

Ref. No.: CIFL/BSE/2022-23/39

Friday, September 23, 2022

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

Sub.: Intimation in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome & Proceedings of the 28th Annual General Meeting

Dear Sir/Madam,

We, Capital India Finance Limited ("**Company**"), wish to inform that in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the applicable circulars issued by the Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**") for conducting the general meetings through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**"), the 28th Annual General Meeting ("**AGM or meeting**") of the members of Company was held through VC/OAVM on Friday, September 23, 2022, at 09:30 A.M. (IST) and concluded at 09:58 A.M. (IST), after being opened for 15 minutes for e-voting. Further, the facility for e-voting was also provided during the proceeding of AGM and another 15 minutes after vote of thanks to enable e-voting by those Members who had not cast their vote earlier through remote e-voting. KFin Technologies Limited ("**KFin**"), Registrar and Share Transfer Agent of the Company was the authorised agency to provide e-voting facility (remote e-voting and e-voting during AGM) to the members of the Company for the 28th AGM. The proceeding of the AGM is deemed to be conducted at the Registered Office of the Company which is the deemed venue of the Meeting.

In regard to the aforesaid meeting, enclosed herewith is:

- a) a summary of the proceedings of the 28th 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 dated September 23, 2022, on remote e-voting and e-voting during the AGM, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provision of the Listing Regulations, 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.

Kindly take the above 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 :
Level - 20, Birla Aurora,
Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

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

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

P : +91 11 4954 6000
W : www.capitalindia.com

Annexure - A

Summary Proceedings of the 28th Annual General Meeting (“AGM or Meeting”) of the Members of Capital India Finance Limited (“Company”) pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Day : Friday
Date : September 23, 2022
Time : Commenced at 09:30 A.M. (IST) and Concluded at 09:58 A.M. (IST)
Deemed Venue : 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001
Mode : Video Conferencing/Other Audio-Visual Means (“VC/OAVM”)

The following Directors, Officials of the Company and Invitees were present in the Meeting through VC/OAVM:

Directors

- | | | |
|----|---------------------------|----------------------------|
| 1. | Dr. Harsh Kumar Bhanwala | Executive Chairman |
| 2. | Mr. Keshav Porwal | Managing Director |
| 3. | Mr. Vinod Somani | Independent Director |
| 4. | Mr. Yogendra Pal Singh | Independent Director |
| 5. | Mr. Subhash Chander Kalia | Independent Director |
| 6. | Mrs. Rachna Dikshit | Independent Woman Director |

Invitees

- | | | |
|----|-------------------------|---|
| 1. | Mr. Vineet Kumar Saxena | Chief Executive Officer |
| 2. | Mr. Prabhat Modak | Manager, M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company |
| 3. | Mr. Arun Kumar Gupta | Proprietor, M/s Arun Gupta & Associates, Company Secretaries, Scrutinizer (erstwhile Secretarial Auditors for FY 2021-22) |

In Attendance

- | | | |
|----|---------------------|--|
| 1. | Mr. Rachit Malhotra | Company Secretary & Compliance Officer |
|----|---------------------|--|

Members

The number of members as on September 16, 2022 (cut-off date) were 1237.

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

Category	Promoter/Promoter Group	Public	Total
In Person or through Proxy	N.A.	N.A.	-
Through Video Conferencing	1	65	66

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

Mr. Rachit Malhotra, Company Secretary & Compliance Officer of the Company welcomed the Directors, Members and other invitees who joined the meeting through VC/OAVM, briefed them on certain procedural aspects relating



to the participation at the Meeting through VC/OAVM and availability of necessary statutory disclosures/registers for inspection.

Thereafter, Mr. Rachit Malhotra requested the Chairman to start the proceedings of the meeting.

The requisite quorum being present, the Chairman called the Meeting to order and commenced the proceedings of the Meeting. The Chairman welcomed the Directors and requested them to introduce themselves to the Members.

The Directors introduced themselves to the Members. The Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee was present at the AGM.

The representatives of the Company's Statutory Auditors and Secretarial Auditors for FY 2021-22 were also present at the Meeting through VC/OAVM.

The Chairman thereafter delivered his speech covering the summary on Company's performance for the Fiscal 2021-22 and position during the period from April 1, 2022 till August 31, 2022.

Thereafter, with the permission of the Chairman, the Company Secretary & Compliance Officer of the Company took the AGM proceedings further.

Considering the availability of Notice convening the AGM and the Annual Report for the financial year 2021-22, containing Audited Financial Statements (both on standalone and consolidated basis) for the financial year 2021-22 and the Auditors' Reports which were made available to stakeholders on the website of the Company and were sent to the members electronically on their registered email-ids, the same were taken as read.

The Company Secretary & Compliance Officer informed that Statutory Auditors' Report & the Secretarial Auditor's Report of the Company for the financial year 2021-22 does not contain any qualification, reservation, adverse remark or disclaimer.

In terms of the Notice of 28th AGM of the Company, the following items of business were transacted during the Meeting:

S. No.	Type of Resolution	Particulars
Ordinary Business		
1.	Ordinary	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 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.
2.	Ordinary	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.



3.	Ordinary	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.
4.	Ordinary	To consider and re-appoint Statutory Auditors of the Company.
Special Business		
5.	Special	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.
6.	Special	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.
7.	Special	To consider and approve raising of funds by way of issuance of debt securities.

The Company Secretary & Compliance Officer informed that there were no speaker registration requests received by the Company and therefore the members may post their queries, if any, to the Company via email so that the same can be responded to.

On behalf of the Board of Directors and Management of the Company, the Company Secretary & Compliance Officer thanked the members for their participation in the Meeting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote if not voted through remote e-voting earlier.

On permission of the Chairman, the Company Secretary & Compliance Officer announced formal closure of the AGM with vote of thanks to the Chairman of the Meeting.

The meeting concluded at 09:58 A.M. (IST) after being opened for 15 minutes for e-voting.



Annexure - B

Declaration of Voting Results of remote e-voting and e-voting during the 28th Annual General Meeting of the Members of Capital India Finance Limited held on Friday, September 23, 2022 at 09:30 A.M. (IST) 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 Requirements) Regulations, 2015

S. No	Description	Particulars
1	Date of AGM	Friday, September 23, 2022
2	Total Number of shareholders on record date	As on the cut-off date, i.e., September 16, 2022 - 1237
3	No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter group b) Public	Not applicable as the meeting was convened through VC/OAVM
4	No. of shareholders attended the meeting through video conferencing a) Promoters and Promoter group b) Public	Total 66 (Sixty Six) members were present 1 65
5	No. of resolution passed in the meeting	7 (Seven) Resolution wise details of voting results enclosed



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 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
- 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.

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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
Total		5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
Total		0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
Total		2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
Total		7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 2: To declare dividend on equity shares of the Company for the financial year ended March 31, 2022.

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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
	Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 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.

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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00	

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 4: To consider and re-appoint Statutory Auditors 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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
	Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 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.

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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
	Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 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.

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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
	Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 28TH ANNUAL GENERAL MEETING

Resolution No. 7: To consider and approve raising of funds by way of issuance of 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*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	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
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
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
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,49,994	78.49	1,64,49,994	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
	Total	2,09,58,540	1,64,49,994	78.49	1,64,49,994	0	100.00	0.00
	Total	7,77,34,260	7,32,25,714	94.20	7,32,25,714	0	100.00	0.00

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





Arun Gupta & Associates

Company Secretaries

Consolidated Scrutinizer's Report

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") 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 ("SEBI Listing Regulations"), as amended and circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI")

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted and e-voting during the 28th Annual General Meeting ("AGM") of Capital India Finance Limited held on Friday, 23rd September, 2022 at 09:30A.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 28th Annual General Meeting ("AGM") of the Company held on Friday, 23rd September, 2022 at 09:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My 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 the General Circulars No. 14/2020, dated 08th April, 2020; Circular No. 17/2020, dated 13th April, 2020; Circular No. 20/2020, dated 05th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read with clarification *vide* General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 05th May, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15th January, 2021 and SEBI/HO/CFD/CFD2CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), an advertisement was published in Jansatta (Vernacular language newspaper) and Financial Express (English newspaper) on 31st August, 2022 *inter alia* 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 e-mail ids by the members (both physical and demat) who have not registered their e-mail ids with the Company and manner of voting through remote e-voting or through e-voting system at the AGM, etc.

2.2 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 has also submitted the same to BSE Limited on 30th August, 2022.

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Company Secretaries

2.3 On account of the situation arising out of COVID-19 and in terms of the MCA Circulars and SEBI Circulars, the Company has dispatched the AGM Notice and Annual Report on 30th August, 2022 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").

2.4 An advertisement was published in Financial Express (English newspaper) and Jansatta (vernacular language newspaper) on 31st August, 2022 in respect of information on e-voting, completion of dispatch of Notice and Annual Report to all the members whose email addresses are registered with the Company/ KFin Technologies Limited or Depository Participant(s) and declaration of results.

3. Cut-off date

The Voting rights were reckoned as on Friday, September 16, 2022, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company had appointed KFin Technologies Limited ("KFintech"), as the agency for 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. IST on 20th September, 2022 till 05:00 P.M. IST on 22nd September, 2022 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 KFintech.

5. Voting at the AGM

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

6. Counting Process

6.1 On completion of e-voting during the AGM, we have unblocked the results of the remote e-voting and e-voting by members during the AGM and downloaded the results for scrutiny.

6.2 On 23rd September, 2022 after tabulating the votes cast electronically by the system provided by Kfintech, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Sita Kumari and Ms. Ekta Sharma who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means, the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 10th August, 2022 are enclosed herewith.

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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 28th AGM dated August 10, 2022 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 MARCH 31, 2022, COMPRISING OF 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 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 MARCH 31, 2022, COMPRISING OF 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 EXPLANATORY NOTES ANNEXED THERETO, OR FORMING PART OF ANY OF THE AFORESAID DOCUMENTS ("FINANCIAL STATEMENTS") AND THE REPORT OF THE AUDITORS THEREON.

(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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes

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Remote e-voting	0	0
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. 1 of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 2: ORDINARY RESOLUTION

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.

(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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes
Remote e-voting	0	0
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. 2 of the Notice of the AGM has been passed with requisite majority.

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ITEM NO 3: ORDINARY RESOLUTION

TO CONSIDER RE-APPOINTMENT OF 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.

(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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes
Remote e-voting	0	0
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. 3 of the Notice of the AGM has been passed with requisite majority.

ITEM NO 4: ORDINARY RESOLUTION

TO CONSIDER RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.



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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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes
Remote e-voting	0	0
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. 4 of the Notice of the AGM has been passed with requisite majority.

ITEM NO 5: SPECIAL RESOLUTION

TO CONSIDER RE-APPOINTMENT OF MR. VINOD SOMANI (DIN: 00327231) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.

(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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0



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Total	72	7,32,25,714	100%
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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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes
Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0

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: SPECIAL RESOLUTION

TO CONSIDER RE-APPOINTMENT OF MR. KESHAV PORWAL (DIN: 0670634) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS.

(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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0

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E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes
Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0

Based on the aforesaid results, we report that the Special 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 RAISING OF FUNDS BY WAY OF ISSUANCE OF 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	72	7,32,25,714	100%
E-voting at the AGM	0	0	0
Total	72	7,32,25,714	100%

(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	0	0	0
E-voting at the AGM	0	0	0
Total	0	0	0

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

Particulars	Number of members	Number of votes



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Remote e-voting	0	0
E-voting at the AGM	0	0
Total	0	0

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 consider, approve and sign the minutes and thereafter the same would be handed over to the Company Secretary & Compliance Officer 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 him.

Thanking you
Yours faithfully

For Arun Gupta & Associates


Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
UDIN: A021227D001027760



Counter signed by



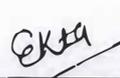
Company Secretary & Compliance Officer
Capital India Finance Limited



Place: New Delhi
Date: 23/09/2022

Witnesses:

1) 
Name: Sita Kumari
Address: A – 415/12, Mahavir Enclave
New Delhi-110059

2) 
Name: Ekta Sharma
Address: C-42, Sector-27,
Noida-201301