxena, Non-Executive Director
7. Ms. Shraddha Suresh Kamat, Woman Non-Executive Director

**Invitees**

1. Ms. Pallavi Gorakshakar, Partner of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company
2. Mr. Arun Kumar Gupta, representative of M/s Arun Gupta & Associates, Company Secretaries in the capacity of Scrutinizer

**In Attendance**

1. Mr. Rachit Malhotra, Company Secretary & Compliance Officer

**Members**

The number of shareholders as on September 18, 2020 (record date) were 698.

The details of number of shareholders present in the meeting are as follows:

Category	Promoter/Promoter Group	Public	Total
In Person	N.A.	N.A.	-
Through Proxy / Authorised Representative	N.A.	N.A.	-
Video Conference	1	49	<b>50</b>

Dr. Harsh Kumar Bhanwala, Executive Chairman, chaired the proceedings of the meeting.

Mr. Rachit Malhotra, Company Secretary & Compliance Officer (“**Company Secretary**”) extended a warm welcome to the Directors, Members and other invitees present in the meeting. He then briefed

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the members present in the meeting, few procedural aspects relating to participation in the meeting through VC/OAVM.

Thereafter, the Company Secretary requested all the Directors and Invitees to introduce themselves.

Post introduction, he informed that:

- a) Mr. Vinod Somani, Independent Director could not attend the meeting due to unforeseen circumstances;
- b) Mr. Vinod Somani, Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee has authorised on his behalf Mr. Yogendra Pal Singh, who is also a member of these committees for addressing the queries of members of the Company, if any;
- c) Since, the AGM was held pursuant to the MCA Circulars and SEBI Circular through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM; and
- d) the Statutory Registers and other relevant documents under the Companies Act, 2013 and Listing Regulations as referred to in the Notice of AGM were available for inspection and that Members seeking to inspect such documents could send an email to the Company's email ID: [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com). He further mentioned that these documents were also available for inspection electronically on the website of the Company [www.capitalindia.com](http://www.capitalindia.com) during the AGM.

Dr. Harsh Kumar Bhanwala, Executive Chairman briefed the members on the operational performance of the Company and thanked for their continued support & trust they have shown in the Company.

With the permission of the Executive Chairman, the Company Secretary confirmed the presence of requisite quorum and called the meeting to order.

The Company Secretary informed that pursuant to the provisions of the Companies Act, 2013 and rules made thereunder read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the members of the Company to cast their vote electronically on all the resolutions specified in the Notice convening the AGM. The remote e-voting commenced on September 25, 2020 at 09:00 A.M. and ended on September 27, 2020 at 05:00 P.M.

He further informed that the Company had engaged Central Depository Services (India) Limited ("CDSL") as authorised agency to provide e-voting facility.

The Notice convening the AGM together with Audited Financial Statements (both on standalone and consolidated basis) for the financial year 2019-20, the Auditors' Reports and the Boards' Report were taken as read.

He informed that Statutory Auditors' Report & Secretarial Auditor's Report for the financial year 2019-20 did not contain any qualification, observation or comment on any matters which have any adverse effect on the functioning of the Company.

Thereafter, the Company Secretary summarizes the following business items as set out in the Notice convening the AGM:

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### Ordinary Business

1. To consider, approve and adopt the Audited Financial Statements of the Company (both on standalone and consolidated basis) for the financial year ended on March 31, 2020, together with the report of the Board of the Directors and the Auditors thereon;
2. To declare dividend on equity shares of the Company for the financial year ended on March 31, 2020;
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;

### Special Business

4. To consider and approve the issue of non-convertible debentures and other debt securities;
5. To consider and approve the issuance of securities;
6. To consider and approve the appointment of Mr. Malay Mukherjee as an Independent Director of the Company; and
7. To consider and approve the appointment of Dr. Harsh Kumar Bhanwala as an Executive Chairman of the Company.

He informed that Mr. Arun Kumar of M/s Arun Gupta & Associates, Company Secretaries was appointed as the Scrutinizer ("**Scrutinizer**") for the purpose of scrutinizing the votes casted (through remote e-voting and e-voting during the AGM) in a fair and transparent manner.

Members who attended the AGM through VC/OAVM facility and had not cast their votes through remote e-voting facility were provided an opportunity to cast their votes through the e-voting system during the AGM.

The Executive Chairman authorised the Company Secretary to receive the Scrutinizer's Report and announce the result of the voting.

The Company Secretary informed that the Company has not received any request from the shareholders for registration as Speakers, therefore the question and answer session shall not be conducted.

The Company Secretary, requested those members who had not casted their votes to cast votes through the e-voting facility available at the AGM and he also informed that the window for e-voting will remain open for voting for another 15 minutes post conclusion of the meeting.

With the permission of the Executive Chairman, the Company Secretary concluded the meeting at 11:14 A.M. and gave a vote of thanks to the Chair, Members, Directors, and Invitees for attending the AGM.



DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CAPITAL INDIA FINANCE LIMITED HELD ON MONDAY, SEPTEMBER 28, 2020 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

SL. NO	DESCRIPTION	PARTICULARS				
A	Date of AGM	Monday, September 28, 2020				
B	Total Number of shareholders on record date (September 18, 2020)	698				
C	No of shareholders present in the meeting either in person or through proxy	N.A.- As the meeting was convened through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES HELD BY THEM	% TO CAPITAL
	Promoter and Promoter Group	N.A	N.A	N.A	N.A	N.A
	Public	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A
D	No. of shareholders attended the meeting through Video conferencing	50 (Fifty)				

DETAILS OF RESOLUTION PASSED

S.NO.	Resolution	Ordinary / Special Resolution	Mode of Voting
1	<p>To consider and adopt:</p> <p>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 &amp; 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.</p> <p>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 &amp; 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.</p>	Ordinary	Remote E-Voting and E-voting at the AGM

2	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2020.	Ordinary	Remote E-Voting and E-voting at the AGM
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.	Ordinary	Remote E-Voting and E-voting at the AGM
4	To consider and approve the issue of non-convertible debentures and other debt securities.	Special	Remote E-Voting and E-voting at the AGM
5	To consider and approve issuance of securities.	Special	Remote E-Voting and E-voting at the AGM
6	To consider and approve the appointment of Mr. Malay Mukherjee as an Independent Director of the Company.	Ordinary	Remote E-Voting and E-voting at the AGM
7	To consider and approve the appointment of Dr. Harsh Kumar Bhanwala as an Executive Chairman of the Company.	Special	Remote E-Voting and E-voting at the AGM

## AGENDA WISE VOTING RESULT

Agenda No. 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.

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.

Resolution required	Ordinary Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

Agenda No. 2: To declare dividend on equity shares of the Company for the financial year ended on March 31, 2020.

Resolution required	Ordinary Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.



Agenda No. 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.

Resolution required	Ordinary Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

Agenda No. 4: To consider and approve the issue of non-convertible debentures and other debt securities.

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

Agenda No. 5: To consider and approve issuance of securities.

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

Agenda No. 6: To consider and approve the appointment of Mr. Malay Mukherjee as an Independent Director of the Company.

Resolution required	Ordinary Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

Agenda No. 7: To consider and approve the appointment of Dr. Harsh Kumar Bhanwala as an Executive Chairman of the Company.

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	56775720	56775720	100.00%	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting*	20958540	20516283	97.89	20516281	2	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>20958540</b>	<b>20516283</b>	<b>97.89</b>	<b>20516281</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>77734260</b>	<b>77292003</b>	<b>99.43</b>	<b>77292001</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\*E-voting includes voting through remote e-voting and e-voting at the AGM.

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## Company Secretaries

Consolidated Scrutinizer's Report

Annexure - C

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI")

To,  
The Executive Chairman  
**Capital India Finance Limited**  
CIN: L74899DL1994PLC128577  
2<sup>nd</sup> Floor, DLF Centre Sansad Marg,  
New Delhi-110001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted and e-voting during the 26<sup>th</sup> Annual General Meeting of Capital India Finance Limited held on Monday, 28<sup>th</sup> September, 2020 at 11.00 A.M. through video conferencing ('VC') / other audio visual means ('OAVM')

### 1. Appointment of Scrutinizer

I, Arun Kumar Gupta Proprietor of Arun Gupta & Associates, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Capital India Finance Limited (hereinafter referred to as the Company) for the remote e-voting as well as the e-voting by Members during the 26<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Monday, 28<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Our Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively issued by the Ministry of

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# Arun Gupta & Associates

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Corporate Affairs, advertisement was published in Financial Express (English newspaper) and Jansatta (vernacular language newspaper) on 31<sup>st</sup> August, 2020 specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchange, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system during the AGM, etc.

2.2 Further advertisement was published in Financial Express (English newspaper) and Jansatta (vernacular language newspaper) on 03<sup>rd</sup> September, 2020 in respect of information on e-voting, completion of sending of Notice and Annual Report to all the members whose email addresses are registered with the Company/ KFin Technologies Private Limited or Depository Participant(s) and declaration of results.

2.3 The Company has hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 02<sup>nd</sup> September, 2020

2.4 On account of the situation arising out of COVID-19 and in terms of the MCA Circulars, the Company has sent the AGM Notice and Annual Report on 02<sup>nd</sup> September, 2020 by e-mail to the Members who had registered their email ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners furnished by the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

### 3. Cut-off date

3.1 The Voting rights were reckoned as on Friday, 18<sup>th</sup> September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

### 4. Remote e-voting process

#### 4.1 Agency

The Company appointed Central Depository Services (India) Limited ("CDSL"), as the agency providing the platform for remote e-voting and e-voting during the AGM.

#### 4.2 Remote e-voting period

Remote e-voting platform was open **from 09:00 A.M. on Friday, 25<sup>th</sup> September, 2020 till 05:00 P.M. on Sunday, 27<sup>th</sup> September, 2020** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by CDSL.

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## 5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the annual general meeting, the facility for voting through e-voting at the AGM was made available only to the members who had not casted their vote by Remote e-voting.

## 6. Counting Process

1) On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the CDSL e-voting platform in the presence of Ms. Reema Miglani and Ms. Jyoti who are not in employment of the Company and downloaded the results.

## 7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 31<sup>st</sup> July, 2020 are enclosed herewith.

7.2 Based on the aforesaid results, we report that **4 Ordinary Resolutions and 3 Special Resolutions** as set out in **Item Nos. 1 to 7** of the Notice of the 26<sup>th</sup> AGM dated **31<sup>st</sup> July, 2020 have been passed with the requisite majority.**

### **Item No. 1: Ordinary Resolution**

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.

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.

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# Arun Gupta & Associates

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(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM has been **passed with requisite majority**.

## Item No. 2: Ordinary Resolution

To declare dividend on equity shares of the Company for the financial year ended on March 31, 2020.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
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Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been **passed with requisite majority**.

### Item No 3: Ordinary Resolution

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.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

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(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM has been **passed with requisite majority**.

**Item No 4: Special Resolution**

To consider and approve the issue of non-convertible debentures and other debt securities.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast

# Arun Gupta & Associates

## *Company Secretaries*

Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice of the AGM has been **passed with requisite majority**.

**Item No 5: Special Resolution**

To consider and approve issuance of securities.

**(i) Voted in favor of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**



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Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice of the AGM has been **passed with requisite majority**.

## Item No 6: Ordinary Resolution

To consider and approve the appointment of Mr. Malay Mukherjee as an Independent Director of the Company.

### (i) Voted in favor of the resolution:

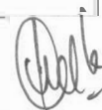
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
<b>Total</b>	<b>69</b>	<b>77292001</b>	<b>100.00%</b>

### (ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

### (iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0



# Arun Gupta & Associates

## Company Secretaries

E-voting at the AGM	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 6** of the Notice of the AGM has been **passed with requisite majority**.

### Item No 7: Special Resolution

To consider and approve the appointment of Dr. Harsh Kumar Bhanwala as an Executive Chairman of the Company.

#### (i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	67	77291997	100.00%
E-voting at the AGM	2	4	100.00%
Total	69	77292001	100.00%

#### (ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
Total	2	2	0.00%

#### (iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0



# Arun Gupta & Associates

## Company Secretaries

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 7** of the Notice of the AGM has been **passed with requisite majority**.

8. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Executive Chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.
9. The results of the Voting shall be declared by the Executive Chairman or any other person authorized by Board.

Thanking you  
Yours faithfully

For Arun Gupta & Associates



**Arun Kumar Gupta**  
(Scrutinizer)

Membership No. 21227

C.P. No. 8003

UDIN: A021227B000791513



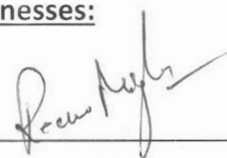
Counter signed by

**Rachit Malhotra**  
(Duly authorised by the Chairman of)  
the 26<sup>th</sup> Annual General Meeting)

Place: New Delhi

Date: 28<sup>th</sup> September, 2020

Witnesses:

1)  \_\_\_\_\_

Name: Reema Miglani

Address: 438, Dr. Mukherjee Nagar,  
New Delhi-110009

2)  \_\_\_\_\_

Name: Jyoti

Address: M-60, Majnu Ka Tilla,  
Aruna Nagar, Delhi-110054