



CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Regd. Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, **Ph. No.** 011-4954 6000

Corporate office: A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051. **Ph. No.** 022-4503 6000

Website: www.capitalindia.com, **Email ID:** secretarial@capitalindia.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote)

1.	Name and Registered Address of the sole/First named member (In block letters)	
2.	Name(s) of the Joint Holder(s), if any (In block letters)	
3.	Registered Folio No. / DP ID No.*/ Client ID No.*: (*Applicable to shareholders holding shares in dematerialized form)	
4.	Number of shares held as on December 22, 2017:	

I/ We hereby exercise my/ our vote in respect of the following resolution(s) to be passed through postal ballot for the business(es) as set out in the Postal Ballot Notice dated December 22, 2017 by sending my/our assent (FOR) or dissent (AGAINST), to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for increasing in Authorised Share Capital of the Company.			
2.	Special Resolution for increasing the borrowing powers of the Board of Directors.			
3.	Special Resolution for increasing the powers of the board of directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company / creation of charge or mortgage on the company's properties both present and future, in respect to borrowings.			

Place :

Date :

Signature of the Shareholder/Authorized Representative
(Strike out whichever is not applicable)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (E-Voting Sequence Number)	USER ID	#SEQUENCE NUMBER

#Applicable to those members who have not updated their PAN with the Company/Depository Participant

Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote will be available during the following period:

Commencement of voting: From 9 a.m. (IST) on Friday, December 29, 2017

End of voting: At 5.00 p.m. (IST) on Saturday, January 27, 2018 (both days inclusive)

The facility for voting through electronic means will be disabled by NSDL upon expiry of the aforesaid period.

INSTRUCTIONS

1. A Member may vote through the Postal Ballot Form or alternatively may vote electronically. In case, a Member exercises the voting rights electronically then there is no need to send this form. For e-Voting instructions, please refer the Postal Ballot Notice.
2. A Member entitled to vote and desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted from India). However, any envelope containing Postal Ballot form if deposited in person or sent by courier / any other mode at the expenses of the Member shall also be accepted. It is however clarified that the members desirous to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to Scrutinizer.
3. Members are requested to convey their assent / dissent in this Postal Ballot Form by placing the tick mark at the appropriate box. A Member need not cast all the votes in the same way. The assent / dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
4. Duly Completed form should reach the Company not later than 5.00 p.m. on Saturday, January 27, 2018 Postal Ballot Forms received after this time and date will be treated as if reply from the Member has not been received.
5. This Form must be completed and signed by the Member. In case of joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company / Depository Participants) by the first named Member and in his absence, by the next named joint holder. A Power of Attorney ("PoA") holder may vote on behalf of a Member, enclosing the copy of a PoA duly attested by Notary Public.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution together with the specimen signature(s) of the duly authorised signatories.
7. Members are requested to fill in the Postal Ballot Form with indelible ink and not in any erasable writing mode.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date of Friday, December 22, 2017.
9. There will be one Postal Ballot Form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
10. The votes of a member shall be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
 - c) If the postal ballot form is unsigned, incomplete or incorrectly filled
 - d) if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - e) A form other than one issued by the Company has been used;
 - f) It has not been signed by or on behalf of the Member;
 - g) Neither assent nor dissent is mentioned;
 - h) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
11. Postal ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original postal ballot form is received within prescribed time period
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.