CAPITAL INDIA
Rediscover Business

**CAPITAL INDIA FINANCE LIMITED**
CIN: L74899DL1994PLC128577
**Registered Office:** 701, 7th Floor, Aggarwal Corporate Tower, Plot No. 23, District Centre,
Rajendra Place, New Delhi - 110008
**Tel.:** 011-69146000, **Website:** www.capitalindia.com, **E-mail:** secretarial@capitalindia.com

# NOTICE OF THE 32ND ANNUAL GENERAL MEETING

**Notice** is hereby given that the 32nd (Thirty Second) Annual General Meeting (**"AGM"**) of the members of Capital India Finance Limited (**"Company"**) for the financial year ended on March 31, 2026, will be held on **Monday, September 07, 2026**, at **11:30 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, 2026, comprising therein the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2026, 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 the Directors and the Auditors thereon and in this regard, if thought fit, with or without modification(s), 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, 2026, together with the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the 32nd 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, 2026, comprising therein the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2026, 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, with or without modification(s), 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, 2026, together with the report of the Auditors thereon as circulated to the members with the notice of the 32nd Annual General Meeting of the Company, be and are hereby considered and adopted."

2. 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, with or without modification(s), to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions 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:

3. To consider and approve the revision in remuneration of Mr. Keshav Porwal (DIN: 06706341), Managing Director of the Company, with effect from April 01, 2026 and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification to the earlier resolution passed by way of a Special Resolution at the 31st (Thirty First) Annual General Meeting of the Company held on September 25, 2025, and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force, if any), the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2025 or any other applicable rules, regulations or directives issued by the Reserve Bank of India as amended from time to time, the Policy on Compensation of Directors, Executives and Other Employees of the Company, and subject to such other consent, sanction and permission as may be necessary, and the Articles of Association of the Company, pursuant to the recommendation of the Risk Management Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Keshav Porwal (DIN: 06706341), Managing Director of the Company, with effect from April 01, 2026 for the remaining tenure of his present appointment up to November 26, 2028, as per the details set out below:

| S. No. | Particulars | Remuneration per annum (INR) |
|---|---|---|
| A | **Remuneration** | |
| | Basic Salary | 1,20,00,000 |
| | Other allowances (Fixed) | 1,71,15,444 |
| | Leave Travel Allowance | 1,80,000 |
| | Gratuity | 7,04,556 |
| | **Cost to Company** | **3,00,00,000** |
| B | **Perquisites** | |
| | Company provided car with driver and fuel | Actuals |
| | Club(s) Membership | Actuals |
| C | **Other benefits, if any** | |
| | Medical Insurance | As per Company's Policy |
| | Life Insurance/ Personal Accident Insurance | As per Company's Policy |
| | Leaves | As per Company's Policy |
| | Other terms & conditions of appointment | 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 financial 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** in the event of inadequacy of profits/loss, the above referred remuneration will be the minimum remuneration in accordance with the provisions of Section 197 and any other applicable provisions and rules made thereto of the Act and that the Board be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.

**RESOLVED FURTHER THAT** all other terms and conditions of his appointment, as approved by the Members at the 31st (Thirty-First) Annual General Meeting held on September 25, 2025, shall remain unchanged for the remaining tenure of his present appointment up to November 26, 2028.

**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."

4. To consider and approve raising of funds by way of issuance of debt securities and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) read with Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities, the SEBI (Issue and Listing of

Non-Convertible Securities) Regulations, 2021, read with Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, 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 , if any), the provisions of the Memorandum and Articles of Association of the Company, any other applicable rules / regulations/ guidelines, prescribed by the SEBI, the Reserve Bank of India and any other regulatory and/ or statutory authorities, institutions or bodies (domestic and foreign, as applicable) (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, or other debt securities or instruments by whatever name called (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 /series, up to an amount not exceeding INR 300,00,00,000 (Indian Rupees Three 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, Qualified Institutional Buyers etc., as the Board may determine and consider beneficial in the interest of Company.

**RESOLVED FURTHER THAT** 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, 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."

5. To approve Material Related Party Transactions of the Company entered/to be entered into with Rapipay Fintech Private Limited, material subsidiary of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), Regulation 23, Schedule XII and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force, if any), the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2025 or any other applicable rules, regulations or directives issued by the Reserve Bank of India, as amended from time to time, the Company's Related Party Transactions Policy ("RPT Policy"), as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for Material related party transactions (entered/ to be entered) with Rapipay Fintech Private Limited, material subsidiary of the company, for the financial year 2026-27, as per the details and on the terms and conditions provided in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors ("Board") (which shall include any Committee of the Board) or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed fit in this regard and to take all such steps as may be required in this connection including execution of all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions as per RPT Policy of the Company and to settle all questions, difficulties or doubts that may arise in this regard."

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

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

**Date:** August 14, 2026
**Registered Office:**
701, 7th 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 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 or other applicable circulars (**"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 or other applicable circulars (**"SEBI Circulars"**), the Company will be conducting its 32nd 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, pursuant to Sections 112 and 113 of the Companies Act, 2013, representatives of Members, such as the President of India, the Governor of a State, or a body corporate, may be appointed/authorized for the purpose of participating in the AGM through VC/OAVM and voting through remote e-voting or 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 under Instructions for Remote E-Voting.

   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, the websites of Stock Exchanges, namely BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and also on the website of the RTA at 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 csmaghisuddin@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above documents should be in the naming format "Capital India Finance Limited EVEN 10004."

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 07, 2026** in the 'Investors' section on the website of the Company at 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.

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, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 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 01, 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 2025-26 including therein the Audited Annual Financial Statements (Standalone and Consolidated) for Financial Year 2025-26, 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 cut-off date for eligibility for remote e-voting is **September 01, 2026**. 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.

14. 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.

15. The Register of Members and Share Transfer Book of the Company will be closed from **Wednesday, September 02, 2026, to Monday, September 07, 2026 (both days inclusive)** for the purpose of holding the 32nd (Thirty Second) Annual General Meeting.

16. Recorded transcript of the AGM will be made available on the website of the Company www.capitalindia.com.

17. 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.

18. 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 2025-26 and Notice of the 32nd 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 who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to secretarial@capitalindia.com or einward.ris@kfintech.com or by registering with the first holder PAN at https://kprism.kfintech.com/signup. Existing users can login through KPRISM (https://kprism.kfintech.com/). All updation has to be done through ISR Forms as prescribed by 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/clientservices/isc/#isc_download_hrd

Members are also requested to visit the website of the Company, www.capitalindia.com or the website of the RTA, www.kfintech.com or the website of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, for downloading the Annual Report and Notice of the AGM.

19. 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, as amended, 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, as amended, 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 04, 2026 (09:00 AM IST)** and will end at **September 06, 2026 (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 01, 2026**.

(vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of theCompany 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. 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**

<table>
<tr><th>Type of Member</th><th>Login Method</th></tr>
<tr><td>Individual Members holding securities in demat mode with National Securities Depository Limited (“NSDL”)</td><td>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:<br>i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.<br>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.<br>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.<br>iv. Click on company name i.e. ‘Capital India finance Limited’ or ESP i.e. KFin.<br>v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.<br><br>3. Those not registered under IDeAS:<br>i. Visit https://eservices.nsdl.com for registering.<br>ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com.<br>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.<br>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.<br>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.<br>vii. Click on company name i.e Capital India finance Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.<br>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.<br><br>NSDL Mobile App is available on<br>App Store Google Play</td></tr>
</table>

| Type of Member | Login Method |
|---|---|
| Individual Members holding securities in demat mode with Central Depository Services Limited (**"CDSL"**) | 1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:<br>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.<br>ii. Click on New System Myeasi.<br>iii. Login to Myeasi option under quick login.<br>iv. Login with the registered user ID and password.<br>v. Members will be able to view the e-voting Menu.<br>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.<br>2. User not registered for Easi/ Easiest<br>i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.<br>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.<br>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.<br>3. Alternatively, by directly accessing the e-voting website of CDSL<br>i. Visit www.cdslindia.com.<br>ii. Provide demat account number and PAN.<br>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.<br>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Capital India Finance Limited' or select KFin.<br>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication. |
| Individual Members login through their demat accounts / website of DPs | i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.<br>ii. Once logged-in, Members will be able to view e-voting option.<br>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.<br>iv. Click on options available against "Capital India Finance Limited' or 'KFin'.<br>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication. |

**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 evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430** |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343625, 022-62343626, 022-62343259** |

## 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 e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 10004 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 KFin for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Capital India Finance Limited' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. In case you do not desire to cast your vote, it will be treated as abstained.

x. You may then cast your vote 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 have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

## 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 though 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' during the period starting on September 4, 2026 (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 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 opened on **September 04, 2026 (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 opened on **September 04, 2026 (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. K V Premkumar Nair, at 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 01, 2026**, 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, 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. 3 - To consider and approve the revision in remuneration of Mr. Keshav Porwal (DIN: 06706341), Managing Director of the Company, with effect from April 01, 2026.**

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), had approved the re-appointment of Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a further period of 3 (three) years commencing from November 27, 2025 up to November 26, 2028, together with the remuneration payable to him during the said tenure, in accordance with the 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 laws. The Members of the Company subsequently approved the said re-appointment and remuneration at the Thirty-First Annual General Meeting held on September 25, 2025.

Mr. Keshav Porwal has been instrumental in driving the Company's business strategy and growth initiatives. Over the years, he has provided strong leadership in steering the Company's operations, strengthening its market presence, enhancing operational efficiencies, improving financial performance, and creating sustainable value for all stakeholders. His vision, business acumen, industry expertise and commitment to the long-term objectives of the Company have significantly contributed to the Company's growth and overall performance.

In view of Mr. Keshav Porwal continued leadership, his substantial contribution towards the Company's growth trajectory, the expanded scope of responsibilities undertaken by him, evolving market dynamics, and the need to maintain a competitive executive compensation structure, the Committee and the Board of Directors undertook a comprehensive review of his remuneration.

Pursuant to the aforesaid review, the Committee and the Board of Directors recommended the revision in the remuneration payable to Mr. Keshav Porwal, effective from April 01, 2026 till the remaining tenure of his appointment, subject to the approval of the Members of the Company. The proposed revision encompasses a merit-based increase and a compensation realignment to ensure that the remuneration remains commensurate with Mr. Keshav Porwal role, responsibilities, performance and prevailing industry benchmarks.

The details of the proposed remuneration are mentioned in the resolution set out at Item No. 3 of this Notice.

Except for the revision in remuneration as stated above, all other terms and conditions relating to the appointment of Mr. Keshav Porwal as the Managing Director of the Company shall remain unchanged and continue to be in full force and effect.

The Board is of the view that the proposed revision in remuneration appropriately recognizes Mr. Keshav Porwal's contribution and leadership, aligns his compensation with industry standards and market practices, and is in the best interests of the Company and its stakeholders. Accordingly, the Board recommends the Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

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. 3 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at Item No. 3 of the Notice for approval of the Members.

**Item No. 4- To consider and approve raising of funds by way of issuance of debt securities.**

Pursuant to the provisions of Section 42, 71 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 or other debt securities or instruments, by whatever name called (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 Members of the Company had given their consent under Section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, in the Annual General Meeting held on September 25, 2025, which shall lapse after one year.

The Board of Directors of the Company in its meeting held on August 14, 2026, has, considering the requirements of the business, accorded its approval for raising an amount of upto INR 300,00,00,000 (Indian Rupees Three Hundred Crores only) by way of issue of Debt Securities. Accordingly, in terms of Section 42 and Section 71 of the Companies Act, 2013, read with the applicable rules, it is required to obtain the approval of the Members to issue Non-convertible Debt Securities including Debentures, Bonds, Notes, Commercial Papers or any other kind of Debt Security falling in the definition of Security or Debentures under the provisions of the Companies Act, 2013 which shall be valid from the conclusion of this AGM till the conclusion of 33rd AGM.

The proceeds from the issue of the Debt Securities are proposed to be utilised inter-alia for the business and operational 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 may 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 in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval of the Members.

**Item No. 5- To approve Material Related Party Transactions of the Company entered/to be entered into with Rapipay Fintech Private Limited, material subsidiary of the Company.**

Pursuant to Regulation 23 read with Schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, approval of the Members by way of an Ordinary Resolution is required for all material related party transactions and material modifications thereto. A related party transaction is considered material if the transaction(s) entered/ to be entered into, whether entered into individually or taken together with previous transactions during a financial year, exceeds the prescribed materiality threshold under the Listing Regulations.

Further, pursuant to Section 188 of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, certain related party transactions, including sale, purchase or supply of goods or materials, availing or rendering of services, leasing of property, purchase or sale of property, appointment of agents and other specified transactions, require approval of the Members where such transactions exceed the prescribed thresholds. In addition, under the SEBI Listing Regulations, material related party transactions require prior approval of the Members irrespective of whether such transactions are undertaken in the ordinary course of business and/or on an arm's length.

Rapipay Fintech Private Limited ("RFPL"), being a material subsidiary of the Company, qualifies as a related party of the Company under the Listing Regulations. Accordingly, the transactions proposed to be entered into between the Company and RFPL are governed by the applicable provisions of the Companies Act, 2013, the Listing Regulations, the Company's Related Party Transactions Policy and the applicable Industry Standards on Related Party Transactions.

The consolidated turnover of the Company, based on its audited consolidated financial statements for the financial year ended March 31, 2026, stood at ₹52,795.79 lakh. Accordingly, the materiality threshold under Regulation 23 of the Listing Regulations, being 10% of the annual consolidated turnover of the Company, works out to ₹5,279.58 lakh.

In line with the Company's planned business expansion, increasing scale of operations and ongoing commercial requirements, it is estimated that the aggregate value of transactions proposed to be entered into with RFPL during the financial year 2026-27 may amount to approximately ₹12000 lakh, which exceeds the aforesaid materiality threshold of ₹5,279.58 lakh. Accordingly, approval of the Members is being sought for the proposed material related party transactions with RFPL.

The proposed transactions primarily comprise commission expenses, reimbursement of expenses, receipts and obligations arising under First Loss Default Guarantee ("FLDG") arrangements undertaken in compliance with applicable RBI directions and regulatory requirements or any other transaction(s).

It may be noted that Audit Committee and Board of Directors of the Company had previously, prior to the entering into aforesaid transaction, evaluated and approved entering of such transactions, being at arm's length, in the ordinary course of business and in the interest of the Company. Further, if any new related party transaction with RFPL that will be entered during the financial year will also be evaluated and approved by Audit Committee and Board of the Company. However, the aggregate amount of all the material RPTs and any other unforeseen material RPTs shall not exceed the limits as mentioned above.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/ HO/CFD/CMDI/CIR/P/2021/662 dated November 22, 2021 and SEBI operational circular bearing reference no. SEBI/HO/DDHS/ DDHS_Divl/P/CIR/2022/0000000103 dated July 29, 2022 are set forth in **Annexure - A** as mentioned below.

None of the Directors of the Company and/or the Key Managerial Personnel and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, except to the extent of their shareholding, if any, in the Company.

Based on the recommendation and approval of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

**Annexure A**

Minimum Information to be provided to the shareholders for approval of Related Party Transactions as per RPT Industry Standards:

**A(1): Basic details of the related party:**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Name of the related party | Rapipay Fintech Private Limited (RFPL) |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Business Loans, Digital Banking and Payments |

**A(2): Relationship and ownership of the related party:**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Rapipay Fintech Private Limited is a Subsidiary Company of the CIFL. |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | 73.84% |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable, since RFPL is a company having Share Capital, formed under the Companies Act, 2013. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).<br><br>***Explanation:*** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | Nil. |

**A(3): Details of previous transactions with the related party:**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year<br><br>***Explanation:*** Details need to be disclosed separately for listed entity and its subsidiary. | See table below |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | INR 1,459.31 Lakhs |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | Not Applicable. |

| S. No. | Nature of Transactions [The transaction mentioned below has already been approved by the Audit Committee and the Board of Directors, as applicable.] | FY 2025-26 (Amount in INR Lakhs)* |
|---|---|---|
| 1 | Commission expenses | 3,698.70 |
| 2 | Reimbursement Received | 47.69 |
| 3 | Receipt against FLDG | 774.30 |
| | **Total** | **4520.69** |

**A(4): Amount of the proposed transaction(s):**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>

| S. No. | Nature of Transactions | FY 2026-27 (Amount in INR Lakhs)* |
|---|---|---|
| 1 | Commission Expenses | 8000 |
| 2 | Reimbursement of Expenses | 800 |
| 3 | FLDG Transaction | 2500 |
| 4 | any other | 700 |
| | **Total** | **12,000** |

</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transaction as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>22.73% of the Company's consolidated turnover.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's (RFPL) annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>35.43%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:<br><br>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>

**Standalone**

| S. No. | Particulars | FY 2025-2026 (INR in Lakhs) |
|---|---|---|
| 1 | Turnover | 33,870.10 |
| 2 | Profit/(Loss) After Tax | (1,459.84) |
| 3 | Net worth | 4,149.91 |

</td></tr>
</table>

**A(5): Basic details of the proposed transaction:**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Commission expenses, Reimbursement Expenses, FLDG or any other transaction(s). |
| 2. | Details of each type of the proposed transaction | As mentioned in Sl. No. 1 above. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | One Year (From 01.04.2026 to 31.03.2027) |
| 4. | Whether omnibus approval is being sought? | Yes |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Not Applicable. |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The transactions is beneficial to the Company as it includes commission payments, reimbursement of costs, the provision of First Loss Default Guarantee (FLDG), or any other transaction(s) while streamlining administrative processes and supporting the generation of incremental revenue for CIFL. |

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>***Explanation:*** Indirect interest shall mean interest held through any person over which an individual has control.<br>a. Name of the director / KMP | The following Board members of the Company are also on the Board of RFPL:<br>1. Mr. Keshav Porwal: Managing Director<br>2. Mr. Yogendra Pal Singh: Independent Director<br>3. Mr. Vinod Somani: Independent Director<br>4. Mrs. Rashmi Fauzdar: Independent Director<br>Pursuant to the provisions of Section 184(2) of the Companies Act, 2013, any Director interested in any of the transaction shall disclose the nature of his/ her concern or interest at the meeting and shall not participate in the proceedings of the meeting for that item. |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party. | NIL. |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | No. |
| 9. | Other information relevant for decision making. | None. |

**(B) Additional information applicable to proposed RPTs, of specified nature in addition to Part A:**

**B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Not Applicable. |
| 2. | Basis of determination of price. | Pricing/ commercials is based on the terms of the existing agreement(s) with unrelated parties. |
| 3. | In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Not Applicable |
| | a. Amount of Trade advance | - |
| | b. Tenure | - |
| | c. Whether same is self-liquidating? | - |

**(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable:**

Please refer para A of **Annexure – A**.

**(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT:**

Please refer para A of **Annexure – A**.

**(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards:**

The Audit Committee at its meeting held on May 20, 2026, inter-alia, reviewed and took note of the certificate, placed before the meeting, provided by the Chief Executive Officer and Chief Financial Officer of the Company confirming that the terms of proposed related party transactions are in the interest of the Company.

**(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:**

The proposed material RPT have been approved by the Audit Committee and the Board and recommends the proposed transactions to the shareholders for approval.

Further, if any new related party transaction with RFPL that will be entered during the financial year will also be evaluated and approved by Audit Committee and Board of the Company. However, the aggregate amount of all the material RPTs and any other unforeseen material RPTs shall not exceed the limits as mentioned above.

**(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:**

Not applicable as no such valuation report may be necessary having regard to nature of the related party transaction.

**(f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making:**

Not Applicable

**(g) Any other information that may be relevant:**

All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

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

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

**Date:** August 14, 2026
**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.

**Brief Profile of Director being appointed/re-appointed/ revision in remuneration:**

| Particulars / Name | Mr. Keshav Porwal |
|---|---|
| **DIN** | 06706341 |
| **Age** | 50 years |
| **Brief Resume / Background Details** | 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. |
| **Date of first appointment on the Board** | November 27, 2017 |
| **Qualification(s)** | Chartered Accountant, B.Sc. |
| **Terms and conditions of appointment** | Re-appointment due to retirement by rotation. |
| **Skill, experience, background and expertise in specific functional areas** | Experience of more than two decades in real estate and financial service sector |
| **Recognition or awards** | - |
| **Remuneration last drawn by such person, if applicable** | 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, 2026. |
| **Remuneration sought to be paid** | As mentioned in the resolution. |
| **Job Profile and suitability** | Based on his experience, background and contribution towards the growth of the Company, he is suitable for the position of Managing Director. |
| **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. Keshav Porwal, 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)** | • Rapipay Fintech Private Limited<br>• Capital India Asset Management Private Limited<br>• Capital India Wealth Management Private Limited<br>• CIFL Holdings Private Limited<br>• NYE Investech Private Limited (Formerly Kuants Wealth Private Limited)<br>• SBKP Consultancy Private Limited |
| **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** | During the financial year 2025-26, 6 (Six) Board meetings were held, and Mr. Keshav Porwal attended all the meetings. |
| **Pecuniary or other relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.** | Does not have any pecuniary relationship with the Company and doesn't have any relationship with the managerial personnel. |

| Particulars / Name | Mr. Keshav Porwal |
|---|---|
| **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** | NA |

**General Information**

| **II. General Information** | |
|---|---|
| Nature of industry | **Non-Banking Financial Company** |
| Date of commencement of commercial production | Date of Incorporation – 16/11/1994 |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |
| Financial Performance | see table below |
| Foreign investments or collaborations, if any | The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. |

Financial Performance

| Particulars | FY 2025-26 (In INR Lakhs) |
|---|---|
| Total Income | 22,966.81 |
| Total Expenditure | 28,217.97 |
| Exceptional items | 9,791.83 |
| Profit/(Loss) before tax | 4,540.67 |
| Tax expenses | 504.83 |
| Other comprehensive income | 15.86 |
| **Profit/(Loss) after tax** | **4,051.70** |

| **III. 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. Further, lending business has gone for expansion during the year. The branches increased from 29 to 46 and headcount increased from 616 to 894 during the year. |
| 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. |