



## CAPITAL INDIA FINANCE LIMITED

CIN: L74899DL1994PLC128577

**Registered Office:** 701, 7<sup>th</sup> Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre, Rajendra Place, New Delhi - 110008

**Tel.:** 011-69146000, **Website:** [www.capitalindia.com](http://www.capitalindia.com), **E-mail:** [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com)

### NOTICE OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 31<sup>st</sup> (Thirty First) Annual General Meeting ("**AGM**") of the members of Capital India Finance Limited ("**Company**") for the financial year ended on March 31, 2025, will be held on **Thursday, September 25, 2025, at 11:00 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means ("**VC / OAVM**") facility to transact the following business(es):

#### ORDINARY BUSINESS:

##### 1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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 Directors and the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company, for the financial year ended on March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon as circulated to the members with the Notice of the 31<sup>st</sup> Annual General Meeting of the Company, be and are hereby considered and adopted."

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, comprising therein the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2025, 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 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company, for the

financial year ended on March 31, 2025, together with the report of the Auditors thereon as circulated to the members with the Notice of the 31<sup>st</sup> Annual General Meeting of the Company, be and are hereby considered and adopted."

2. To consider and declare dividend on Equity Shares of the Company having nominal value of INR 2 (Indian Rupees Two only) for the financial year ended on March 31, 2025 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend of INR 0.02 (Indian Rupee Two Paise only) per Equity Share having nominal value of INR 2 (Indian Rupees Two only) each, fully paid-up of the Company as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended on March 31, 2025 and the same be paid out of the profits of the Company."

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 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Mr. Keshav Porwal (DIN: 06706341), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

4. To consider and approve the re-appointment of Mr. Keshav Porwal (DIN: 06706341) as Managing Director of the Company for a period of 3 (three) years and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 or any other applicable rules, regulations or directives issued by the Reserve Bank of India or any other statutory authority from time to time, the Policy on Compensation of Directors, Executives and Other Employees of the Company as amended from time to time and subject to such other consent, sanction and permission as may be necessary and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Keshav Porwal (DIN: 06706341), as Managing Director of the Company, for a period of 3 (three) years, with effect from November 27, 2025, liable to retire by rotation, on the following terms and conditions including remuneration:

S. No.	Particulars	Remuneration per annum (INR)
<b>A</b>	<b>Remuneration</b>	
	Basic Salary	80,00,000
	Other allowances (Fixed)	1,13,33,333
	Leave Travel Allowance	6,66,667
	Gratuity	3,84,800
	<b>Cost to Company</b>	<b>2,03,84,800</b>
<b>B</b>	<b>Perquisites</b>	
	Company provided car with driver and fuel	Actuals
	Club(s) Membership	Actuals
<b>C</b>	<b>Other benefits if any</b>	
	Medical Insurance	As per Company's Policy
	Life Insurance/ Personal Accident Insurance	As per Company's Policy
	Leaves	As per Company's Policy

**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 the Board) be and is hereby authorised to amend, alter or modify the terms and conditions including to vary the overall remuneration payable to him as the Managing Director of the Company from time to time, for an amount not exceeding 25% (Twenty Five Percent) of the remuneration of preceding year, during the currency of his tenure and to modify the type and amount of perquisites, bonus and other benefits payable to him, in such manner as may be considered appropriate and agreed between him and the Company.

**RESOLVED FURTHER THAT** Mr. Keshav Porwal, Managing Director of the Company shall have such roles, responsibilities and authorities as may be delegated to him by the Board, from time to time.

**RESOLVED FURTHER THAT** the 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."

- To consider and approve amendment in the object clause of the Memorandum of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and such other rules, regulations, guidelines, as may be applicable and subject to such requisite approvals, consents, permissions and / or sanctions as may be necessary and such amendments, modifications, terms & conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and other necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms & conditions as may be imposed by them, which the Board of Directors ("**Board**"), which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board) is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded to alter the Clause III(A) of the Main Objects Clause of the Memorandum of Association of the Company by inserting sub-clause 5 as under:

- To act as corporate agents for insurance companies and/or to carry out insurance intermediation.*

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the objects clause of the Memorandum of Association

of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Managing Director, the Chief Executive Officer and the Chief Compliance Officer & Company Secretary of the Company, be and are hereby severally authorized to file necessary form(s) with the Registrar of Companies and settle any doubt or question arising with regards to the aforesaid resolution and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the members of the Company; and that the members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same and to do all such acts, deeds, matters & things and take all steps as be necessary, proper or expedient to give effect to this resolution."

6. To consider and approve raising of funds by way of issuance of debt securities and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Foreign Exchange Management Act, 1999, as applicable, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association of the Company, any other applicable rules / regulations/ guidelines, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and any other regulatory and/ or statutory authorities, institutions or bodies (hereinafter collectively referred to as the "**Competent Authorities**") and subject to the requisite approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them while according such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("**Board**") (which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board), consent of the members of the Company be and is hereby

accorded to offer, issue and allot, secured / unsecured, non-convertible debentures / bonds, medium term notes and other debt securities (hereinafter collectively referred to as the "**Debt Securities**"), denominated in Indian Rupees and/ or foreign currency, in domestic and / or overseas market, on a private placement basis or otherwise, in one or more tranches, up to an amount not exceeding INR 200,00,00,000 (Indian Rupees Two Hundred Crores only), ("**the Issue**") on such terms and conditions and at such times, at such prices, as may be decided by the Board, from time to time, to the eligible investors, including body corporates, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider beneficial in the interest of Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant bankers, registrars, trustees, underwriters, guarantors, brokers, legal advisors, depositories, depository participants, stabilizing agents, custodians, bankers, printers, advertising agencies and such other persons / agencies / intermediaries and service providers to the Issue and to compensate all such persons / agencies, with commission, brokerage, fees, etc., as may be deemed fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to create and perfect the security on the assets and properties (both present and future), including immovable, movable, tangible and / or intangible, of the Company, including mortgage, hypothecation, pledge or any other charge over such identified assets and/or properties of the Company and such receivables and accounts of the Company (including all amounts deposited therein and / or investments made therefrom) as may be determined by the Company for securing the obligations of the Company in respect of the Debt Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, modify and finalise the terms and conditions of the Debt Securities and sign the relevant documents/agreements in connection with the Debt Securities, including without limitation, the offer letter (along with the application form), information memorandum, general information document, key information document, disclosure documents, debenture subscription agreement, debenture trust deed and any other document(s) as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) of Debt Securities by the Company and to further delegate the above powers to any committee of the Board or any Official of the Company to act on its behalf as they may deem fit and to do all such other acts, deeds, matters and things and to execute all such documents as may be deemed necessary and incidental for giving effect to this resolution."

7. To consider and approve the appointment of M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a period of 5 (five) years and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors **"Board"** (which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board) of the Company, the consent of the members be and is hereby accorded for the appointment of M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a term of 5 (five)

consecutive years, commencing from the April 01, 2025 to March 31, 2030 at such fee and on such terms and conditions as may be determined by the Board and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include its committees thereof) or any officer(s) so authorised by the Board, be and are hereby authorised to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto including revision of fees in accordance with the extant guidelines, rules and regulations."

By order of the Board  
For **Capital India Finance Limited**

**Sulabh Kaushal**  
Chief Compliance Officer & Company Secretary  
Membership No.: A34674  
Date: August 13, 2025

**Registered Office:**  
701, 7<sup>th</sup> Floor, Aggarwal Corporate Tower,  
Plot No. 23, District Centre, Rajendra Place,  
New Delhi – 110008

## Notes:

1. The Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), with respect to the items of Special Business as set out in Notice is annexed hereto.
2. The relevant details of Director seeking appointment/re-appointment as required under the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
3. General instructions for accessing and participating in the AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:
  - a) In accordance with the Ministry of Corporate Affairs ("**MCA**") General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("**SEBI Circulars**"), the Company will be conducting its 31<sup>st</sup> Annual General Meeting through VC/OAVM and the deemed venue for the AGM shall be the Registered Office of the Company.
  - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
  - c) Company has appointed KFin Technologies Limited ("**KFintech**" or "**RTA**") to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for remote e-voting and participation in the meeting through VC/OAVM is explained at Note No. 21 below.
  - d) The attendance of the Members (through members' login) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - e) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM will be available on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of the RTA at [www.kfintech.com](http://www.kfintech.com).
  - f) Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting during AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above documents should be in the naming format "Capital India Finance Limited EVEN 9123."
5. A person authorised by Board Resolution/Authority letter under point 4 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. **September 25, 2025** in the 'Investors' section on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com) and at the Registered Office of the Company on all days (except Saturdays and Sundays), between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com).
7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository



Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA at KFin Technologies Limited, KFin Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

8. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.
9. Pursuant to Section 72 of the Act, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
10. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
11. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2024-25 including therein the Audited Annual Financial Statements for Financial Year 2024-25, Auditor's Report and Board's Report, along with all the annexures in Electronic Mode to those Members who have registered their e-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.
12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company has availed e-voting services from KFinTech for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFinTech.
13. The dividend on equity shares, as recommended by the Board, if approved at the AGM, will be payable within 30 days, not being later than **October 24, 2025**, to those members whose names appear as members in the Register of Members/ Beneficial Owners of the Company, as on **September 19, 2025 (Record Date)**.
14. The cut-off date for eligibility for remote e-voting is **September 19, 2025**. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
15. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote.
16. The Register of Members and Share Transfer Book of the Company will be closed from **Saturday, September 20, 2025, to Thursday, September 25, 2025 (both days inclusive)** for the purpose of holding the 31<sup>st</sup> (Thirty First) Annual General Meeting and declaration of dividend.
17. Recorded transcript of the AGM will be made available on the website of the Company [www.capitalindia.com](http://www.capitalindia.com).
18. Payment of Dividend through electronic mode only for Physical Folios:  
SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024, read with Master Circular dated May 07, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with any of the KYC (viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024**.  
For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, KFin Technologies Limited (Unit: Capital India Finance Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana:
  - a. Through hard copies which should be self -attested and dated. **OR**
  - b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by the first joint holder. **OR**

- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are uploaded on the website of the Company and on the website of Kfin Technologies Limited at <https://ris.kfintech.com/client services/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio or ISR-3 for "Opt-out of the Nomination"

19. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted only through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

20. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios:

In compliance with the aforementioned MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2024-25 and Notice of the 31<sup>st</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company / KFinTech or the Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and Notice of AGM has been dispensed with.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and the Members holding shares in physical mode are hereby notified that pursuant to applicable circulars of SEBI, all the holders of physical shares can update their Bank Account details and register their contact details including the details of e-mail IDs by submitting the form ISR-1 along-with the supporting documents with KFinTech:

Form ISR-1 can be downloaded from the following link: [https://ris.kfintech.com/client services/isc/#isc\\_download\\_hrd](https://ris.kfintech.com/client services/isc/#isc_download_hrd)

Members are also requested to visit the website of the Company, [www.capitalindia.com](http://www.capitalindia.com) or the website of the RTA, [www.kfintech.com](http://www.kfintech.com) or the website of BSE Limited, [www.bseindia.com](http://www.bseindia.com), or the website of National Stock

Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) for downloading the Annual Report and Notice of the AGM.

21. The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by listed entities", e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from **September 22, 2025 (09:00 AM IST)** and will end at **September 24, 2025 (05:00 PM IST)**.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **September 19, 2025**.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the

Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFinTech system to participate in e-AGM and vote at the AGM.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS" Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide your demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider, i.e. <b>KFinTech</b> where the e- Voting is in progress.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p><b>A.</b> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p><b>B.</b> Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p><b>C.</b> Click on options available against company name or e-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990 and 1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser and type the URL: <https://emeetings.kfintech.com.in> the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- Click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVEN i.e. 9123.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on '**SUBMIT**'. A confirmation box will be displayed. Click '**OK**' to confirm, else '**CANCEL**' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen

signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Capital India Finance Limited\_EVEN No. 9123.

- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

#### Details on Step 3 are mentioned below:

#### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome for seamless experience.
- iv. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register

themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' on **September 22, 2025 (09:00 A.M. to 05:00 P.M.)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.
- ix. The Members who have not cast their votes through remote e-voting and are present at the AGM through electronic mode, shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes. The Members who have voted through remote e-voting will still be eligible to attend the AGM but shall not be allowed to cast their vote at the AGM.
- x. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- xi. Voting at the AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' sign placed on the screen.

#### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened on **September 22, 2025 (09:00 A.M. to 05:00 P.M.)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened on **September 22, 2025 (09:00 A.M. to 05:00 P.M.)**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. N Shiva Kumar, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **September 19, 2025**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. Any person, who acquires shares and become Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

#### **Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, all holders of physical securities of the Company shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details/Bank Account details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared to the RTA **KFIN Technologies Limited**; or
- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

## Explanatory Statement under Section 102 of the Companies Act, 2013, setting out all material facts relating to the special business(es) mentioned in the Notice

### Item No. 4

The Board of Directors ("**Board**") of the Company on the basis of the recommendation of the Nomination & Remuneration Committee, appointed Mr. Keshav Porwal (DIN: 06706341) as Managing Director for a period of 5 (five) years w.e.f. November 27, 2017. The aforesaid appointment was approved by the Members of the Company in their 24<sup>th</sup> Annual General Meeting held on June 02, 2018.

Subsequently, upon the completion of his initial term, Mr. Keshav Porwal was re-appointed by the Board as Managing Director for a further period of 3 (three) consecutive years, effective from November 27, 2022, until November 26, 2025, in accordance with the applicable provisions of the Companies Act, 2013 ("**Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable rules, regulations and guidelines, which was duly approved by the Members of the Company in the 28<sup>th</sup> Annual General Meeting held on September 23, 2022.

Mr. Keshav Porwal, as the Managing Director, is entrusted with the responsibility of formulating the organization's overall growth strategy and steering its evolution into a respected financial services institution. Under his leadership, the Company has achieved significant milestones. His association with the Company has been both beneficial and fruitful and considering his exemplary performance, strategic vision and the positive impact he has made, the Board on the basis of the recommendation of the Nomination & Remuneration Committee has approved his re-appointment as a Managing Director of the Company for a further period of 3 (three) years w.e.f. November 27, 2025, subject to the approval of the members of the Company on the terms and conditions including remuneration as mentioned in the resolution set out at Item No. 4 of this Notice.

A Notice in writing under the provisions of Section 160 of the Act, proposing the candidature of Mr. Keshav Porwal for his appointment to the office of Managing Director as per the provisions of the Act and the Listing Regulations has been received. Further, the Company has received the statutory disclosures/ declarations from Mr. Keshav Porwal, his consent in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; a consent to act as Managing Director of the Company and confirmation that he fulfils the conditions for appointment as Managing Director as specified in the Act read with Schedule V to the Act; and a declaration that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Mr. Keshav Porwal meets the fit and proper criteria as prescribed under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("**Master Directions**") and as per the Fit and Proper Criteria Policy of the Company.

Accordingly, it is proposed to re-appoint Mr. Keshav Porwal as Managing Director of the Company, as per the applicable provisions of the Act, the Listing Regulations and the Special Resolution set out in Item No. 4 of the Notice seeking approval of the Members of the Company on the same.

Other than Mr. Keshav Porwal and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 4. The Board recommends the re-appointment of Mr. Keshav Porwal as Managing Director of the Company, for approval of the Members.

### Item No. 5

In line with the Company's strategic objective to diversify its service offerings and enhance customer value, the Board of Directors ("**Board**") of the Company in their meeting held on August 13, 2025, subject to the receipt of requisite approvals, accorded its approval to obtain a Corporate Agency License under the applicable regulatory framework.

This initiative is aimed at further strengthening the Company's position in the financial services sector by enabling it to directly distribute insurance products to customers.

The Corporate Agency License is expected to offer the following strategic advantages:

- Enhanced product and feature flexibility across diverse customer segments
- Strengthened credibility through direct engagement with insurance companies
- Generation of additional commission income from insurance distribution activities
- Opportunities for cross-selling and bundling of financial products

The Board believes that this initiative will contribute to sustainable revenue growth and create long-term value for stakeholders.

In view of the same, it is proposed to amend the Clause III(A) under the Objects Clause of the Memorandum of Association of the Company by inserting new sub-clause 5 as given in the resolution.

A copy of the proposed amended Memorandum of Association of the Company together with the proposed alterations is

available for inspection and shall remain open and be accessible to any member from the date of dispatch of this Notice upto the date of the AGM.

The Board in its meeting held on August 13, 2025, has considered and accorded its approval to the proposed amendments in the Memorandum of Association of the Company.

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by way of Special Resolution and the alteration shall have affect once registered by Registrar of Companies as per provisions of the Act.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 5 of the Notice, except to the extent of shareholding, if any, in the Company.

Your Board recommend passing of the resolution at Item no. 5 as Special Resolution.

#### Item No. 6

Pursuant to the provisions of Section 42 of the Companies Act, 2013 ("**Act**") read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, medium term notes and other debt securities (hereinafter collectively referred to as the "**Debt Securities**") on a private placement basis, is required to obtain the prior approval of the members of the Company by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations proposed to be made for such Debt Securities during the year.

The Board of Directors of the Company in its meeting held on August 13, 2025, has, considering the requirements of the business, accorded its approval for raising an amount of upto INR 200,00,00,000 (Indian Rupees Two Hundred Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of the proposed special resolution by the Members of the Company.

The proceeds from the issue of the Debt Securities are proposed to be utilised inter-alia to meet the funding requirements of the Company, including but not limited to onward lending, refinancing working capital needs, repayment of existing debt, general corporate purposes, capital expenditure, and/or any other permissible end use under the applicable laws. Further, to maintain the regulatory capital adequacy requirements, the Company would issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Debt Securities, as stipulated above.

None of the Directors of the Company and/or the Key Managerial Personnel and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

Your Directors recommend passing of the resolution as set out in Item No. 6 of the Notice as Special Resolution for approval by the Members.

The disclosures as required under Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are as under:

S. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	Issue of secured / unsecured, non-convertible debentures / bonds, medium term notes and other debt securities on a private placement basis for a value not exceeding INR 200 Crore, in one or more tranches. The Board (which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or such other authority as may be approved by the Board) shall determine specific terms and conditions of the offer at the time of issuance of the respective series/tranche of the Debt securities. Date of passing Board Resolution: August 13, 2025
2.	Kinds of securities offered and the price at which security is being offered:	Secured / Unsecured, non-convertible debentures / bonds, medium term notes and other debt securities, at premium, discount or at par as may be determined by the Board of Directors or its duly authorised Committee.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors or its duly authorised Committee based on prevailing market conditions at the time of issue.
4.	Name and address of valuer who performed valuation	Not Applicable
5.	Amount which the company intends to raise by way of such securities	Upto INR 200 Crores



S. No.	Particulars	Details
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The Board (which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or such other authority as may be approved by the Board) shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of the Non-Convertible Debentures.

#### Item No. 7

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("**Act**") and relevant rules thereunder, read with the Regulation 24A of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed entity is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. The Board of Directors of the Company in their meeting held on August 13, 2025 had appointed M/s Arun Gupta & Associates, a peer reviewed firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

The SEBI vide its notification dated December 12, 2024, amended the Listing Regulations, based on which a listed entity shall appoint or re-appoint a Secretarial Auditor for a term of five consecutive years, subject to approval of the shareholders in the Annual General Meeting.

In compliance of the regulations, the Board of Directors in their meeting held on August 13, 2025, based on the recommendation of the Audit Committee and subject to the fulfilment of eligibility criteria, recommended the appointment of M/s Arun Gupta & Associates, Company Secretaries (firm registration no: I2008DE626100) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030.

M/s Arun Gupta & Associates, Company Secretaries is a firm of Company Secretaries having professional experience spanning over more than 16 years in corporate laws including Securities

Laws, Company formation, Corporate Governance for listed and unlisted entities, due diligence audits, secretarial audits, mergers and acquisitions and overall compliance monitoring of the companies.

Furthermore, in terms of the amended regulations, M/s Arun Gupta & Associates, Company Secretaries have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s Arun Gupta & Associates, Company Secretaries have confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s Arun Gupta & Associates, Company Secretaries have further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

The fee proposed to be paid to M/s Arun Gupta & Associates, Company Secretaries for conducting secretarial audit shall be INR 1,20,000 (Indian Rupees One Lakh Twenty Thousand only) (exclusive of the applicable taxes and out of pocket expenses as per actuals incurred for the purpose of conducting the audit) for the financial year 2025-26. Besides the audit and other permitted services the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, the fee for which shall be determined by the Management.

The Board of Directors or its duly authorised Committee or officials may alter or vary the terms and conditions of appointment, including fee, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

By order of the Board  
For **Capital India Finance Limited**

**Sulabh Kaushal**  
Chief Compliance Officer & Company Secretary  
Membership No.: A34674  
Date: August 13, 2025

**Registered Office:**  
701, 7<sup>th</sup> Floor, Aggarwal Corporate Tower,  
Plot No. 23, District Centre, Rajendra Place,  
New Delhi – 110008

Details in pursuance to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V to the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

**Brief Profile of Director being appointed/re-appointed:**

<b>Particulars / Name</b>	<b>Mr. Keshav Porwal</b>
<b>DIN</b>	06706341
<b>Age</b>	48 years
<b>Brief Resume</b>	Mr. Keshav Porwal is an industry veteran with an almost two decades of experience in the finance and real estate sector. He has successfully closed large, complex real estate transactions involving leading developers across the country as well as PE investments. He has worked across all aspects of real estate financing ranging from risk management to new product launches. Keshav has also been involved in the restructuring and re-engineering of medium-sized enterprises in the auto and hospitality sectors.
<b>Date of first appointment on the Board</b>	November 27, 2017
<b>Qualification(s)</b>	Chartered Accountant, B.Sc.
<b>Terms and conditions of appointment</b>	Re-appointment due to retirement by rotation and as mentioned in the Resolution No. 3 & 4
<b>Skill, experience, background and expertise in specific functional areas</b>	Experience of more than two decades in real estate and financial service sector
<b>Recognition or awards</b>	-
<b>Remuneration last drawn by such person, if applicable</b>	Details of remuneration drawn are set out in the Corporate Governance Report forming part of Annual Report for the financial year ended on March 31, 2025.
<b>Remuneration sought to be paid</b>	As mentioned in the resolution
<b>Job Profile and suitability</b>	Based on his experience, background and contribution towards the growth of the Company, he is suitable for the position of Managing Director.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Keshav Porwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
<b>Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)</b>	<ul style="list-style-type: none"> <li>• Rapipay Fintech Private Limited</li> <li>• Capital India Asset Management Private Limited</li> <li>• Capital India Wealth Management Private Limited</li> <li>• CIFL Holdings Private Limited</li> <li>• NYE Investech Private Limited</li> <li>• SBKP Consultancy Private Limited</li> </ul>
<b>Listed entities from which the person has resigned from directorship in the past 3 years</b>	-
<b>Memberships/ Chairmanships of committees of other Listed/Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	-
<b>Shareholding in the Company</b>	-
<b>Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company</b>	-
<b>Number of meetings of Board attended during the financial year 2024-25</b>	5 (Five)
<b>Skills and capabilities required/ Justification for choosing the appointee for appointment as Independent Director and in case of re-appointment of Independent Director, performance evaluation report of such Director or summary</b>	NA

## General Information

<b>Nature of industry</b>	<b>Non-Banking Financial Company</b>	
<b>Date of commencement of commercial production</b>	Date of Incorporation – 16/11/1994	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable	
<b>Financial Performance</b>	<b>Particulars</b>	<b>FY 2024-25 (In INR Lakhs)</b>
	Total Income	18,445.32
	Total Expenditure	17,157.02
	Profit/(Loss) before tax	1,288.30
	Tax Expense	110.20
	Other comprehensive income	8.65
	Profit/(Loss) after tax	1,186.75
<b>Foreign investments or collaborations, if any</b>	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.	

## Other information

Reasons of loss or inadequate profits	Forex division (Remitx) of the company incurred losses due to lower business volumes. Turnover of Forex Business has declined drastically due to various geopolitical reasons across the world such as war in multiple nations, visa cancellation by many countries across the world. As a result, key retail segments under LRS - Overseas Education and Leisure Overseas Travel have experienced substantial slowdown. It has also reduced its reliance on institutional business segment and focusing more on retail segment of customers, which requires increased distribution setup.  On overall basis the Company is in the growing stage of its operations and having higher overheads due to expansion.
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider and powerful brand is also expected to enable the Company to position itself during adversities. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.