

Tuesday September 25, 2018
REF. NO. CIFL/BSE-01/2018-19

To,
The Manager – Listing,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref.:- Scrip Code – BSE-530879

Sub: Submission of outcome of voting results of Postal Ballot (including voting through electronic means) pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Consolidated Scrutinizer's Report

Dear Sir / Ma'am,

This is to inform you that consequent to the approval of the Board of Directors ("Board") in its meeting held on August 07, 2018, the Company had sought approval of the shareholders by way of postal ballot for the following resolutions/matters:

1. To consider and approve the 'CIFL Employee Stock Option Plan 2018';
2. To consider and approve the grant of employee stock options to the employees of subsidiary(ies) of the Company under 'CIFL Employee Stock Option Plan 2018';
3. To consider and approve the grant of options equal to or exceeding 1% of issued capital to identified employee;
4. To make investment(s), give loans, guarantees and provide securities beyond the limits specified under Section 186 of the Companies Act, 2013.

The Board had also appointed M/s Manish Kumar & Associates, Company Secretaries as Scrutinizer for conducting the postal ballot (including voting through electronic means) process in a fair and transparent manner. The detailed scrutinizer's report submitted to the Chairman is enclosed.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the results of postal ballot (including voting through electronic means) for the resolutions as set out in the Postal Ballot Notice dated August 07, 2018 is submitted below:

Date of EGM/AGM/Date of declaration of results of Postal Ballot	Tuesday September 25 2018
Total No. of shareholders on Record Date: (being the cut-off date of determining shareholders entitled to cast vote by voting through electronic means/postal ballot – Friday, August 10, 2018)	545
No. of Shareholders voted (including voted through electronic means)	26
Promoter and Promoter Group	1

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
CIN No: L74899DL1994PLC128577
(Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd)

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




Public (including others)	25
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	Not applicable
No. of shareholders attended through video conferencing Promoter and Promoter Group: Public:	Not applicable

Resolution no. 1	Approval of 'CIFL Employee Stock Option Plan 2018'.
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	29615300	29615300	100.00	29615300	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total	13570400	6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

Resolution no. 2	Approval of grant of Employee Stock Options to the employees of the Subsidiary(ies) of the Company under 'CIFL Employee Stock Option Plan 2018'
Resolution required: (Ordinary / Special)	Special

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Whether promoter/promoter group are interested in the agenda/resolution?	No
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Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	29615300	29615300	100.00	29615300	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total	13570400	6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

Resolution no. 3	Approval of grant of options equal to or exceeding 1% of issued capital to identified employees
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
	E-Voting		29615300	100.00	29615300	0	100.00	0.00




Promoter and Promoter Group	Postal Ballot	29615300	0	0.00	0	0	0.00	0.00
	Total	29615300	29615300	100.00	29615300	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total	13570400	6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

Resolution no. 4	Approval to make investment(s), give loans, guarantees and provide securities beyond the limits specified under Section 186 of the Companies Act, 2013.
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	29615300	29615300	100.00	29615300	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00




Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total	13570400	6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

Based on the abovesaid results and consolidated scrutinizer's report, all the resolutions/ matters set out in Postal Ballot Notice were passed with requisite majority.

The outcome and consolidated scrutinizer's report will also be made available on the Company's website at: www.capitalindia.com

We request you to take note of the above information on record and oblige.

**For Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)**

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



Enclosed: As above

**CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING THROUGH POSTAL BALLOT AND
ELECTRONIC MEANS**

To,
The Chairman,
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)
2nd Floor, DLF Centre, Sansad Marg,
New Delhi – 110001

Sub: **Scrutinizer's Report on voting through Postal Ballot including voting through electronic means conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited)** (hereinafter referred as "the Company") on August 07, 2018, I, Manish Kumar, proprietor, Manish K & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice of the Company dated August 07, 2018 through Postal Ballot (Postal Ballot Notice).

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on the Postal Ballot(s) received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency to provide e-voting facility and the Registrar and Transfer Agent engaged by the Company, till the time fixed for closing of the voting process i.e. till 5 P.M. (IST) on September 23, 2018.

The notice dated August 07, 2018 was sent to the shareholders of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut off date i.e. August 10, 2018 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.



In this regard, I submit my report as under:

1. The Company completed the dispatch (including electronic mode) of Postal Ballot Notice, Postal Ballot form along with postage prepaid business reply envelope to its Members with a request for e-voting on August 23, 2018 through Speed Post and e-mail, to those members whose e-mail addresses are registered in the records of depository participant.
2. Particulars of all the Postal Ballot forms and e-voting received from the members have been entered in the Register maintained separately for the purpose.
3. The voting commenced on 9:00 A.M. (IST) on August 25, 2018 and ended at 5.00 P.M. (IST) on September 23, 2018 (both days inclusive) for physical postal ballots as well as for e-voting.
4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot forms as well as e-voting communications received up to the close of working hours i.e. 5.00 P.M. (IST) on September 23, 2018, (the last date and time fixed by the Company for receipt of the Postal Ballot form & e-voting) were considered for my scrutiny.
5. The members have exercised their voting either by electronic or physical mode. Members opting for e-voting facility have cast their e-votes, on URL: <https://www.evoting.nsdl.com>, provided by NSDL.
6. 1 (One) envelope containing Postal Ballot form received after 5.00 P.M. (IST) on September 23, 2018 was not considered by me for scrutiny.
7. The Postal Ballot form as well as e-voting communications were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries.
8. The result of Postal Ballot voting (including e-voting) in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

Item No. 1: To consider and approve the 'CIFL Employee Stock Option Plan 2018'.

Mode of Voting: Postal Ballot forms and e-voting.

Results of Postal Ballot (including e-voting) in respect of resolution are below:

Resolution no. 1	Approval of 'CIFL Employee Stock Option Plan 2018'.
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100



Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		29615300	100.00	29615300	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	*Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total		6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

*No. of votes polled does not include no. of votes invalid and no. of votes abstain.
Excludes 666 invalid votes by 4 members

Item No. 2: To consider and approve the grant of employee stock options to the employees of subsidiary(ies) of the company under 'CIFL Employee Stock option plan 2018'.

Mode of Voting: Postal Ballot forms and e-voting.

Results of Postal Ballot (including e-voting) in respect of resolution are below:

Resolution no. 2	Approval of grant of Employee Stock Options to the employees of the Subsidiary(ies) of the Company under 'CIFL Employee Stock Option Plan 2018'
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		29615300	100.00	29615300	0	100.00	0.00
Public-	E-Voting		0	0.00	0	0	0.00	0.00



Institutions	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	*Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total		6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

*No. of votes polled does not include no. of votes invalid and no. of votes abstain.
Excludes 666 invalid votes by 4 members

Item No. 3: To consider and approve the grant of options equal to or exceeding 1% of issued capital to identified employee.

Mode of Voting: Postal Ballot forms and e-voting.

Results of Postal Ballot (including e-voting) in respect of resolution are below:

Resolution no. 3	Approval of grant of options equal to or exceeding 1% of issued capital to identified employees
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		29615300	100.00	29615300	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	*Postal Ballot		1227	0.0090	1227	0	100.00	0.00



	Total		6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

*No. of votes polled does not include no. of votes invalid and no. of votes abstain.
Excludes 666 invalid votes by 4 members

Item No. 4: To make investment(s), give loans, guarantees and provide securities beyond the limits specified under Section 186 of the Companies Act, 2013.

Mode of Voting: Postal Ballot forms and e-voting.

Results of Postal Ballot (including e-voting) in respect of resolution are below:

Resolution no. 4	Approval to make investment(s), give loans, guarantees and provide securities beyond the limits specified under Section 186 of the Companies Act, 2013.
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No


Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	29615300	29615300	100.00	29615300	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		29615300	100.00	29615300	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13570400	6356916	46.8439	6356916	0	100.00	0.00
	*Postal Ballot		1227	0.0090	1227	0	100.00	0.00
	Total		6358143	46.8529	6358143	0	100.00	0.00
Total		43185700	35973443	83.2994	35973443	0	100.00	0.00
Whether resolution is Pass or Not.						Yes		

*No. of votes polled does not include no. of votes invalid and no. of votes abstain.
Excludes 666 invalid votes by 4 members



9. Based on the above Postal Ballot voting (including e-voting), all the aforesaid resolutions contained in Postal Ballot Notice are approved by requisite majority.
10. The electronic data along with the postal ballot and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary & Compliance Officer for preserving safely after counter signing the report.
11. This report has been issued at the request of the Company for (i) submission to stock exchanges, (ii) to be placed on the website of the Company and (iii) website of Registrar and Transfer Agent. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

For Manish K & Associates
Practicing Company Secretaries


Manish Kumar
Proprietor
M. No.: A43111
COP: 15931



For CAPITAL INDIA FINANCE LIMITED


Company Secretary/ Director

Date: September 25, 2018
Place: New Delhi