

Ref. No.: CIFL/BSE/2024-25/15

Friday, June 14, 2024

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

Sub.: Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") along-with Scrutinizer's Report

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 and pursuant to Regulation 44 and other applicable provisions of the Listing Regulations, as amended from time to time, the Company had sought the approval of the shareholders of the Company by way of postal ballot for the special resolution as set out in the Postal Ballot Notice dated May 10, 2024 ("**Postal Ballot**") through remote e-voting.

The remote e-voting for the postal ballot commenced on May 16, 2024 (09:00 A.M.), and the last date for casting votes was June 14, 2024 (05:00 P.M.).

In this regard, please find enclosed herewith:

- a) Voting Results in compliance with the Regulation 44 of the Listing Regulations as "**Annexure - A**"; and
- b) Scrutinizer's Report dated June 14, 2024, on remote e-voting for the Postal Ballot, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provision of the Listing Regulations, issued by Mr. Arun Kumar Gupta of M/s. Arun Gupta & Associates, Company Secretaries as "**Annexure - B**".

Pursuant to the aforesaid results, the special resolution as set out in the Postal Ballot Notice with respect to, "*Appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392) as a Non-Executive Independent Director on the Board of the Company*", was approved with requisite majority on June 14, 2024 (last date of remote e-voting).

The aforesaid information can also be accessed from the website of the Company at www.capitalindia.com.

Kindly take the above information on record and oblige.

Thanking you,
For Capital India Finance Limited




Rachit Malhotra
Chief Compliance Officer & Company Secretary
Membership No.: A39894

Encl: As above

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

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

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

P : +91 11 4954 6000
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Annexure - A

Declaration of Voting Results of remote e-voting of the Postal Ballot of Capital India Finance Limited 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/EGM | Not Applicable <i>Resolution passed through Postal Ballot on June 14, 2024 (last date of remote e-voting)</i> |
| 2 | Total Number of shareholders on record date | As on the cut-off date, i.e., May 10, 2024 – 1,404 |
| 3 | No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter group b) Public | Not Applicable <i>(Resolution passed through Postal Ballot)</i> |
| 4 | No. of shareholders attended the meeting through video conferencing a) Promoters and Promoter group b) Public | Not Applicable <i>(Resolution passed through Postal Ballot)</i> |

RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 1: Appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392) 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 | | - | - | - | - | - | |
| | 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 | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| | Total | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Non Institutions | E-Voting* | 2,09,58,540 | 1,17,66,656 | 56.1425 | 1,17,66,643 | 13 | 99.9999 | 0.0001 |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot (if applicable) | | - | - | - | - | - | |
| | Total | 2,09,58,540 | 1,17,66,656 | 56.1425 | 1,17,66,643 | 13 | 99.9999 | 0.0001 |
| | Total | 7,77,34,260 | 6,85,42,376 | 88.1752 | 6,85,42,363 | 13 | 100.0000 | 0.0000 |

*Postal Ballot through remote E-voting



Arun Gupta & Associates

Company Secretaries

Scrutinizer's Report

[Pursuant to the provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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

Subject: Scrutinizer's Report on Postal Ballot (E-Voting)

Dear Sir,

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 ("Company")** for scrutinizing the e-voting process in a fair and transparent manner pursuant to Section 108 & 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated May 10, 2024.

The Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for passing of Resolution through Postal Ballot by e-voting process.

As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2023 dated September 25, 2023 and other Circulars in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023, (hereinafter collectively referred to as "Circulars"), the Company has sent the Postal Ballot Notice dated May 10, 2024 on May 15, 2024, by email only to those members whose name appeared on the Register of Members/List of beneficiaries and whose e-mail ID(s) were registered with the Company/Depositories as on the cut-off date i.e. Friday, May 10, 2024.

As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in "Jansatta" in all editions in Hindi and "Financial Express" in all editions in English on May 16, 2024, confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.



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

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Company Secretaries

The Company has appointed KFin Technologies Limited ("KFinTech"), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from, May 16, 2024 at 9:00 A.M. and ended on June 14, 2024 at 5:00 P.M. on the designated website of KFinTech i.e. <https://evoting.kfintech.com> and the e-voting module was blocked by KFinTech thereafter.

The Votes cast were then un-blocked after the e-voting module was disabled by KFinTech on June 14, 2024. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

Votes cast through electronic means up to 5:00 P.M. on June 14, 2024 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since, there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper does not arise.

On proper scrutiny and summary of all the votes casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:

ITEM NO. 1: SPECIAL RESOLUTION

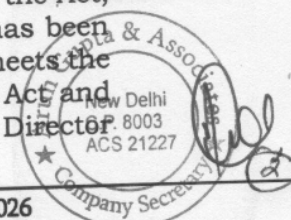
APPOINTMENT OF MS. JYUTHIKA MAHENDRA JIVANI (DIN: 10558392) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, and subject to provisions of the Articles of Association of the Company and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Jyuthika Mahendra Jivani (DIN: 10558392), who was appointed as an additional director on the Board of the Company with effect from March 20, 2024 and who holds office up to the date of ensuing General Meeting or three months from the date of such appointment and in respect of whom a notice under Section 160 of the Act, proposing her candidature for the office of Independent Director has been received in writing, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as an Independent Director

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on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 20, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Ms. Jyuthika Mahendra Jivani as may be recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors ("**Board**") (which term shall include the Nomination & Remuneration Committee of the Board or such other Committee of the Board as authorised by Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with the power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) to give effect to this resolution."

(i) Voted in "favour" of the resolution:

| Particulars | Number of members voted | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|-------------|-------------------------|---------------------------------------|---------------------------------------|
| E-voting | 40 | 68542363 | 100% |

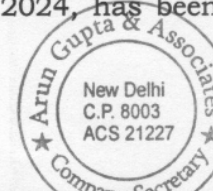
(ii) Voted "against" the resolution:

| Particulars | Number of members voted | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|-------------|-------------------------|---------------------------------------|---------------------------------------|
| E-voting | 9 | 13 | 0% |

(iii) Invalid Votes/ Abstain from Voting:

| Particulars | Number of members whose votes were declared invalid / Abstain from Voting | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------|---|---------------------------------------|---------------------------------------|
| E-voting | 0 | 0 | 0 |

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated May 10, 2024, has been **passed with requisite majority.**



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Company Secretaries

Since, the special resolution has been passed with requisite majority, we request to the Non-Executive Chairman/ Authorised Signatory of the Company, to announce the voting results of Postal Ballot.

We have e-mailed all the e-registers and records relating to e-voting for safe custody to the Chief Compliance Officer & Company Secretary of the Company.

Thanking you,
Yours faithfully,
For **Arun Gupta & Associates**




Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
Firm Regn. No. I2008DE626100
PR 1008/2020
UDIN: A021227.F000565287

Counter signed by





Rachit Malhotra
(Chief Compliance Officer &
Company Secretary)
Capital India Finance Limited

Place: New Delhi
Date: June 14, 2024

Witnesses:



1) Harsh Khandelwal
Address: House no. 428,
Chauhan Mohalla, Madanpur
Khadar, New Delhi - 110076



2) Shaina Manchanda
Address: 121, Sector-3,
Bharatpur, Rajasthan-
321001