

**Regd. Office:** 1C/13, Basement, Rajnigandha Building, New Rohtak Road, New Delhi - 110005  
**Tel No:** 011-28762142; **E-mail id:** [capfinindia ltd@yahoo.co.in](mailto:capfinindia ltd@yahoo.co.in); **Website:** [www.capfinindia.com](http://www.capfinindia.com)

Date: 06<sup>th</sup> September, 2024

To,

Department of Corporate Affairs, BSE Limited, 28th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Company Symbol: CAPFIN Script Code: 539198 ISIN: INE960C01013
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**SUBJECT: Notice of the 32<sup>nd</sup> Annual General Meeting ('AGM') and Annual Report-2023-24**

Dear Sir/Madam,

This is to inform you that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company will be held on Saturday, 28th September, 2024 at 12:00 P.M IST through Video Conferencing / Other Audio visual Means in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed Annual Report of the Capfin India Limited (the 'Company') for the Financial year 2023-24 along with the Notice of the 32<sup>nd</sup> Annual General Meeting for the Financial year 2023-24.

Pursuant to Regulation 44 of Listing Regulations, Company is providing facility for remote e- Voting to its members whose names are recorded in Register of Members or Register of Beneficial owner maintained by the Depositories as on the cut-off date i.e. Saturday 21st September, 2024 as the "Cut-off Date". The remote e-voting shall commence at 9:00 A.M. on Wednesday, 25<sup>th</sup> September, 2024 and shall end at 5:00 P.M. on Friday, 27th September, 2024.

This is for your information and records.

**Thanking You  
For Capfin India Limited**

RACHITA  
MANTRY KABRA

Digitally signed by  
RACHITA MANTRY KABRA  
Date: 2024.09.06 23:30:19  
+05'30'

**Rachita Mantry Kabra  
Whole time Director  
DIN: 03414391**

**CAPFIN INDIA LIMITED**

**CIN: L74999DL1992PLC048032**

**Regd. Office:** 1C/13, Basement, New Rohtak Road Delhi North West DL 110005 INDIA.

**Tel:** 011-22055161, **E-mail:** capfinindia ltd@yahoo.co.in, **website:** www.capfinindia.com

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**NOTICE**

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**NOTICE** is hereby given that the **Thirty-Two (32<sup>nd</sup>)** Annual General Meeting of the members Capfin India Limited will be held on 28<sup>th</sup> September, 2024 Monday at 12:00 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1-** To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

**ITEM NO.2-** To appoint a director in place of Ms. Sarita Mantry (DIN: 01111382), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Sarita Mantry (DIN: 01111382) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

**ITEM NO.3** To consider and if thought fit to pass with or without modification(s) the following as an Special Resolution:

REGULARISATION OF ADDITIONAL DIRECTOR, Mr. MANGINA SRINIVAS RAO (DIN: 08095079) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

**“RESOLVED THAT** Mr. Mangina Srinivas Rao (DIN: 08095079) who was appointed as an additional Non-Executive Independent Director, pursuant to Sections 149, 150, 152, 161(1) and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Non-Executive Independent Director not liable to retire by rotation, with effect

from July 08, 2024, for a period of 5 years.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**ITEM NO.5** To consider and if thought fit to pass with or without modification(s) the following as a Special Resolution:

REGULARISATION OF ADDITIONAL DIRECTOR, Ms. GAYATHRI IYER (DIN: 09054785) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** Ms. GAYATHRI IYER (DIN: 09054785) who was appointed as an additional Non-Executive Independent Director, pursuant to Sections 149, 150, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Non-Executive Independent Director not liable to retire by rotation, with effect from July 08, 2024, for a period of 5 years.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**By Order of the Board of Directors  
Capfin India Limited**

**Place: New Delhi  
Date: 06.09.2024**

**Sd/-  
Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary**

**IMPORTANT NOTES:**

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. **General instructions for accessing and participating in the 32<sup>nd</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.**
3. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 32<sup>st</sup> Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Saturday, September 28, 2024, at 12:00 P.M. (IST). The proceedings of the AGM deemed to be conducted at 1C/13, Basement, New Rohtak Road Delhi North West Delhi 110005 India.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. 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 NSDL.
6. Further, the company has engaged NIVIS CORPSERVE LLP for providing video conferencing system through cisco webex and e-voting services through NSDL. In case any member required any assistance in respect of e-voting or joining of Meeting through VC/OAVM can contact at following:

- Ms. Richa Rastogi at [info@nivis.co.in](mailto:info@nivis.co.in),  
 - Nivis Corpserve LLP,

- Contact No. 011-45201005

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to all Members. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.capfinindia.com](http://www.capfinindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
13. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
14. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation

of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [capfinindia ltd@yahoo.com](mailto:capfinindia ltd@yahoo.com).

15. The Board of Directors of the Company has appointed M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
16. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 22th September, 2024 to Saturday, 28th September, 2024 (both days inclusive)**.
17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.capfinindia.com](http://www.capfinindia.com) and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on 25<sup>th</sup> **September, 2024 at 09:00 A.M.** and ends on **27<sup>th</sup> September, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **21<sup>ST</sup> September, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **21<sup>st</sup> September, 2024**.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>i) Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>ii) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name <b><u>or e-Voting service provider i.e. NSDL</u></b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

	iv) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the eVoting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43



Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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- (i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (ii) Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

(iii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(iv) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(v) Now, you will have to click on "Login" button.

(vi) After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Corporate/ Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sumanmsureka@yahoo.com](mailto:sumanmsureka@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [harmonycsl@yahoo.com](mailto:harmonycsl@yahoo.com) or [info@hcsil.co.in](mailto:info@hcsil.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PA (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [harmonycsl@yahoo.com](mailto:harmonycsl@yahoo.com) or [info@hcsil.co.in](mailto:info@hcsil.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system; After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at capfinindia ltd@yahoo.co.in. The same will be replied by the company suitably,

**By Order of the Board of Directors  
Capfin India Limited**

**Sd/-  
Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary**

**Place: New Delhi  
Date: 06.09.2024**

**'ANNEXURE I'****Additional Information of Director seeking appointment/reappointment at the Thirty****Second (32<sup>nd</sup>) Annual Meeting (AGM)****[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	<b>MS. SARITA MANTRY</b>
<b>DIN</b>	<b>01111382</b>
<b>Date of Birth</b>	<b>13.01.1965</b>
<b>Date of first Appointment</b>	<b>13.02.2017</b>
<b>Qualifications</b>	<b>Graduate</b>
<b>Expertise in specific functional area</b>	<b>Financial Matters</b>
<b>Directorship in other Companies</b>	<b>1. Mantri Capital Services Limited</b>
<b>Memberships / Chairmanship of Committees across all Public Companies *</b>	<b>NA</b>
<b>Relationship with other Directors / Key Managerial Personnel</b>	<b>NA</b>
<b>No. of shares held in the Company either by self or on a beneficial basis for any other person</b>	<b>268490</b>

By Order of the Board of Directors  
Capfin India Limited

Sd/-

Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary

Date: 06.09.2024  
Place: New Delhi

**'ANNEXURE II'**

**Additional Information of Director seeking appointment/reappointment at the Thirty  
Second (32nd) Annual Meeting (AGM)**  
**[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	<b>MR. MANGINA SRINIVAS RAO</b>
<b>DIN</b>	<b><u>08095079</u></b>
<b>Date of Birth</b>	<b>09/08/1960</b>
<b>Date of first Appointment</b>	<b>08.07.2024</b>
<b>Qualifications</b>	<b>Graduate</b>
<b>Expertise in specific functional area</b>	<b>Financial Matters</b>
<b>Directorship in other Companies</b>	<b>EFC REIT PRIVATE LIMITED SUMUKA AGRO INDUSTRIES LIMITED EFC (I) LIMITED DRONEACHARYA AERIAL INNOVATIONS LIMITED BALAXI PHARMACEUTICALS LIMITED TOTAL TRANSPORT SYSTEMS LIMITED</b>
<b>Memberships / Chairmanship of Committees across all Public Companies *</b>	<b>NA</b>
<b>Relationship with other Directors / Key Managerial Personnel</b>	<b>NA</b>
<b>No. of shares held in the Company either by self or on a beneficial basis for any other person</b>	<b>Nil</b>

**By Order of the Board of Directors  
Capfin India Limited**

**Sd/-  
Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary**

**Date: 06.09.2024  
Place: New Delhi**

**Additional Information of Director seeking appointment/reappointment at the Thirty  
Second (32nd) Annual Meeting (AGM)  
[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	<b>Ms. GAYATHRI IYER</b>
<b>DIN</b>	<b><u>09054785</u></b>
<b>Date of Birth</b>	<b>02/02/1972</b>
<b>Date of first Appointment</b>	<b>08.07.2024</b>
<b>Qualifications</b>	<b>Graduate</b>
<b>Expertise in specific functional area</b>	<b>Financial Matters</b>
<b>Directorship in other Companies</b>	<b>AGR EDUCATION FOUNDATION EFC REIT PRIVATE LIMITED UNIVA FOODS LIMITED EFC LIMITED TCC CONCEPT LIMITED EFC (I) LIMITED</b>
<b>Memberships / Chairmanship of Committees across all Public Companies *</b>	<b>NA</b>
<b>Relationship with other Directors / Key Managerial Personnel</b>	<b>NA</b>
<b>No. of shares held in the Company either by self or on a beneficial basis for any other person</b>	<b>Nil</b>

**By Order of the Board of Directors  
Capfin India Limited**

**Sd/-  
Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary**

**Date: 06.09.2024  
Place: New Delhi**

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

**ITEM NO.3:**

Mr. MANGINA SRINIVAS RAO (DIN: 08095079) was appointed as and additional Director of the company with effect from 08<sup>th</sup> July 2024 in accordance with the provision of section 161 the Companies Act, 2013 read with the Article of association of Company. Pursuant to the Section 161 of the Companies Act, 2013 the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. MANGINA SRINIVAS RAO (DIN: 08095079), is not disqualified from being appointed as Director in terms of Section 161 of Companies Act, 2013 and has given his consent to act as Director.

NRC has considered his diverse skills, leadership capabilities, expertise and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of view that Mr. MANGINA SRINIVAS RAO possesses the requisite skills and capabilities, which would be of immense benefits to the Company and hence, it is desirable to appoint him as an Independent Director.

Based on the recommendation of the NRC, the Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152 of the Act, and the Articles of Association of the Company, had recommended the appointment of Mr. Mangina Srinivas Rao (DIN: 08095079) as an Independent Director, not liable to retire by rotation, on the Board of the Company, for a period of 5 (five) years with effect from July 8, 2024.

Mr. Rao is not disqualified from being appointed as director in terms of Section 164 of the Act and have given his consent to act as director. The Company has also received declarations from Mr. Rao that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Mr. Rao fulfil the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Rao is independent of the management.

The Company has received requisite notice in writing from a member proposing the appointment of Mr. Rao as a candidate for the office of Directors of the Company.

Mr. Rao is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Rao may be deemed to be interested in the resolution.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board recommends the said Resolution No. 3 for approval by the members of the company.

The disclosure prescribed under Regulation 36 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the secretarial Standard on General Meeting issued by Institute of Company Secretaries of India (SS-2), are annexed to the notice.



**ITEM NO.4:**

Ms. GAYATHRI IYER (DIN: 09054785) was appointed as and additional Director of the company with effect from 08<sup>th</sup> July 2024 in accordance with the provision of section 161 the companies act, 2013 read with the Article of Association of Company. Pursuant to the Section 161 of the Companies act, 2013 the above director holds office only up to the date of the ensuring Annual General Meeting of the Company.

Ms. GAYATHRI IYER (DIN: 09054785) is not disqualified from being appointed as Director in terms of Section 161 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Ms. GAYATHRI IYER (DIN: 09054785), as Non-Executive Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 f or approval by the members of the company.

The disclosure prescribed under Regulation 36 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the secretarial Standard on General Meeting issued by Institute of Company Secretaries of India (SS-2), are annexed to the notice.

**By Order of the Board of Directors  
Capfin India Limited**

**Sd/-  
Mr. Sanjaymohan Singh Rawat  
(A74205)  
Company Secretary**

**Date: 06.09.2024**

**Place: New Delhi**