

Ref. No.: CIFL/BSE/2024-25/33

Thursday, September 26, 2024

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

Sub.: Proceedings & Outcome of the 30th Annual General Meeting of Capital India Finance Limited

Ref.: Regulation 30, 44(3) read with Schedule III to 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 the Securities and Exchange Board of India ("**SEBI**"), for conducting the general meetings of the companies through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**"), the 30th Annual General Meeting ("**AGM or meeting**") of the members of the Company was held on Thursday, September 26, 2024, at 11:00 A.M. (IST) and concluded at 11:28 A.M. (IST), including 15 (fifteen) minutes for e-voting at the AGM, through VC/OAVM. The deemed venue of the meeting was the Registered Office of the Company.

The members in its meeting have accorded its approval to the following matters:

S. No.	Particulars
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, together with the explanatory notes annexed thereto, or forming part of any of the aforesaid documents and the reports of the Board of the Directors and the Auditors thereon.
2.	Declared a final dividend of INR 0.10 (Indian Rupees Ten Paise only) per Equity Share of nominal value of INR 10 (Indian Rupees Ten only) each for the financial year ended on March 31, 2024.
3.	Re-appointed Mr. Keshav Porwal (DIN: 06706341) as a Director of the Company, who retired by rotation, and being eligible, offered himself for re-appointment.
4.	Appointed V. Sankar Aiyer & Co., Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company for a period of 3 (Three) consecutive years to hold office from the conclusion of 30 th AGM until the conclusion of 33 rd AGM. *
5.	Appointed General Dalbir Singh Suhag (Retd.) (DIN: 10742056) as Non-Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years commencing from August 13, 2024, not liable to retire by rotation. *

* The details required in compliance with Listing Regulations and circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, read with circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, ("**Circulars**") issued by SEBI, w.r.t. the appointment of Statutory Auditors and Independent Director have been disclosed by the Company vide its intimation dated August 13, 2024.

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

Registered office :
701, 7th Floor, Aggarwal Corporate Tower,
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Rajendra Place, New Delhi- 110008.

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

P : +91 11 6914 6000
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In regard to the aforesaid meeting, please find enclosed herewith:

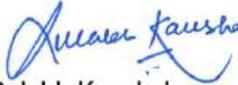
- a) A summary of the proceedings of 30th AGM of the Company in compliance with the Regulation 30 of the Listing Regulations read with the circulars issued by SEBI, as "Annexure - A";
- b) Voting Results of the remote e-voting and e-voting during the 30th AGM, in compliance with the Regulation 44 of the Listing Regulations read with the circulars issued by SEBI, as "Annexure - B"; and
- c) Consolidated Scrutinizer's Report dated September 26, 2024, issued by Mr. Arun Kumar Gupta, Proprietor of Arun Gupta & Associates, Company Secretaries, on remote e-voting and e-voting during the 30th 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, 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



Sulabh Kaushal
Chief Compliance Officer & Company Secretary
Membership No.: A34674



Encl.: As above

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Summary Proceedings of the 30th 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 26, 2024**
Time : **Commenced at 11:00 A.M. (IST) and Concluded at 11:28 A.M. (IST)**
Deemed Venue : **701, 7th Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre, Rajendra Place, New Delhi - 110008**
Mode : **Video Conferencing/Other Audio-Visual Means (“VC/OAVM”)**

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

Directors

1.	Mr. Vinod Somani	Non-Executive Chairman (Independent)
2.	Mr. Keshav Porwal	Managing Director
3.	Mr. Yogendra Pal Singh	Independent Director
4.	Ms. Rashmi Fauzdar	Independent Woman Director
5.	Ms. Jyuthika Mahendra Jivani	Independent Woman Director
6.	General Dalbir Singh Suhag (Retd.)	Independent Director

Invitees

1.	Mr. Pinank Jayant Shah	Chief Executive Officer
2.	Mr. Milind Agal	Partner, Singhi & Co., Chartered Accountants, Statutory Auditors of the Company
3.	Mr. Arun Kumar Gupta	Proprietor, Arun Gupta & Associates, Company Secretaries, Scrutinizer

In Attendance

1.	Mr. Sulabh Kaushal	Chief Compliance Officer & Company Secretary
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Members

The number of members as on September 20, 2024 (cut-off date) were 2199 and the members present at the meeting were as follows:

Category	Promoter/Promoter Group	Public	Total
In Person or through Proxy	N.A.	N.A.	-
Through Video Conferencing	1	59	60

Mr. Vinod Somani, Non-Executive Chairman (Independent), and also the Chairman of Audit Committee and Stakeholders Relationship Committee, chaired the meeting.

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Mr. Sulabh Kaushal, Chief Compliance Officer & Company Secretary, warmly welcomed the Directors, Officials, Members, and other invitees participating in the meeting via Video Conferencing (VC) and Audio-Visual Means (OAVM). He provided a brief overview of the procedural aspects for participation, including the availability of necessary statutory disclosures and registers for inspection. Mr. Sulabh also mentioned that the meeting was being conducted in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

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

After confirmation by the Chief Compliance Officer & Company Secretary regarding the presence of requisite quorum, the Chairman called the meeting to order and initiated the proceedings. He warmly welcomed the Members, Directors, CEO and other officers, inviting them to introduce themselves to the Members present.

The Directors & CEO introduced themselves to the Members. Mr. Yogendra Pal Singh, Chairman of the Nomination & Remuneration Committee was also present at the AGM.

The representative of the Statutory Auditors of the Company was also present at the AGM.

The Chairman then delivered his speech, summarizing the Company's financial performance for the year 2023-24, key performance metrics, operational highlights and the road ahead, providing insights into the company's overall growth and future prospects.

With the Chairman's permission, the Chief Compliance Officer & Company Secretary continued the proceedings of the AGM.

It was announced that the Notice of 30th AGM and the Annual Report for the year ended March 31, 2024, which included the Audited Financial Statements (on both standalone and consolidated basis) along with the reports from the Board and Auditors, were made available to stakeholders on the Company's website. Additionally, these documents were sent electronically to the members' registered email addresses. Given this, the Notice and Annual Report were taken as read.

The Members were informed that the reports from both the Statutory Auditors and the Secretarial Auditors of the Company contained no qualifications, reservations, adverse remark or disclaimers that would adversely affect the Company's functioning and therefore, the reports were taken as read at the AGM.

In terms of the Notice of 30th 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, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, 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

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		b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, 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 on March 31, 2024.
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 appoint Statutory Auditors of the Company.
Special Business		
5.	Special	To consider and appoint General Dalbir Singh Suhag (Retd.) (DIN: 10742056) as a Non-Executive Independent Director on the Board of the Company.

The Members were informed that Mr. Arun Kumar Gupta, Proprietor of 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 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 and BSE Limited.

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 11:28 A.M. (IST), including the time for e-voting at the AGM.



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Declaration of the Voting Results of remote e-voting and e-voting during the 30th Annual General Meeting of the Members of Capital India Finance Limited held on Thursday, September 26, 2024 at 11:00 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 26, 2024
2	Total Number of shareholders on record date	As on the cut-off date, i.e., September 20, 2024 – 2199
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 60 (Sixty) members were present 1 59
5	No. of resolution passed in the meeting	5 (Five) Resolution wise details of voting results enclosed



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RESOLUTION WISE VOTING RESULT FOR THE 30TH ANNUAL GENERAL MEETING – CAPITAL INDIA FINANCE LIMITED

Resolution No. 1: To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, 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 on March 31, 2024, comprising therein the Balance Sheet as at March 31, 2024, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2024, 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	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	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Total	7,77,34,260	7,32,52,384	94.23	7,32,52,384	0	100.00	0.00

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

One Shareholder from the Public - Non-Institution category, holding 25 shares have exercised his votes only on 5 shares.



RESOLUTION WISE VOTING RESULT FOR THE 30TH ANNUAL GENERAL MEETING – CAPITAL INDIA FINANCE LIMITED

Resolution No. 2: To consider and declare dividend on Equity Shares of the Company having nominal value of INR 10 (Indian Rupees Ten only) for the financial year ended on March 31, 2024.

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	1,64,76,669	78.62	1,64,76,669	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,64,76,669	78.62	1,64,76,669	0	100.00	0.00
	Total	7,77,34,260	7,32,52,389	94.23	7,32,52,389	0	100.00	0.00

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

One Shareholder from the Public - Non-Institution category, holding 25 shares have exercised his votes only on 10 shares.



RESOLUTION WISE VOTING RESULT FOR THE 30TH ANNUAL GENERAL MEETING – CAPITAL INDIA FINANCE LIMITED

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	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Total	7,77,34,260	7,32,52,384	94.23	7,32,52,384	0	100.00	0.00

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

One Shareholder from the Public - Non-Institution category, holding 25 shares have exercised his votes only on 5 shares.



RESOLUTION WISE VOTING RESULT FOR THE 30TH ANNUAL GENERAL MEETING – CAPITAL INDIA FINANCE LIMITED

Resolution No. 4: To consider and 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)		-	-	-	-	-	-
	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	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,64,76,664	78.62	1,64,76,664	0	100.00	0.00
	Total	7,77,34,260	7,32,52,384	94.23	7,32,52,384	0	100.00	0.00

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

One Shareholder from the Public - Non-Institution category, holding 25 shares have exercised his votes only on 5 shares.



RESOLUTION WISE VOTING RESULT FOR THE 30TH ANNUAL GENERAL MEETING – CAPITAL INDIA FINANCE LIMITED

Resolution No. 5: To consider and appoint General Dalbir Singh Suhag (Retd.) (DIN: 10742056) as a Non-Executive Independent Director on the Board 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	1,64,76,659	78.62	1,64,76,659	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,09,58,540	1,64,76,659	78.62	1,64,76,659	0	100.00	0.00
	Total	7,77,34,260	7,32,52,379	94.23	7,32,52,379	0	100.00	0.00

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

One Shareholder from the Public - Non-Institution category, holding 25 shares has abstained from voting.





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 Non- Executive Chairman
Capital India Finance Limited
CIN: L74899DL1994PLC128577
701, 7th Floor, Aggarwal Corporate Tower,
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New Delhi- 110008

Dear Sir,

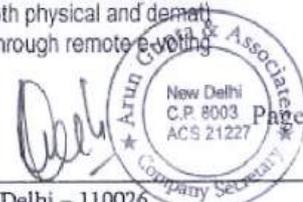
Sub: Consolidated Scrutinizer's Report on remote e-voting conducted and e-voting during the 30th Annual General Meeting ("AGM") of Capital India Finance Limited held on Thursday, 26th September, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment of Scrutinizer

I, Arun Kumar Gupta, Proprietor of M/s 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 30th Annual General Meeting ("AGM") of the Company held on Thursday, 26th September, 2024 at 11:00 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, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 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, SEBI Circular No. SEBI/HO/CFD/PoD- 2/P/CIR/2023/4, dated 05th January, 2023, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), an advertisement was published in Jansatta (Hindi Newspaper) and Financial Express (English newspaper) on 05th September, 2024 *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.



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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 04th September, 2024.

2.3 In terms of the MCA Circulars and SEBI Circulars, the Company has dispatched the AGM Notice and Annual Report on 4th September, 2024 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, 20th September, 2024, 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 23rd September, 2024 till 05:00 P.M. IST on 25th September, 2024 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 26th September, 2024 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. Teena Malhotra 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 13th August, 2024 are enclosed herewith.

7.2 Based on the aforesaid results, we report that 4 Ordinary Resolutions and 1 Special Resolution as set out in item Nos. 1 to 5 of the Notice of the 30th AGM dated 13th August, 2024 have been passed with the requisite majority.

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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, 2024, COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2024, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2024 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 ON MARCH 31, 2024, COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2024, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2024 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	73252384	100
E-voting during the AGM	0	0	0
Total	68	73252384	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

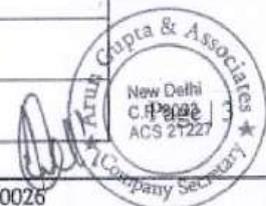
(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members	Number of Shares held	Number of votes
Remote e-voting	1	25	20
E-voting during the AGM	0	0	0
Total	1	25	20

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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, 2024:

(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	73252389	100
E-voting during the AGM	0	0	0
Total	68	73252389	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

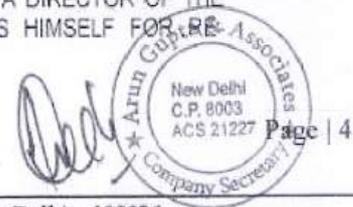
(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members	Number of Shares held	Number of votes
Remote e-voting	1	25	15
E-voting during the AGM	0	0	0
Total	1	25	15

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:



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(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	73252384	100
E-voting during the AGM	0	0	0
Total	68	73252384	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 Shares held	Number of votes
Remote e-voting	1	25	20
E-voting during the AGM	0	0	0
Total	1	25	20

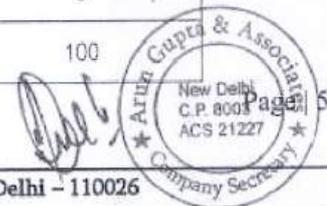
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

ITEM NO. 4: ORDINARY RESOLUTION

TO CONSIDER AND APPOINT STATUTORY AUDITORS OF THE COMPANY:

(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	73252384	100
E-voting during the AGM	0	0	0
Total	68	73252384	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 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 Shares held	Number of votes
Remote e-voting	1	25	20
E-voting during the AGM	0	0	0
Total	1	25	20

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

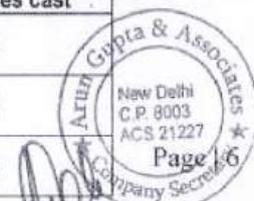
TO CONSIDER AND APPOINT GENERAL DALBIR SINGH SUHAG (RETD.) (DIN: 10742056) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY:

(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	67	73252379	100
E-voting during the AGM	0	0	0
Total	67	73252379	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



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Company Secretaries

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

Particulars	Number of members	Number of Shares held	Number of votes
Remote e-voting	1	25	25
E-voting during the AGM	0	0	0
Total	1	25	25

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 Non-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 Non-Executive Chairman or any other person authorized by him.

Thanking you
Yours faithfully
For Arun Gupta & Associates
Company Secretaries
Firm Regn. No. I2008DE626100

Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
PR 1008/2020
UDIN: A021227F001322846



Counter signed by

Sulabh Kaushal
Chief Compliance Officer and Company Secretary
Membership No.: A34674
Capital India Finance Limited



Place: New Delhi
Date: 26/09/2024

Witnesses:

1)

Name: Teena Malhotra
Address: Pandit Park, Krishna
Nagar
Delhi- 110051

2)

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