

Ref. No.: CIFL/BSE/2023-24/54

Saturday, December 09, 2023

To
The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub.: Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Scrutinizer's Report

Dear Sir/Madam,

We, Capital India Finance Limited ("**Company**"), wish to inform that in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules made thereunder and pursuant to Regulation 44 and other applicable provisions of the Listing Regulations, as amended from time to time, the Company had sought the approval of the shareholders of the Company by way of postal ballot for the special resolutions as set out in the Postal Ballot Notice dated November 08, 2023 ("**Postal Ballot**") through remote e-voting. The remote e-voting for the postal ballot commenced on November 10, 2023 (09:00 A.M.), and the last date for casting votes was December 09, 2023 (05:00 P.M.).

In this regard, please find enclosed herewith:

- a) Voting Results in compliance with the Regulation 44 of the Listing Regulations as "**Annexure - A**"; and
- b) Scrutinizer's Report dated December 09, 2023, on remote e-voting for the Postal Ballot, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provision of the Listing Regulations, issued by Mr. Arun Kumar Gupta of M/s. Arun Gupta & Associates, Company Secretaries as "**Annexure - B**".

Pursuant to the aforesaid results, all the special resolutions set out in the Postal Ballot as stated hereunder, were approved with requisite majority on December 09, 2023 (last date of remote e-voting):

S. No.	Description of the Special Resolutions
1	Re-appointment of Mr. Yogendra Pal Singh (DIN: 08347484) as a Non-Executive Independent Director for a second term of 5 (five) consecutive years
2	Approval of 'CIFL Employee Stock Option Plan 2023'
3	Approval for grant of stock options equal to or exceeding 1% of issued capital to identified employees during any one year
4	Approval for grant of stock options to the employees of holding/subsidiary/associate/group company(ies) of the Company under 'CIFL Employee Stock Option Plan 2023'

The aforesaid information can also be accessed from the website of the Company at www.capitalindia.com.

Kindly take the above information on record and oblige.

Thanking you,
For **Capital India Finance Limited**


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



Encl: As above

Corporate office :
Level - 20, Birla Aurora,
Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

Registered Office :
2nd Floor, DLF Centre,
Sansad Marg,
New Delhi - 110001

P : +91 22 45036000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Limited)

P : +91 11 4954 6000
W : www.capitalindia.com

Annexure - A

Declaration of Voting Results of remote e-voting of the Postal Ballot of Capital India Finance Limited pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No	Description	Particulars
1	Date of AGM/EGM	Not Applicable <i>Resolutions passed through Postal Ballot on December 09, 2023 (last date of remote e-voting)</i>
2	Total Number of shareholders on record date	As on the cut-off date, i.e., November 03, 2023 - 1,380
3	No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter group b) Public	Not Applicable <i>(Resolutions passed through Postal Ballot)</i>
4	No. of shareholders attended the meeting through video conferencing a) Promoters and Promoter group b) Public	Not Applicable <i>(Resolutions passed through Postal Ballot)</i>

RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 1: Re-appointment of Mr. Yogendra Pal Singh (DIN: 08347484) as a Non-Executive Independent Director for a second term of 5 (five) consecutive years

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,39,69,487	66.65	1,39,69,486	1	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	2,09,58,540						
	Total	7,77,34,260						

*Postal Ballot through remote E-voting

RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 2: Approval of 'CIFL Employee Stock Option Plan 2023'

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,39,69,487	66.65	1,39,69,486	1	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	2,09,58,540						
	Total	7,77,34,260						

*Postal Ballot through remote E-voting

RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 3: Approval for grant of stock options equal to or exceeding 1% of issued capital to identified employees during any one year

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,39,69,507	66.65	1,39,69,486	21	99.99	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	2,09,58,540						
	Total	7,77,34,260						

*Postal Ballot through remote E-voting

RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 4: Approval for grant of stock options to the employees of holding/subsidiary/associate/group company(ies) of the Company under 'CIFL Employee Stock Option Plan 2023'

Resolution required	Special Resolution							
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	5,67,75,720	5,67,75,720	100.00	5,67,75,720	0	100.00	0.00
Public- Institutions	E-Voting*	0	0	0.00	0	0	0.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting*	2,09,58,540	1,39,69,507	66.65	1,39,69,506	1	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	2,09,58,540						
	Total	7,77,34,260						

*Postal Ballot through remote E-voting

Arun Gupta & Associates

Company Secretaries

Scrutinizer's Report

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

To,
The Executive Chairman
Capital India Finance Limited
CIN: L74899DL1994PLC128577
2nd Floor, DLF Centre, Sansad Marg,
New Delhi-110001

Subject: Scrutinizer's Report on Postal Ballot (E-Voting)

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of **Capital India Finance Limited** ("the **Company**") for scrutinizing the e-voting process in a fair and transparent manner pursuant to Section 108 & 110 of the Companies Act, 2013, as amended ("the **Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated November 08, 2023.

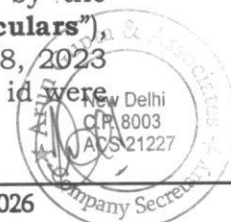
The Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for passing of Resolution through Postal Ballot by e-voting process.

As per 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, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**")", the Company has sent the Postal Ballot Notice dated November 08, 2023 on November 09, 2023 by email only to the members whose email id were available with the Company / RTA.

Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



Arun Gupta & Associates

Company Secretaries

The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e. November 03, 2023.

As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in "Jansatta" in all editions in Hindi ("the vernacular Language") and "Financial Express" in all editions in English on November 10, 2023, confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

The Company has appointed KFin Technologies Limited ("KFinTech"), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from, November 10, 2023 at 9:00 A.M. and ended on December 09, 2023 at 5:00 P.M. on the designated website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The Votes cast through electronic means were unblocked after the e-voting module was disabled by KFin Technologies Limited on December 09, 2023. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

Votes cast through electronic means up to 5:00 P.M. on December 09, 2023 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper does not arise.

On proper scrutiny and summary of all the votes casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:

ITEM NO. 1: SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. YOGENDRA PAL SINGH (DIN: 08347484) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re- enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, and subject to the provisions of the Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yogendra Pal Singh (DIN: 08347484), in respect of whom a notice has been received in writing from a member, under Section 160 of the Act, proposing his candidature for the office of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from February 13, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of re-appointment of Mr. Yogendra Pal Singh as may be recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and Listing Regulations.

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 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.”

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	36	70745206	100%



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting	Number of votes cast by them
E-voting	1	20

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated November 08, 2023 has been **passed with requisite majority**.

ITEM NO. 2: SPECIAL RESOLUTION

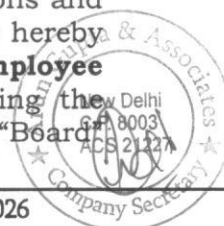
APPROVAL OF 'CIFL EMPLOYEE STOCK OPTION PLAN 2023' ("ESOP 2023"/"PLAN")

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as **"SBEB & SE Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"SEBI Listing Regulations"**), the provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**"SEBI"**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **'CIFL Employee Stock Option Plan 2023'** (**"ESOP 2023"/"Plan"**) and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board")

Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



Arun Gupta & Associates

Company Secretaries

which term shall be deemed to include any committee, including the Nomination & Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding **40,00,000 (Forty Lakhs)** employee stock options ("**Option(s)**") to or for the benefit of such eligible person(s) as designated by the Company and/or its existing or future holding/subsidiary/associate/group company(ies), within the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than **40,00,000 (Forty Lakhs)** equity shares of face value of INR 10 (Indian Rupees Ten only) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division and others, if any, additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	36	70745206	100%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0%



Arun Gupta & Associates

Company Secretaries

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting	Number of votes cast by them
E-voting	1	20

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice dated November 08, 2023 has been **passed with requisite majority.**

ITEM NO. 3: SPECIAL RESOLUTION

APPROVAL FOR GRANT OF STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF ISSUED CAPITAL TO IDENTIFIED EMPLOYEES DURING ANY ONE YEAR

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as **“SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI Listing Regulations”**), the provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee, including the Nomination & Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, during any one year, such number of employee stock options under the **‘CIFL Employee Stock Option Plan 2023’ (‘ESOP 2023’/‘Plan’)** equal to or exceeding 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions, if any) of the Company



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

at the time of grant of option to such identified employee(s) and/or director(s) of the Company, its existing or future holding/ subsidiary/ associate/ group company(ies) holding such designation(s) as mentioned hereunder, as may be approved by the Board/Committee and on such terms and in such manner as may be prescribed under the Plan, and to do all such acts, deeds and things as may deem necessary, from time to time:

S. No.	Designation
1.	Executive Chairman
2.	Managing Director
3.	Whole-time Director
4.	Chief Executive Officer
5.	Chief Operating Officer
6.	Chief Financial Officer
7.	Chief Compliance Officer
8.	Company Secretary
9.	Chief Technology Officer
10.	Chief Strategy Officer
11.	Chief Business Officer
12.	Chief Risk Officer
13.	Chief Credit Officer
14.	Functional Heads
15.	Head of Departments
16.	Such other designations as may be decided by Board or its committee from time to time

(i) **Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	36	70745206	100%

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	2	21	0%

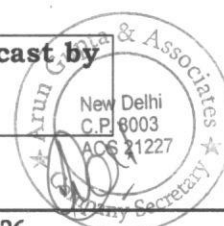
(iii) **Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid / Abstain	Number of votes cast by them

Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



Arun Gupta & Associates

Company Secretaries

	from Voting	
E-voting	NIL	NIL

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 3** of the Notice dated November 08, 2023 has been **passed with requisite majority.**

ITEM NO. 4: SPECIAL RESOLUTION

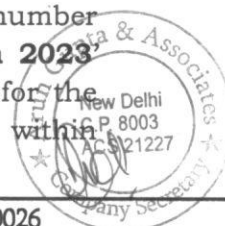
APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF HOLDING/ SUBSIDIARY/ ASSOCIATE/ GROUP COMPANY(IES) OF THE COMPANY UNDER "CIFL EMPLOYEE STOCK OPTION PLAN 2023"

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as **"SBEB & SE Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"SEBI Listing Regulations"**), the provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**"SEBI"**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Nomination & Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of stock options under the **'CIFL Employee Stock Option Plan 2023' ("ESOP 2023"/"Plan")** within the limit prescribed therein to or for the benefit of such person(s) who are eligible person(s) as designated within

Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, , +91-11-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



Arun Gupta & Associates

Company Secretaries

the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any existing or future holding/subsidiary/associate/group company(ies) of the Company, exercisable into corresponding number of equity shares of face value of INR 10 (Indian Rupees Ten) each fully paid-up upon exercise and be allotted to the grantee by the Company, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of Plan.”

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	37	70745226	100%

(ii) Voted against the resolution:

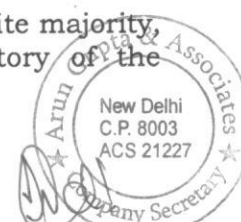
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting	Number of votes cast by them
E-voting	NIL	NIL

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice dated November 08, 2023 has been **passed with requisite majority**.

Since, all the special resolutions have been passed with requisite majority, we request to the Executive Chairman/ Authorised Signatory of the Company, to announce the voting results of Postal Ballot.



Arun Gupta & Associates

Company Secretaries

We have e-mailed all the e-registers and records relating to e-voting for safe custody to the Chief Compliance Officer & Company Secretary of the Company.

Thanking you
Yours faithfully

For Arun Gupta & Associates



Arun Kumar Gupta
(Scrutinizer)

Membership No. 21227

C.P. No. 8003

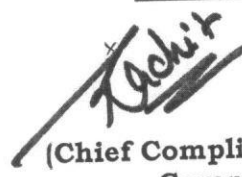
Firm Regn. No. I2008DE626100

PR 1008/2020

UDIN: A021227E002885924



Counter signed by





(Chief Compliance Officer &
Company Secretary)
Capital India Finance Limited



Place: New Delhi
Date: December 09, 2023

Witnesses:

1) 
Harsh Khandelwal
Address: House no. 428,
Chauhan Mohalla, Madanpur
Khadar, New Delhi - 110076

2) 
Shaina Manchanda
Address: H.no. D- 245, First
Floor, Jawahar Nagar, 80
Feet Road, Bharatpur,
Rajasthan- 321001