



# CAPITAL INDIA

Rediscover Business

## CAPITAL INDIA FINANCE LIMITED

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

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

**Website:** [www.capitalindia.com](http://www.capitalindia.com), **Email ID:** [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com)

**Corporate Identity Number (CIN):** L74899DL1994PLC128577

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### POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment thereon]

Dear Member(s),

Notice (“**Notice**”) is hereby given to the members of Capital India Finance Limited (“**Company**”), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (“**Rules**”), Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (“**General Circulars**”) issued by the Ministry of Corporate Affairs (the “**MCA**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and other applicable laws and regulations, that the resolution(s) as set out in this Notice, are proposed to be passed by the members of the Company (hereinafter collectively referred to as the “**Members**” and individually as the “**Member**”) through postal ballot by remote e-voting (“**Postal Ballot/E-Voting**”).

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, in terms of the General Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The explanatory statement pursuant to Section 102 of the Act and the General Circulars setting out all material facts and reasons for the proposed resolution(s) are annexed hereto for your consideration.

The Board of Directors of the Company (“**Board**”) have appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.- 8003) of M/s Arun Gupta & Associates, Company Secretaries as the Scrutinizer (“**Scrutinizer**”) in accordance with the provisions of the Act & Rules, for conducting the Postal Ballot process in a fair and transparent manner.

As required under Rule 22(3) of the Rules, SS-2 and General Circulars, advertisement for dispatch of Notice and Postal Ballot will be published in the newspaper(s) and made available on the website of the Company,

specifying the relevant details therein.

In compliance with Regulation 44 of the Listing Regulations and the provisions of Section 108 and 110 of the Act, read with the Rules, the Company is providing remote e-voting facility to the Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited (“**KFintech**”) for the purpose of providing remote e-voting facility to all the Members.

The Scrutinizer shall submit his report to the Executive Chairman or in his absence to the Company Secretary & Compliance Officer of the Company after the completion of the scrutiny of the E-Voting. The result of Postal Ballot/E-Voting shall be declared on July 3, 2021 at the registered office of the Company situated at 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi – 110001 and shall be communicated to BSE Limited (“**BSE**”) where the securities of the Company are listed. The result would be displayed at the registered office of the Company, on its website at [www.capitalindia.com](http://www.capitalindia.com) and on the website of BSE at [www.bseindia.com](http://www.bseindia.com).

The last date specified by the Company for remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **Item No. 1: To consider and approve raising funds by way of issuance of debt securities**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association of the Company, any other applicable rules / regulations/ guidelines, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and any other regulatory and/ or statutory authorities, institutions or bodies (hereinafter collectively referred to as the “**Competent Authorities**”) and subject to the required 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 granting 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 and unsecured, non-convertible debentures / bonds, medium term notes and other debt securities (hereinafter collectively referred to as the “**Debt Securities**”), denominated in Indian Rupees and/ or foreign currency, in domestic and /or overseas market, on private placement basis or otherwise, in one or more tranches, up to an amount not exceeding INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores only), (“**the Issue**”) on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to the eligible investors, including body corporates, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider beneficial in the interest of Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant bankers and 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 remunerate 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, 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 and things and to execute all such documents as may be necessary for giving effect to this resolution.”

## **Item No. 2 : To consider and approve amendment in Memorandum of Association of the Company**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the “**Competent Authorities**”) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and 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 by this resolution), and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause III of the Memorandum of Association of the Company, by inserting the following clause after Clause III (A) 2:

- “3. To act as money changers, brokers, dealers, agents, buyers, and sellers of all in foreign exchange in the form of currencies, travellers cheques, bonds, notes, instruments, papers subject to approval of Reserve Bank of India, to take positions hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to Issue or act as agents for travellers cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary and to undertake the business of money transfer within India and cross border, money remittance within India and cross border, or foreign currency prepaid cards with multicurrency and INR wallets with all its variations or extensions which are in existence or which may come into existence. within India and outside and as a principal or as an agent for any other person carrying on such business, subject to terms and conditions mentioned in the permission / license as may be required to be obtained from Reserve Bank of India or from any other authority.”

**RESOLVED FURTHER THAT** any Director (excluding Independent Directors) or Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds

and things as may be necessary for the effective implementation of the above resolution including necessary changes to the corporate identity number of the Company if required by the Registrar of Companies, filing of necessary forms, returns, documents with the Registrar of Companies and other Competent Authorities.”

### **Item No. 3: To consider and approve amendment in Articles of Association of the Company**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the “**Competent Authorities**”) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and 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 by this resolution), and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter the Articles of Association of the Company, by deleting the following Clause 139:

“139. Unless decided by the Board to the contrary, depending upon the circumstances of the case, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Article 124 hereof. If he ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.”

**RESOLVED FURTHER THAT** any Director (excluding Independent Directors) or Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution, file necessary forms, returns, documents with the Registrar of Companies and other Competent Authorities.”

### **Item No. 4: To consider and approve appointment of Mrs. Rachna Dikshit as Woman Independent Director of the Company**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, subject to the provisions of the Articles of Association of the Company, basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mrs. Rachna Dikshit (DIN: 08759332) who was appointed as an Additional Director (Independent) pursuant to section 161 of the Companies Act, 2013, be and is hereby appointed as a Woman Independent Director of the Company for a period of 5 (five) consecutive years, with effect from September 30, 2020, not liable to retire by rotation.”

**Item No. 5 : To consider and approve appointment of Mr. Subhash Chander Kalia as an Independent Director of the Company**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, subject to the provisions of the Articles of Association of the Company, basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Subhash Chander Kalia (DIN: 00075644) who was appointed as an Additional Director (Independent) pursuant to section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years, with effect from May 26, 2021, not liable to retire by rotation.”

**By order and on behalf of the Board  
Capital India Finance Limited**

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

Date: May 26, 2021  
**Registered Office**  
2<sup>nd</sup> Floor, DLF Centre, Sansad Marg,  
New Delhi – 110 001

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts in respect of the Special Business is annexed hereto and forms part of the Notice.
2. Due to the outbreak of COVID-19 pandemic, the MCA vide its General Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the cut-off date i.e. Friday May 28, 2021. A person who is not a Member as on cut-off date shall treat this Notice for information purpose only. The Notice is being sent to the Members in electronic form on the e-mail addresses registered with their Depository Participants / the Company’s Registrar and Share Transfer Agents.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday May 28, 2021 will be considered for the purpose of Postal Ballot/E-Voting.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been duly passed as if they have been passed at a general meeting of the Members.
6. Material documents referred to in the explanatory statement, if any, have been made available on the website of the Company for inspection till the last date specified for remote e-voting .
7. The Board has appointed Mr. Arun Kumar Gupta, Company Secretary in Practice (COP No.- 8003) of M/s Arun Gupta & Associates, Company Secretaries as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot/E-Voting process in a fair and transparent manner and his decision on the validity of the voting will be final.
8. The voting period shall commence at 9:00 a.m. IST on June 3, 2021 and ends at 5:00 p.m. IST on July 2, 2021. During this period, the members holding equity shares either in physical form or in dematerialized form, as on cut-off date, i.e. Friday May 28, 2021, (including those Members who may not receive this Notice due to non-registration of their email address with KFintech or the DPs, as aforesaid) may cast their vote electronically, in respect of the resolution(s) as set out in the Notice only through the remote e-voting.
9. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, May 28, 2021.
10. The Notice is also placed on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com) and website of KFintech at [www.evoting.kfintech.com](http://www.evoting.kfintech.com)
11. The Scrutinizer shall submit his report, to the Executive Chairman or in his absence to Company Secretary & Compliance Officer, after completion of scrutiny of E-Voting in a fair and transparent manner. The Scrutinizer’s report will be displayed on the Company’s website at [www.capitalindia.com](http://www.capitalindia.com).
12. The results of the Postal Ballot/E-Voting shall be announced by the Executive Chairman or in his absence by Company Secretary & Compliance Officer on July 3, 2021 and will be displayed at the Registered Office of the Company at 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi-110001 and be communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company’s website at [www.capitalindia.com](http://www.capitalindia.com).

13. The last date specified by the Company for remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
14. In compliance with Regulation 44 of Listing Regulations, Section 110 of the Act, read with the Rules and SS-2, the Company is pleased to provide remote e-voting facility to all its members to enable them to cast their votes electronically. The Company has appointed KFintech for facilitating the remote e-voting to enable the members to cast their votes electronically.
15. The Members who have not yet registered their e-mail address may get their e-mail addresses registered by following the procedure given below:

The Company: <https://capitalindia.com/investor-corporate-announcement>. Please click on the link and follow the process provided at such link.

The Registrar: Process to be followed for submission of e-mail ID is, as follows:

I. For Members who have Electronic folios:

- a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- b) Select the company name
- c) Member to enter DPID-Client ID / Folio Number and PAN details
- d) Upload the self-attested PAN copy
- e) Member to enter e-mail ID and mobile number
- f) System will check the authenticity of the Client ID and PAN details, and send different OTPs to the Member on their e-mail ID and mobile number
- g) Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
- h) The system will then confirm the e-mail ID for the limited purpose of service of the Notice.
- i) The system will then send the Notice and procedure for remote e-voting to the e-mail ID provided by the Member.

II. For Members who have Physical folios:

- a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- b) Select the company name
- c) Member to enter physical Folio Number (only numeric) and PAN details
- d) In the event the PAN details are not available on record, the Member to enter one of the certificate Numbers
- e) Member to enter e-mail ID and mobile number.
- f) System will check the authenticity of the Folio Number and PAN details or the certificate number and send different OTPs to the Member, on their e-mail ID and mobile number.
- g) Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
- h) If PAN details are not available, the system will prompt the Member to upload the duly signed and scanned copy of the PAN card.
- i) The system will then confirm the e-mail ID for the limited purpose of service of the Notice.
- j) The system will then send the Notice and procedure for remote e-voting to the e-mail ID provided by the Member.
- k) After successful submission of the e-mail ID, the Bank or KFintech will share a copy of the Notice immediately and not later than within 48 hours of receipt of the e-mail ID from the Members.
- l) In case of any queries, Member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFintech at toll free number: 1800 309 4001.

16. Instructions for remote e-voting: The Members can vote only through electronic mode of voting.

The Company has engaged the services of KFintech for providing remote e-voting facility to the Members, enabling them to cast their vote in a secure manner. E-voting is mandatory for the Members and is the only means to cast a vote on the stated item of business. Members may in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of voting through remote e-voting.

The instructions to the Members for exercising their vote along with the process and the manner for remote e-voting through remote e-voting are, as under:

- a) The Members shall cast their vote electronically by logging on to the e-voting system (<http://evoting.kfintech.com>)
  - b) On the Members receiving an e-mail from KFintech:
    - i. Launch internet browser by typing the URL: <http://evoting.kfintech.com>
    - ii. Enter the login credentials [i.e., User ID and password mentioned in the e-mail]. Event Number followed by the Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
    - iii. After entering the details appropriately, click on LOGIN.
    - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise a minimum of 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 not to share your password with any other person and take utmost care to keep your password confidential.
    - v. You will need to login again with the new credentials.
    - vi. On successful login, the system will prompt you to select the EVENT 5928.
    - vii. On the voting page, enter the number of shares as on Friday, May 28, 2021 under FOR/AGAINST or alternately, you may enter partially any number in "FOR" and partially in "AGAINST" but the total number in FOR/AGAINST taken together should not exceed your total shareholding. You may also choose the option ABSTAIN.
    - viii. You may then cast your vote by selecting an appropriate option and click on "Submit".
    - ix. 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.
    - x. During the voting period, Members can login any number of times till they have voted on the Resolution.
    - xi. The Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
    - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
    - xiii. In case of any queries pertaining to e-voting, please visit Help & Frequently Asked Questions("FAQ") section of <http://evoting.kfintech.com>.
    - xiv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
17. The Members (including those Members who have previously registered their e-mail IDs with the Company, Depositories or Depository Participants and who have not previously registered with KFintech for the remote e-voting system by KFintech) will be required to submit their e-mail ID to KFintech in the



manner prescribed in the Notes above to receive the login-ID and password for remote e-voting along with the process, manner and instruction (through an e-mail from KFintech).

18. Vote on a resolution, once cast, cannot be changed subsequently.
19. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
20. Registration of e-mail ID: The Act recognizes sending of documents to any Member through electronic mode. Accordingly, in terms of the General Circulars, we hereby provide you the opportunity to register your e-mail ID for future communications. In case you wish to register your new e-mail ID or if there is any change in your e-mail ID which has already been registered with the Depository Participant, the Depositories or the Company, we request you to register your new/revised e-mail ID with your Depository Participant (for shares held in demat form), the Depositories (for shares held in demat form) or the Company (for shares held in physical form) immediately.

**By order and on behalf of the Board  
Capital India Finance Limited**

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

Date: May 26, 2021  
**Registered Office**  
2<sup>nd</sup> Floor, DLF Centre, Sansad Marg,  
New Delhi – 110 001

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

### **Item No. 1**

Pursuant to the provisions of Section 42 of the Act read with Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the “**Debt Securities**”) on 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 Company may borrow up to INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of the proposed resolution. The proceeds from the issue of the Debt Securities are proposed to be utilised inter alia for business and operational requirements of the Company. Further, in order to maintain its regulatory capital adequacy requirements, the Company would issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

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

None of the Directors of the Company and/or their relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors recommend passing of the above Resolution at Item no. 1 as Special Resolution.

### **Item No. 2**

The Company is planning to venture into business related to dealing with foreign currencies which *inter alia* includes acting as money changers, brokers, dealers, agents, buyers, and sellers of foreign exchange in the form of currencies, travellers cheques, bonds, notes, instruments, papers subject to approval of Reserve Bank of India, to take positions hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary and to undertake the business of money transfer within India and cross border, money remittance within India and cross border, or foreign currency prepaid cards with multicurrency and INR wallets with all its variations or extensions which are in existence or which may come into existence within India and outside and as a principal or as an agent for any other person carrying on such business, subject to terms and conditions mentioned in the permission / license as may be required to be obtained from Reserve Bank of India or from any other authority.

It is informed that the Company has been granted Authorised Dealer Category – II license by Reserve Bank of India on September 1, 2020 and is already dealing in outward remittance related to foreign exchange.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the “**MoA**”). The Board of Directors, on May 26, 2021 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company

and certify the registration. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution set out in Item No. 2 of this Notice for approval of the Members as a special resolution. The MoA is available for inspection by the Members on the Company's website.

### Item No. 3

As per Section 152(6) of the Act:

- a) Unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company shall:
  - (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
  - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
- b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.

In order to comply with the aforesaid provision, it is proposed to delete Clause 139 of the Articles of Association of the Company ("**AoA**") which restricts rotation of Managing Director of the Company.

Section 14 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its AoA. The Board of Directors, on May 26, 2021 has approved the aforesaid alteration in the AoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the AoA of the Company. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the AoA of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution set out in Item No. 3 of this Notice for approval of the Members as a special resolution. The AoA is available for inspection by the Members on the Company's website.

### Item No. 4

Mrs. Rachna Dikshit (DIN: 08759332) who was appointed as an Additional Director (Independent) of the Company w.e.f. September 30, 2020 pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the "**Act**"), holds office up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

She has submitted the declaration of Independence, as required under Section 149 (7) of the Act, stating that she meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). Mrs. Dikshit is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mrs. Rachit Dikshit served Reserve Bank of India for over a period of 33 years in various capacities including Regional Director, Punjab, Haryana and UT Chandigarh, General Manager, Financial Inclusion & Development Department, Chandigarh and New Delhi and General Manager, Department of Banking Regulation, Mumbai Central Office and so on.

During her tenure as the Regional Director, she was responsible for all supervisory/operational functions of inter alia banks, NBFCs, and cooperative banks and Chaired the Empowered Committee for MSME and Co-chaired State level Meetings including the SLBC, SLSC and SLCC.

As the General Manager, Financial Institutions & Development Department, Chandigarh and New Delhi, she performed the role of spearheading financial literacy and addressed various seminars including those of CII and the PHD Chambers and as the General Manager, Department of Banking Regulation, Mumbai Central Office, she was also responsible for the Financial Institutions Division and the Credit Information Division.

The Nomination & Remuneration Committee of the Board had assessed the profile of Mrs. Dikshit and found her to be 'Fit and Proper' in terms of the Reserve Bank of India's applicable directions on 'Fit and Proper' criteria for directors and also recommended her appointment to the Board. In terms of Sections 149, 152 and 160 read with Schedule IV of the Act, the Board, basis the recommendation of the Nomination & Remuneration Committee of the Board, has reviewed the profile of Mrs. Dikshit and the declarations stating that she meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that she fulfills the criteria of independence. In the opinion of the Board, Mrs. Dikshit meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as Woman Independent Director. Considering her vast expertise and knowledge in the field of Supervision and Regulatory, it would be in the interest of the Company that Mrs. Rachna Dikshit is appointed as Woman Independent Director on the Board of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors of the Company and/or their relatives, except Mrs. Rachna Dikshit and her relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors, therefore, recommend the appointment of Mrs. Rachna Dikshit (DIN: 08759332) as Woman Independent Director of the Company, for a period of 5 (Five) years, not liable to retire by rotation, as set forth in Item No. 4 of this Notice, for approval of the Members as an ordinary resolution.

#### **Item No. 5**

Mr. Subhash Chander Kalia (DIN: 00075644) who was appointed as an Additional Director (Independent) of the Company w.e.f. May 26, 2021 pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the "**Act**"), holds office up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

He has submitted the declaration of Independence, as required under Section 149 (7) of the Act, stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). Mr. Kalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Kalia is having an extensive experience of over 38 years in Public Sector Banking Industry both in India and Overseas. He has held senior positions with major Banks namely Union Bank of India, Vijaya Bank, Bank of Baroda. Currently, he is serving on the Board of PNC Infratech Limited, BOI AXA Investment Manager Private

Limited, IFCI Venture Capital Funds Limited and Om Shri Shubh Labh Agritech Private Limited.

The Nomination & Remuneration Committee of the Board had assessed the profile of Mr. Kalia and found him to be 'Fit and Proper' in terms of the Reserve Bank of India's applicable directions on 'Fit and Proper' criteria for directors and also recommended him appointment to the Board. In terms of Sections 149, 152 and 160 read with Schedule IV of the Act, the Board, basis the recommendation of the Nomination & Remuneration Committee of the Board, has reviewed the profile of Mr. Kalia and the declarations stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Kalia meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Banking & Finance, it would be in the interest of the Company that Mr. Subhash Chander Kalia is appointed as an Independent Director on the Board of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors of the Company and/or their relatives, except Mr. Subhash Chander Kalia and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Your Directors, therefore, recommend the appointment of Mr. Subhash Chander Kalia (DIN: 00075644) as an Independent Director of the Company, for a period of 5 (Five) years, not liable to retire by rotation, as set forth in Item No. 5 of this Notice, for approval of the Members as an ordinary resolution.

**By order and on behalf of the Board  
Capital India Finance Limited**

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

Date: May 26, 2021  
**Registered Office**  
2<sup>nd</sup> Floor, DLF Centre, Sansad Marg,  
New Delhi – 110 001

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

**Brief Profile of Director being appointed:**

<b>I.</b>	
<b>Name</b>	<b>Mrs. Rachna Dikshit</b>
<b>DIN</b>	08759332
<b>Age</b>	61 years
<b>Brief Resume</b>	<p>Served the Reserve Bank of India for over a period of 33 years in various capacities including Regional Director, Punjab, Haryana and UT Chandigarh, General Manager, Financial Inclusion &amp; Development Department, Chandigarh and New Delhi and General Manager, Department of Banking Regulation, Mumbai Central Office and so on.</p> <p>During her tenure as the Regional Director, she was responsible for all supervisory/operational functions of inter alia banks, NBFCs, and cooperative banks and Chaired the Empowered Committee for MSME and Co-chaired State level Meetings including the SLBC, SLSC and SLCC.</p> <p>During her tenure as the General Manager, Financial Institutions &amp; Development Department, Chandigarh and New Delhi, she performed the role of spearheading financial literacy and addressed various seminars including those of CII and the PHD Chambers.</p> <p>As the General Manager, Department of Banking Regulation, Mumbai Central Office, she was also responsible for the Financial Institutions Division and the Credit Information Division.</p>
<b>Date of first appointment on the Board</b>	September 30, 2020
<b>Qualification(s)</b>	<ul style="list-style-type: none"> <li>• Certified Associate Indian Institute of Bankers</li> <li>• Master's in political science, Allahabad University</li> <li>• B.A, Isabella Thoburn College, Lucknow</li> </ul>
<b>Terms and conditions of appointment</b>	As prescribed under the Companies Act, 2013, rules made thereunder and letter of appointment.
<b>Experience, background and expertise in specific functional areas</b>	Refer Brief Resume above
<b>Recognition or awards</b>	Nil
<b>Job Profile and suitability</b>	Based on her experience and background she is suitable for the position of Woman Independent Director.
<b>Remuneration sought to be paid</b>	Nil
<b>Remuneration last drawn by such person, if applicable</b>	Nil

<b>Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)</b>	India SME Asset Reconstruction Company Limited India Shelter Finance Corporation Limited
<b>Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company</b>	Nil
<b>Number of meetings of Board attended during the financial year 2020-21</b>	2/2
<b>Justification for choosing the appointee as an Independent Director</b>	Refer Brief Resume above

<b>II.</b>	
<b>Name</b>	<b>Mr. Subhash Chander Kalia</b>
<b>DIN</b>	00075644
<b>Age</b>	69 years
<b>Brief Resume</b>	<p>Carries over 38 Years' of experience in Public Sector Banking Industry with working across India and Overseas occupying various key positions including Executive Director of Union Bank of India, Executive Director of Vijaya Bank, General Manager : Wholesale Banking at Bank of Baroda, Chief Executive of Bank of Baroda, Mauritius Operations, Chairman of Pratapgarh Kshetriya Gramin Bank and others.</p> <p>Currently holding position as an Independent Director on Board of BOI AXA Investment Managers Private Limited, Director on the Board of IFCI Venture Capital Funds Ltd, Director on the Board of Om Shri Shubh Labh Agritech Private Limited. Also engaged in conducting Group discussions/interviews for promotion exercise for Public Sector Banks as Empaneled Banking Expert with IBPS Mumbai and also, an Advisor to few companies/ institutions in private sector.</p>
<b>Date of first appointment on the Board</b>	May 26, 2021
<b>Qualification(s)</b>	<ul style="list-style-type: none"> <li>• M.A. in Political Science</li> <li>• Certified Associate of Indian Institute of Bankers</li> </ul>
<b>Terms and conditions of appointment</b>	As prescribed under the Companies Act, 2013, rules made thereunder and letter of appointment.
<b>Experience, background and expertise in specific functional areas</b>	Refer Brief Resume above
<b>Recognition or awards</b>	Nil

<b>Job Profile and suitability</b>	Based on his experience and background he is suitable for the position of Independent Director.
<b>Remuneration sought to be paid</b>	Nil
<b>Remuneration last drawn by such person, if applicable</b>	Nil
<b>Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)</b>	BOI AXA investment Managers Limited IFCI Venture Capital Funds Limited Om Shri Shub Labh Agritech Private Limited PNC Infratech Limited
<b>Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Chairman, Audit & Compliance Committee, BOI AXA Investment Managers Limited  Member, Audit Committee, IFCI Venture Capital Funds Limited
<b>Shareholding in the Company</b>	Nil
<b>Relationship with the Company, any Director(s), Manager and other Key Managerial Personnel of the Company</b>	Nil
<b>Number of meetings of Board attended during the financial year 2020-21</b>	NA
<b>Justification for choosing the appointee as an Independent Director</b>	Refer Brief Resume above