

September 27, 2019

Ref No.: CIFL/BSE-33/2019-20

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

Ref.:- Scrip Code – BSE – 530879

Subject: Intimation in compliance with the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") – Outcome & Proceedings of the 25<sup>th</sup> Annual General Meeting of Capital India Finance Limited

Dear Sir/Madam,

We wish to inform that the 25<sup>th</sup> Annual General Meeting ("AGM or meeting") of the members of Capital India Finance Limited ("Company"), was held today at 09:00 A.M. at "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi – 110003. The meeting was concluded at 09:35 A.M.

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

- a) a summary of the proceedings of the AGM of the Company in compliance Regulation 30 of the SEBI LODR read with circular vide no. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India ("SEBI") as "Annexure – A";
- b) Voting Results in compliance with the Regulation 44 of the SEBI LODR read with circular vide no. CIR/CFD/CMD/8/2015 dated November 4, 2015 issued by SEBI as "Annexure – B"; and
- c) Consolidated Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 dated September 27, 2019 on remote e-voting and voting through polling paper issued by M/s Arun Gupta & Associates, Company Secretaries as "Annexure – C".

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

Kindly take the aforesaid information on record and oblige.

Thanking you,

For Capital India Finance Limited



Rachit Malhotra  
Company Secretary & Compliance Officer  
Membership No. A39894



Encl: As above

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

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

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

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

Summary of the Proceedings of the 25<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Capital India Finance Limited (“Company”).

Day: Friday

Date: September 27, 2019

Time: Commenced at 9:00 A.M. and Concluded at 09:35 A.M.

Venue: “Magnolia” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003

**PRESENT:**

**Directors**

1. Mr. Vinod Somani, Chairman & Independent Director
2. Mr. Yogendra Pal Singh, Independent Director
3. Mr. Keshav Porwal, Managing Director
4. Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer
5. Mr. Vineet Kumar Saxena, Non-Executive Director

**Invitees**

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

**In Attendance**

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

**Members**

In Person : 50 (including 1 authorised representative)  
(including authorised representatives) representing 21,27,006 equity shares (2.74% of the total paid-up capital of the Company)

Through Proxy : Nil

Mr. Vinod Somani, Independent Director (being Chairman of the Board) chaired the meeting.

Mr. Rachit Malhotra, Company Secretary & Compliance Officer extended a warm welcome to the Directors, Officers, Members and others present in the meeting. He then introduced the Directors sitting on the dais.

He informed that:

- a) Ms. Shraddha Suresh Kamat, Woman Non-Executive Director could not attend the meeting due to her pre-occupation;
- b) M/s Naveen Garg & Associates, Company Secretaries, Secretarial Auditors could not attend the meeting due to their pre-occupation;

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- c) Mr. Vinod Somani, Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee is attending the meeting and is available for addressing the queries of members of the Company; and
- d) the Statutory Registers, Proxy Registers and other documents are made available for inspection by the members.

With the permission of the Chairman, Mr. Rachit Malhotra confirmed the presence of requisite quorum and called the meeting to order.

He thanked the members for their continued support and trust they have shown in the Company and continued with the proceedings of the meeting.

He informed that the Notice convening the AGM and Annual Report for the financial year 2018-19 were sent to all the members and to those entitled, through e-mail and through registered post on August 31, 2019. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the members of the Company to cast their vote electronically on all the resolution specified in the Notice convening the AGM. The remote e-voting commenced on September 24, 2019 at 09:00 A.M. and ended on September 26, 2019 at 05:00 P.M.

He further informed that the Company had engaged Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) as authorised agency to provide remote e-voting facility.

Upon request by the Company Secretary, Mr. Neeraj Toshniwal, Chief Financial Officer read out the Auditors' Report(s) and informed the members that the reports did not contain any qualification, observation or comment on any financial transactions or matters which have any adverse effect on the functioning of the Company.

Mr. Rachit Malhotra informed that the Secretarial Auditor's Report for the financial year 2018-19 did not contain any qualification, observation or comment on any matters which have any adverse effect on the functioning of the Company.

With the consent of members present, Notice convening the AGM together with Audited Financial Statements (both on standalone and consolidated basis) for the financial year 2018-19, Auditors' Reports and Boards' Report were taken as read.

Thereafter, the following business items as set out in the Notice convening the AGM and their implications were briefed by Mr. Rachit Malhotra:

#### Ordinary Business

##### 1. Adoption of:

- a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon.
2. Declaration of dividend on equity shares of the Company for the financial year ended on March 31, 2019 at the rate of Rs. 0.40/- (Forty Paise only) per equity share;
3. Re-appointment of Mr. Amit Sahai Kulshreshtha (DIN: 07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director;

#### Special Business

4. Appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company;
5. Revision in the remuneration of Mr. Keshav Porwal, Managing Director of the Company;
6. Revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company;
7. Issue of non-convertible debentures and other debt securities for an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only); and
8. Issuance of securities for an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof.

He informed the members that M/s Arun Gupta & Associates, Company Secretaries were appointed as the scrutinizer ("Scrutinizer") for the purpose of scrutinizing the votes casted (through remote e-voting and polling papers) in a fair and transparent manner.

It was informed that the members present, either in person or through proxy, and who did not cast their vote by remote e-voting, may cast their vote at the meeting through polling paper on the resolutions set out therein and put the same in the Ballot Box.

He then informed that the Scrutinizer shall consider the votes cast through remote e-voting/polling papers and then prepare the consolidated report of voting on all the resolutions and submit the same to the Chairman.

The Chairman authorised Mr. Rachit Malhotra, Company Secretary & Compliance Officer to receive the Scrutinizer's Report and announce the result of the voting.

With the permission of the Chairman, Mr. Rachit Malhotra concluded the meeting at 09:35 A.M. and Mr. Keshav Porwal, Managing Director gave a vote of thanks to the Chair, Members, Directors and Officers for attending the AGM.

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DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND VOTING THROUGH POLLING PAPERS AT 25<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CAPITAL INDIA FINANCE LIMITED HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 9.00 A.M. AT "MAGNOLIA" HABITAT WORLD, AT INDIA HABITAT CENTRE, LODHI ROAD, NEW DELHI-110003 PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

Sl. No	Particulars	Description
a	Date of AGM	Friday, September 27, 2019
b	Total Number of shareholders on record date i.e. September 20, 2019	667
c	No of shareholders present in the meeting either in person or through proxy:  Promoters and Promoters Group:  Public:	-  50 (Fifty) (including 1 (one) authorised representative representing 21,27,006 equity shares (2.74% of the total paid-up capital of the Company)
d	No. of shareholders attended the meeting through Video conferencing:  Promoters and Promoters Group:  Public:	Video conferencing facility was not provided.

**SUMMARY OF RESOLUTIONS PASSED AT THE AGM**

S. No.	Resolution	Ordinary / Special Resolution	Mode of Voting
1	To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon.	Ordinary	Remote E-Voting and Poll at AGM

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2	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019.	Ordinary	Remote E-Voting and Poll at AGM
3	To re-appoint Mr. Amit Sahai Kulshreshtha (DIN:07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director.	Ordinary	Remote E-Voting and Poll at AGM
4	To consider and approve the appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company.	Ordinary	Remote E-Voting and Poll at AGM
5	To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing Director of the Company.	Special	Remote E-Voting and Poll at AGM
6	To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company.	Special	Remote E-Voting and Poll at AGM
7	To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs.10,00,00,00,000/- (Rupees One Thousand Crores only).	Special	Remote E-Voting and Poll at AGM
8	To consider and approve issuance of securities for an aggregate amount not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) or its equivalent thereof.	Special	Remote E-Voting and Poll at AGM

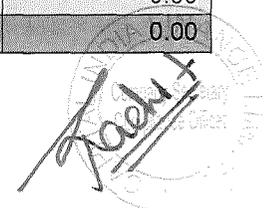


AGENDA WISE VOTING RESULT

Agenda No. 1: To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date 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, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditors thereon.

Resolution required	Ordinary Resolution							
Whether Promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>20958540</b>	<b>18399900</b>	<b>87.79</b>	<b>18399900</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>	<b>Total</b>	<b>77734260</b>	<b>75175620</b>	<b>96.71</b>	<b>75175620</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Agenda No. 2: To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019

Resolution required	Ordinary Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>20958540</b>	<b>18399900</b>	<b>87.79</b>	<b>18399900</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>	<b>Total</b>	<b>77734260</b>	<b>75175620</b>	<b>96.71</b>	<b>75175620</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

*Rachit*  
 RAJESH K. RAJESH  
 Company Secretary  
 Compliance Officer  
 CAPRI VENTURA FINANCE LIMITED

Agenda No. 3: To re-appoint Mr. Amit Sahai Kulshreshtha (DIN:07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director

Resolution required	Ordinary Resolution							
Whether Promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		56775720	56775720	100.00	56775720	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)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20958540	18399900	87.79	18399900	0	100.00
<b>Total</b>		<b>77734260</b>	<b>75175620</b>	<b>96.71</b>	<b>75175620</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

*Aachi*



Agenda No. 4: To consider and approve the appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company.

Resolution required	Ordinary Resolution							
Whether Promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		56775720	56775720	100.00	56775720	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)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20958540	18399900	87.79	18399900	0	100.00
Total		77734260	75175620	96.71	75175620	0	100.00	0.00

*Kachit*  


Agenda No. 5: To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing 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	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		56775720	56775720	100.00	56775720	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)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20958540	18399900	87.79	18399900	0	100.00
Total		77734260	75175620	96.71	75175620	0	100.00	0.00

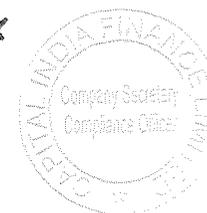
*Kachh*

CAPITAL INDIA FINANCIAL LIMITED  
Company Secretary  
Compliance Officer

Agenda No. 6: To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer of the Company

Resolution required	Special Resolution							
Whether Promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		56775720	56775720	100.00	56775720	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)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20958540	18399900	87.79	18399900	0	100.00
<b>Total</b>		<b>77734260</b>	<b>75175620</b>	<b>96.71</b>	<b>75175620</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

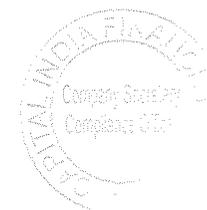
*Tachit*



Agenda No. 7: To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs.10,00,00,00,000/- (Rupees One Thousand Crores only).

Resolution required	Special Resolution							
Whether Promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		56775720	56775720	100.00	56775720	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)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20958540	18399900	87.79	18399900	0	100.00
Total		77734260	75175620	96.71	75175620	0	100.00	0.00

*Rachet*



Agenda No. 8: To consider and approve issuance of securities for an aggregate amount not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) or its equivalent thereof.

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	20958540	18399799	87.79	18399799	0	100.00	0.00
	Poll		101	0.00	101	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>20958540</b>	<b>18399900</b>	<b>87.79</b>	<b>18399900</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>	<b>77734260</b>	<b>75175620</b>	<b>96.71</b>	<b>75175620</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

*Rachit*

CAPITAL INDIA FINANCE LIMITED  
Company Secretary  
Compliance Officer



# Arun Gupta & Associates

## *Company Secretaries*

### Consolidated Scrutinizer's Report

*[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended]*

To,

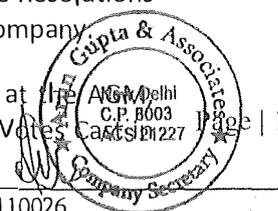
The Chairman  
Capital India Finance Limited  
2<sup>nd</sup> Floor, DLF Center, Sansad Marg,  
New Delhi-110001

**Sub: Consolidated Scrutinizer Report on voting through electronic means and Poll conducted at the 25<sup>th</sup> Annual General Meeting of the Members of Capital India Finance Limited ("Company") Held on Friday, 27<sup>th</sup> September, 2019 at 09:00 A.M. at "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003**

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 to scrutinize the Remote e-voting process carried out during September 24, 2019 (09.00 A.M.) to September 26, 2019 (05.00 P.M.) and physical poll process at the 25<sup>th</sup> Annual General Meeting (AGM) held on **Friday, 27<sup>th</sup> day of September, 2019 at 09:00 A.M.** at "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 submit my report as under:

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice to the 25<sup>th</sup> Annual General Meeting of the Company
- 2) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report in respect of Votes Casts in 2019

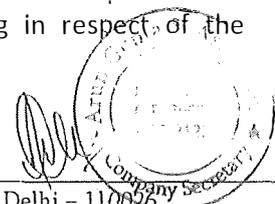


Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026  
Contact: +91-9818845037, +91-9650001537, +91-11-28316719  
E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

# Arun Gupta & Associates

## *Company Secretaries*

- “favor” or “against” the resolutions stated in the notice of Annual General Meeting (“Notice”), based on the votes casted through polling papers at the meeting and reports generated from the e-voting system provided by **Karvy Fintech Private Limited** (formerly known as KCPL Advisory Services Private Limited) (“Karvy”).
- 3) The Company has completed the dispatch of the notices to the members by 31<sup>st</sup> August 2019.
  - 4) The Members of the Company holding shares as on the “cut-off” date i.e. Friday, 20<sup>th</sup> September 2019 were entitled to vote on the resolutions as contained in the Notice.
  - 5) The Remote e-voting was commenced on Tuesday, 24<sup>th</sup> September 2019 at 9.00 A.M. and ended on Thursday, 26<sup>th</sup> September 2019 at 5.00 P.M. The e-voting platform was blocked thereafter by Karvy.
  - 6) The facility for voting through polling papers was made available at the meeting for the members who were present and had not casted their vote by Remote e-voting. Such members exercised their right to vote at the meeting through ballot papers.
  - 7) I have locked and sealed empty ballot box in the presence of the all members and proxies. Thereafter, members have casted their votes and dropped the polling papers in the ballot boxes.
  - 8) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers were opened in the presence of two witnesses who were not in employment of Company and votes were diligently scrutinized.
  - 9) The Polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
  - 10) Thereafter, the votes casted through Remote e-voting were unblocked from the website of Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) i.e. <https://evoting.karvy.com> in the presence of Ms. Reema Miglani and Ms. Divya Gupta who are not in employment of the Company.
  - 11) The polling papers were diligently scrutinized, the details of members with signatures were verified and the shareholding was matched /confirmed with the Register of Member(s) of the Company.
  - 12) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions:



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# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 1: ORDINARY RESOLUTION**

To consider and approve:

(A) the audited standalone financial statements of the Company for the financial year ended on March 31, 2019, including the audited balance sheet as at March 31, 2019, the statement of profit and loss and cash flow statement for the financial year ended on that date 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, 2019, including the audited balance sheet as at March 31, 2019, the statement of profit and loss and cash flow statement for the financial year ended on that date 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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

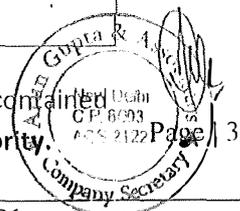
**(ii) Voted against the resolution:**

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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



# Arun Gupta & Associates

*Company Secretaries*

**ITEM NO. 2: ORDINARY RESOLUTION**

To declare dividend on equity shares of the Company for the financial year ended on March 31, 2019.

**(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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

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

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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



# Arun Gupta & Associates

*Company Secretaries*

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**ITEM NO 3: ORDINARY RESOLUTION**

To re-appoint Mr. Amit Sahai Kulshreshtha (DIN: 07869849), who retires by rotation, and being eligible, offers himself for re-appointment as a Director.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

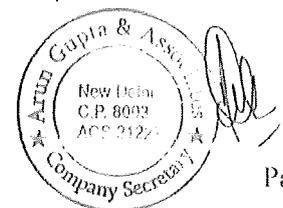
**(ii) Voted against the resolution:**

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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



# Arun Gupta & Associates

*Company Secretaries*

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## ITEM NO 4: ORDINARY RESOLUTION

To consider and approve the appointment of Mr. Yogendra Pal Singh as an Independent Director of the Company.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

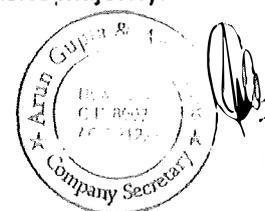
### (ii) Voted against the resolution:

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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.



# Arun Gupta & Associates

## *Company Secretaries*

### ITEM NO 5: SPECIAL RESOLUTION

To consider and approve the revision in the remuneration of Mr. Keshav Porwal, Managing 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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

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

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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



# Arun Gupta & Associates

*Company Secretaries*

## ITEM NO 6: SPECIAL RESOLUTION

To consider and approve the revision in the remuneration of Mr. Amit Sahai Kulshreshtha, Executive Director & Chief Executive Officer 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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

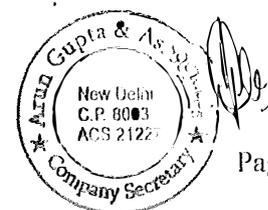
### (ii) Voted against the resolution:

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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.



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# Arun Gupta & Associates

## *Company Secretaries*

### ITEM NO 7: SPECIAL RESOLUTION

To consider and approve the issue of non-convertible debentures and other debt securities for an amount not exceeding Rs. 10,00,00,00,000/- (Rupees one thousand crores only).

**(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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

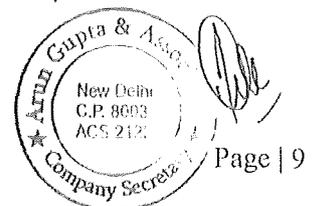
**(ii) Voted against the resolution:**

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

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.



# Arun Gupta & Associates

*Company Secretaries*

## ITEM NO 8: SPECIAL RESOLUTION

To consider and approve issuance of securities for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred crore only) or its equivalent thereof.

### (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	15	75175519	100.00%
Poll	18	101	100.00%
<b>Total</b>	<b>33</b>	<b>75175620</b>	<b>100.00%</b>

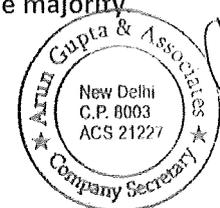
### (ii) Voted against the resolution:

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

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	583
<b>Total</b>	<b>4</b>	<b>583</b>

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 8 of the Notice of the AGM has been passed with requisite majority.



# Arun Gupta & Associates

## *Company Secretaries*

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- 13) I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the members of the Company to record the assent or dissent received, duly mentioning the particulars of name, address, folio number or client ID/DP ID of the members, number of shares held by them, nominal value of such shares.
- 14) The relevant records relating to poll including voting by electronic means shall remain in my custody until the Chairman considers, approves and signs the minutes of 25<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
- 15) The results of the Voting shall be declared by the Chairman or any other person authorized by Board.

Thanking you  
Yours faithfully

For Arun Gupta & Associates

**Arun Kumar Gupta**  
(Scrutinizer)  
Membership No. 21227  
C.P. No. 8003



Counter signed by

**Rachit Malhotra**  
(Duly authorised by the Chairman of  
the 25<sup>th</sup> Annual General Meeting)



Place: New Delhi  
Date: 27/09/2019

Witnesses:

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

Name: Reema Miglani  
Address: 5/28A, Moti Nagar  
Delhi-110015

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

Name: Divya Gupta  
Address: 670, Gautam Nagar  
Delhi-110049