

Ref. No.: CIFL/BSE/2023-24/39

Thursday, September 21, 2023

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

Sub.: Proceedings & Outcome of 29th Annual General Meeting of Capital India Finance Limited pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 29th Annual General Meeting ("**AGM or meeting**") of the members of Company was held through VC/OAVM on Thursday, September 21, 2023, at 09:30 A.M. (IST) and concluded at 09:59 A.M. (IST), including 15 (fifteen) minutes for e-voting at the 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, please find enclosed herewith:

- a) The summary of the proceedings of 29th AGM of the Company in compliance with Regulation 30 of the Listing Regulations read with circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("**Circulars**") issued by SEBI, as "**Annexure - A**";
- b) Voting Results in compliance with the Regulation 44 of the Listing Regulations read with the Circulars issued by SEBI, as "**Annexure - B**"; and
- c) Consolidated Scrutinizer's Report dated September 21, 2023, 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 Mr. Arun Kumar Gupta of 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
Chief Compliance Officer & Company Secretary
Membership No.: A39894

Encl: As above

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

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 29th 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 : Thursday
Date : September 21, 2023
Time : Commenced at 09:30 A.M. (IST) and Concluded at 09:59 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. Rashmi Fauzdar | Independent Woman Director |

Invitees

- | | | |
|----|------------------------|--|
| 1. | Mr. Pinank Jayant Shah | 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 |

In Attendance

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

Members

The number of members as on September 15, 2023 (cut-off date) were 1393 and the members present at the meeting are as follows:

Category	Promoter/Promoter Group	Public	Total
In Person or through Proxy	N.A.	N.A.	-
Through Video Conferencing	1	62	63

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

Mr. Rachit Malhotra, Chief Compliance Officer & Company Secretary 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 and also apprised that the meeting was held through video conferencing in



accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

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

After confirmation by the Chief Compliance Officer & Company Secretary, of the presence of requisite quorum, the Chairman called the Meeting to order and commenced the proceedings of the Meeting. The Chairman welcomed the Directors & CEO and requested them to introduce themselves to the Members.

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

The representative of the Statutory Auditors of the Company for FY 2022-23 was also present at the Meeting through VC/OAVM.

The Chairman thereafter delivered his speech covering the summary on Company's performance for the Fiscal 2022-23 and progress during the period from April 1, 2023, till August 31, 2023.

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

It was informed that the Notice of 29th AGM and the Annual Report of the Company for the year ended 31st March, 2023, containing Audited Financial Statements (both on standalone & consolidated basis) & the report of Board and Auditors' thereon were made available to stakeholders on the website of the Company and were sent to the members electronically on their registered email-ids, and considering this the Notice and Annual Report were taken as read.

The Members were also informed that the Report of the Statutory Auditors and the Secretarial Auditors of the Company does not contain any qualification, observations, comments on any financial or other transactions or matters which have any adverse effect on the functioning of the Company and therefore, the reports were not required to be read at the AGM.

In terms of the Notice of 29th 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 on March 31, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, 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, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, 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 of INR 0.10 (Indian Rupees Ten Paise only) per Equity Share having nominal value of INR 10 (Indian Rupees Ten only) for the financial year ended March 31, 2023.
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.
Special Business		
4.	Special	To consider and approve the re-appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman of the Company for a period of 3 (three) years w.e.f. August 6, 2023.
5.	Special	To consider and approve the appointment of Mrs. Rashmi Fauzdar (DIN: 07599221) as the Independent Woman Director of the Company for a period of 5 (Five) years, w.e.f. August 24, 2023.

The Members were informed that Mr. Arun Kumar Gupta of M/s Arun Gupta & Associates, Company Secretaries was appointed as scrutinizer for the purpose of scrutinizing the e-voting at the meeting and remote e-voting process and the results of e-voting at the Meeting and remote e-voting shall be declared & submitted to BSE Limited after the AGM alongwith the Scrutinizer's Report and shall also be hosted on the website of the Company.

On behalf of the Board of Directors and Management of the Company, the Chief Compliance Officer & Company Secretary 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 Chief Compliance Officer & Company Secretary announced formal closure of the AGM with vote of thanks to the Chairman of the Meeting.

The meeting concluded at 09:59 A.M. (IST), including the time for e-voting at the AGM.



Declaration of Voting Results of remote e-voting and e-voting during 29th Annual General Meeting of the Members of Capital India Finance Limited held on Thursday, September 21, 2023 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	Thursday, September 21, 2023
2	Total Number of shareholders on record date	As on the cut-off date, i.e., September 15, 2023 - 1393
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 63 (Sixty Three) members were present 1 62
5	No. of resolution passed in the meeting	5 (Five) Resolution wise details of voting results enclosed



RESOLUTION WISE VOTING RESULT FOR THE 29TH 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, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, 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, 2023, comprising therein the Balance Sheet as at March 31, 2023, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2023, 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)		-	-	-	-	-	-
	Total		5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00
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)		-	-	-	-	-	-
	Total		0	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,03,929	78.26	1,64,03,929	0	100.00	0.00
	Poll		22,15,002	10.57	22,15,002	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,09,58,540	1,86,18,931	88.83	1,86,18,931	0	100.00
Total	7,77,34,260	7,53,94,651	96.99	7,53,94,651	0	100.00	0.00	

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



RESOLUTION WISE VOTING RESULT FOR THE 29TH ANNUAL GENERAL MEETING

Resolution No. 2: To declare dividend on equity shares of the Company for the financial year ended March 31, 2023.

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)		-	-	-	-	-	-
	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)		-	-	-	-	-	-
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,03,929	78.26	1,64,03,929	0	100.00	0.00
	Poll		22,15,002	10.57	22,15,002	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,86,18,931	88.83	1,86,18,931	0	100.00	0.00
	Total	7,77,34,260	7,53,94,651	96.99	7,53,94,651	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 29TH 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)		-	-	-	-	-	-
	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)		-	-	-	-	-	-
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,03,929	78.26	1,64,03,929	0	100.00	0.00
	Poll		22,15,002	10.57	22,15,002	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,86,18,931	88.83	1,86,18,931	0	100.00	0.00
	Total	7,77,34,260	7,53,94,651	96.99	7,53,94,651	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 29TH ANNUAL GENERAL MEETING

Resolution No. 4: To consider and re-appoint Dr. Harsh Kumar Bhanwala (DIN: 06417704) as Executive Chairman 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)		-	-	-	-	-	-
	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)		-	-	-	-	-	-
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,03,929	78.26	1,64,03,929	0	100.00	0.00
	Poll		22,15,002	10.57	22,15,002	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,86,18,931	88.83	1,86,18,931	0	100.00	0.00
	Total	7,77,34,260	7,53,94,651	96.99	7,53,94,651	0	100.00	0.00

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



RESOLUTION WISE VOTING RESULT FOR THE 29TH ANNUAL GENERAL MEETING

Resolution No. 5: To consider and approve the appointment of Mrs. Rashmi Fauzdar (DIN: 07599221) as an Independent Woman Director 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*	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)		-	-	-	-	-	-
	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)		-	-	-	-	-	-
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,64,03,929	78.26	1,64,03,929	0	100.00	0.00
	Poll		22,15,002	10.57	22,15,002	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,86,18,931	88.83	1,86,18,931	0	100.00	0.00
	Total	7,77,34,260	7,53,94,651	96.99	7,53,94,651	0	100.00	0.00

*E-voting includes voting through remote e-voting and e-voting during 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
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 29th Annual General Meeting ("AGM") of Capital India Finance Limited held on Thursday, 21st September, 2023 at 09:30 A.M. (IST) 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 29th Annual General Meeting ("AGM") of the Company held on Thursday, 21st September, 2023 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 General Circular No. 10/2022 dated 28th December, 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, and SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4, dated 05th January, 2023 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 30th August, 2023 *inter alia* specifying the date and time of the AGM, availability of the AGM notice on website of the Company, BSE Limited and KFin Technologies Limited, 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 during the AGM and declaration of results.



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, 011-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

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 29th August, 2023.

2.3 In terms of the MCA Circulars and SEBI Circulars, the Company has dispatched the AGM Notice and Annual Report on 29th August, 2023 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

The Voting rights were reckoned as on Friday, September 15, 2023, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1 Agency

The Company had appointed KFin Technologies Limited ("KFinTech" or "RTA"), 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 18th September, 2023 till 05:00 P.M. IST on 20th September, 2023 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 21st September, 2023 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 Mr. Vikas Talwar and Mr. Harsh Khandelwal 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 24th August, 2023 are enclosed herewith.

7.2 Based on the aforesaid results, we report that 3 Ordinary Resolutions and 2 Special Resolutions as set out in item Nos. 1 to 5 of the Notice of the 29th AGM dated August 24, 2023 have been passed with the requisite majority.

Arun Gupta & Associates

Company Secretaries

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, 2023, COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2023, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2023 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, 2023, COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2023, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2023 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 favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	68	73179649	100
E-voting during the AGM	3	2215002	100
Total	71	75394651	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 during 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 during the AGM	0	0
Total	0	0



Arun Gupta & Associates

Company Secretaries

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 ON MARCH 31, 2023.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	68	73179649	100
E-voting during the AGM	3	2215002	100
Total	71	75394651	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 during the AGM	0	0	0
Total	0	0	0

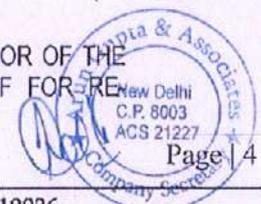
(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members	Number of votes
Remote e-voting	0	0
E-voting during 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.

ITEM NO. 3: ORDINARY RESOLUTION

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.



Arun Gupta & Associates

Company Secretaries

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	68	73179649	100
E-voting during the AGM	3	2215002	100
Total	71	75394651	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 during 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 during 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: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE RE-APPOINTMENT OF DR. HARSH KUMAR BHANWALA (DIN: 06417704) AS AN EXECUTIVE CHAIRMAN OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	68	73179649	100
E-voting during the AGM	3	2215002	100
Total	71	75394651	100



Arun Gupta & Associates

Company Secretaries

(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 during 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 during the AGM	0	0
Total	0	0

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 THE APPOINTMENT OF MRS. RASHMI FAUZDAR (DIN: 07599221) AS AN INDEPENDENT WOMAN DIRECTOR.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	68	73179649	100
E-voting during the AGM	3	2215002	100
Total	71	75394651	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 during the AGM	0	0	0
Total	0	0	0



Arun Gupta & Associates

Company Secretaries

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

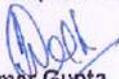
Particulars	Number of members	Number of votes
Remote e-voting	0	0
E-voting during the AGM	0	0
Total	0	0

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.

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 Chief Compliance Officer & 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 him.

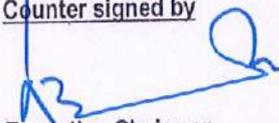
Thanking you
Yours faithfully

For Arun Gupta & Associates


Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
UDIN: A021227E001048077



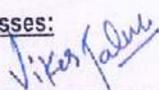
Counter signed by

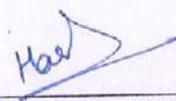

Executive Chairman
Capital India Finance Limited



Place: New Delhi
Date: 21/09/2023

Witnesses:

1) 
Name: Vikas Talwar
Address: 522, Sargodha Apartment, Plot 13,
Sector 7, Dwarka, New Delhi- 110075

2) 
Name: Harsh Khandelwal
Address: Madanpur Khadar, Sarita Vihar,
New Delhi - 110076