

CAPITAL INDIA FINANCE LIMITED

Corporate Identity Number (CIN): L74899DL1994PLC128577

Regd. Office: 701, 7th Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre,
Rajendra Place, New Delhi - 110008, **Ph. No.:** 011-69146000,

Corporate Office: Level - 20, Birla Aurora, Dr. Annie Besant Road, Worli, Mumbai – 400030, **Ph. No.:** 022-45036000

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions, if any, of the Act & Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with the subsequent circulars issued in this regard and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA**”), read with the applicable circulars issued by the Securities and Exchange Board of India, (hereinafter collectively referred to as “**Circulars**”), that the resolution appended below is proposed to be passed by the Members of Capital India Finance Limited (“**Company**”) through Postal Ballot, only by voting through remote e-voting (“**e-voting**”).

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, January 09, 2026. The communication of assent or dissent of the Members would take place only through the e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes for registration of the same.

An Explanatory Statement pursuant to provisions of Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution providing the material facts and reasons thereof, and additional information as required under the Listing Regulations is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, has appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.: 8003) of M/s. Arun Gupta & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent**” or “**RTA**”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	09:00 a.m. (IST) on Wednesday, January 14, 2026
End of e-voting	05:00 p.m. (IST) on Thursday, February 12, 2026

The Scrutinizer will submit his report to the Non-Executive Chairman (Independent) of the Company, or any other person authorized by the Non-Executive Chairman (Independent), upon completion of the scrutiny of the votes cast through e-voting. The results of the Postal Ballot will be announced on or before Friday, February 13, 2026, at the registered office of the Company situated at 701, 7th Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre, Rajendra Place, New Delhi – 110008 and shall be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the securities of the Company are listed and would be displayed at the registered office of the Company, and also on its website www.capitalindia.com.

The last date specified by the Company for e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority, as per the applicable provisions of the Act / Listing Regulations.

SPECIAL BUSINESS

ITEM NO. 1: To approve the appointment of Mr. Surender Rana (DIN: 10315624) as Wholetime Director, designated as the Executive Vice Chairman of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of Section 152, 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 Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, 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, the Articles of Association of the Company and subject to such other consent, sanction and permission as may be necessary, 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 Mr. Surender Rana (DIN: 10315624), who was appointed as an additional director in the category of Whole-time Director and designated as the Executive Vice Chairman of the Company with effect from November 18, 2025 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 his candidature for the office of Executive Vice Chairman of the Company has been received in writing, as the Whole-time Director and designated as Executive Vice Chairman of the Company for a period of 3 (three) consecutive years, w.e.f. November 18, 2025, liable to retire by rotation, on the following terms and conditions including remuneration:

S. No.	Particulars	Remuneration & Perquisites
1.	Annual Compensation	INR 1,25,00,000 (Indian Rupees One Crore Twenty Five Lakhs only)
2.	Bonus	As per Company's policy

3.	Gratuity	As per the applicable laws
4.	Other benefits & perquisites	Accommodation on actual basis Suitable Car, Fuel and Chauffer on actual basis Other benefits & perquisites as per Company's policy

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to grant employee stock options at such price and on such terms and conditions as considered appropriate by 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).

RESOLVED FURTHER THAT the 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 Executive Vice Chairman of the Company from time to time, for an amount not exceeding 25% (Twenty Five Percent) from 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. Surender Rana, Executive Vice Chairman 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 without seeking any further consent or approval of the Members."

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

Sulabh Kaushal
Chief Compliance Officer & Company Secretary
M. No.: A34674

Date: December 30, 2025

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, with respect to the item of Special Business as set out in Notice is annexed hereto.
2. In compliance with the Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, January 09, 2026 (“**Cut-Off Date**”) and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.capitalindia.com, website of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on website of KFinTech at <https://evoting.kfintech.com>.
4. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (as amended by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024) (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The e-voting period commences at 09:00 a.m. (IST) on Wednesday, January 14, 2026, and ends at 05:00 p.m. (IST) on Thursday, February 12, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. on February 12, 2026.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to secretarial@capitalindia.com.
10. The instructions for e-voting are as under:
 - a. 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 Master circular 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 the resolution set forth in this Notice. The instructions for e-voting are given herein below.

- b. However, pursuant to SEBI Master circular 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.
- c. 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.
- d. The e-Voting period commences from **Wednesday, January 14, 2026 (09:00 A.M. IST)** and will end on **Thursday, February 12, 2026 (05:00 P.M. IST)**.
- e. 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. **Friday, January 09, 2026**.
- f. The details of the process and manner for e-Voting 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.

Details on Step 1 are mentioned below:

I) Login method for 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>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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 e-Voting period. <p>B. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields. 4. Then, follow steps given in point A above for casting your vote.

	<p>C. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. 5. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>A. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with registered user ID and Password 4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. 5. Click on e-voting service provider name i.e. KFinTech to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 2. Proceed with completing the required fields. 3. Then, follow steps given in point A above for casting your vote. <p>C. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin 2. Provide your demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. 4. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>A. 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. 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>C. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the e-Voting period without any further authentication.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

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.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech 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://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9385, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- 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. 9385 for Capital India Finance Limited and click on "Submit".
- 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.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- x. Cast your votes by selecting an appropriate option and click on '**SUBMIT**'.
- xi. 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.
- xii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned pdf 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 with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned pdf of the above documents should be in the naming format 'Capital India Finance Limited – EVEN 9385 The documents should reach the Scrutinizer on or before 5:00 pm on Thursday, February 12, 2026.
- xiii. If the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company - www.capitalindia.com besides being notified to BSE. Scrutinizer's Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>

OTHER INSTRUCTIONS

- I. 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) at <https://ris.kfintech.com/faq.html> 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 or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, January 09, 2026**, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. **Procedure for Registration of email and Mobile:**

Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 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** at below address; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c. Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/client services/isc/default.aspx#>

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE NOTICE

Item No. 1

The Board of Directors ("**Board**") of the Company based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") of the Board, and post receipt of permission from the Reserve Bank of India, appointed Mr. Surender Rana (DIN: 10315624) as an additional director in the category of Whole-time Director and designated him as the Executive Vice Chairman of the Company, w.e.f. November 18, 2025, liable to retire by rotation, for a period of 3 (three) consecutive years.

Mr. Rana is an ex-Deputy Managing Director at State Bank of India (SBI), India's largest commercial bank, handling the SME & Agri portfolio. He had a rewarding career of over 34 years in the banking sector, where he undertook a wide range of roles in diverse functional areas. He has a proven track record in strategic leadership, credit & risk management, policy reform, and organizational transformation, with deep expertise in MSME and Agri Financing, and expertise in governance, regulatory liaison, and lead cross-functional teams across geographies.

A Notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("**Act**"), proposing the candidature of Mr. Rana for his appointment to the office of Executive Vice Chairman (Whole-time Director) as per the provisions of the Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") has been received.

Further, the Company has received the statutory disclosures/ declarations from Mr. Rana:

- 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 the Executive Vice Chairman of the Company and confirmation that he fulfils the conditions for appointment as Executive Vice Chairman (Whole-time 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. Rana meets the fit and proper criteria for appointment as director as prescribed under the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, and as per the Fit and Proper Criteria Policy of the Company.

Accordingly, it is proposed to appoint Mr. Rana as the Executive Vice Chairman on the Board of the Company, as per the applicable provisions of the Act and the Listing Regulations and the Special Resolution set out in Item No. 1 of the Notice seeking approval of the Members of the Company on the same.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Surender Rana and his relatives) are in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the resolution set out at Item No. 1 for approval of the Members as Special Resolution.

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

Sulabh Kaushal
Chief Compliance Officer & Company Secretary
M. No.: A34674

Date: December 30, 2025

Registered Office:
701, 7th 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

Particulars / Name	Mr. Surender Rana
DIN	10315624
Age	60 years
Brief Resume	As stated in Explanatory Statement
Date of first appointment on the Board	November 18, 2025
Qualification(s)	A.M.I.E (Civil Engineering) - Equivalent to B.E. (Bachelor of Engineering) Certified Associate of Indian Institute of Bankers (CAIIB)
Terms and conditions of appointment	As prescribed under the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Letter of appointment.
Skill, experience, background and expertise in specific functional areas	As stated in Explanatory Statement
Recognition or awards	Under his leadership, State Bank of India won Best Bank in 4 categories in CGTMSE Coverage – 2025
Remuneration last drawn by such person, if applicable	N.A.
Remuneration sought to be paid	As mentioned in the proposed resolution
Job Profile and suitability	Given his extensive experience, strong background, and proven leadership, he is exceptionally well-suited for the position of Executive Vice Chairman, offering significant strategic advantages and potential value to the organization.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Rana, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	-
Listed entities from which the person has resigned from directorship in the past 3 years	-
Memberships/ Chairmanships of committees of other Listed/Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-
Shareholding in the Company	-
Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company	-

Number of meetings of Board attended during the financial year 2025-26	N.A. (No Board Meeting was conducted post his appointment till December 30, 2025)
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	N.A.

General Information

Nature of industry	Non-Banking Financial Company	
Date of commencement of commercial production	Date of Incorporation – November 16, 1994	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
Financial Performance	Particulars	FY 2024-25 (In INR Lakhs)
	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
Foreign investments or collaborations, if any	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.