

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **33rd Annual General Meeting** of the Members of **Capfin India Limited** will be held on **Monday, September 29, 2025, at 12:30 P.M. (IST)** through at registered office the company/Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with 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 **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To approve re-appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as a Director, who retires by rotation, and being eligible, offers himself 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 read with Rules framed thereunder (including statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Umesh Kumar Sahay (DIN: 01733060), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **TO APPROVE ENHANCEMENT OF BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall also include a duly constituted Committee or any officer(s) authorized by the Board thereof for exercising the powers conferred on the Board by this resolution), to borrow, from time to time, any sum or sums of money for the purpose of the business of the Company, whether secured or unsecured, notwithstanding that the monies to be borrowed together



with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate, for the time being, of the paid-up capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 100,00,00,000/- (Rupees Hundred Crore only) on such terms and conditions as the Board may, at its discretion, deem fit and appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, or expedient for such purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

By Order of the Board of Directors
Capfin India Limited

Place: Pune
Date: September 5, 2025

Sd/-
Neeraj Kumar Patil
Company Secretary & Compliance Officer

NOTES:

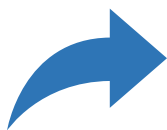
I. GENERAL INFORMATION:

1. The relevant Explanatory Statements, pursuant to provision of Section 102 of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} (hereinafter referred to as "the Act") and Regulation 17 & 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} (hereinafter referred to as "SEBI (LODR) Regulations, 2015" or "SEBI Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the Special Business Agenda No. 3 as set out above are annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and other relevant circulars (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 and other relevant circulars (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid



MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the 33rd AGM of the Company will be held on Monday, September 29, 2025, at 12:30 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the business items as set out in this Notice of AGM and therefore no physical presence of Member is required. The Registered Office of the Company shall be deemed to be the venue for the AGM.

3. **Dispatch of Annual Report through E-Mail:** In compliance to the aforementioned circulars, the Annual Report for the Financial Year 2024-2025 of the Company will be sent only through electronic mode (i.e through E-Mail only) to those Shareholders of the Company whose E-Mail IDs are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Indus Shareshree Private Limited (formerly known as Indus Portfolio Private Limited). Members who have not registered their E-mail IDs are requested to kindly register the same, to receive documents/notices electronically from the Company in lieu of physical copy of the Annual Report. A printable copy of the said Annual Report along with the Notice of the ensuing AGM shall also be made available on the website of the Company www.capfinindia.in and on the website of BSE Limited www.bseindia.com, before and within the prescribed time limit as per the provisions of the Companies Act, 2013. Further, in accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing a web-link and QR Code for accessing the Notice of 33rd AGM and Annual Report for FY 2024-25 will be sent to all those Members who have not registered their e-mail IDs.
4. As per the prevailing provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. However, since Annual General Meeting will be held through VC/OAVM where physical attendance of Members in any case has been dispensed with, there is no requirement of appointment of proxy(s) in pursuance of the aforementioned MCA Circulars and SEBI Circulars specifically wherein SEBI has temporarily dispensed the compliance of Regulation 44(4) of the SEBI Listing Regulations in case of meetings held through electronic mode only and hence the Proxy Form is not annexed to this Notice convening the 33rd AGM of the Company.
5. Since the 33rd AGM of the Company will be held through VC/OAVM without any physical presence of the Shareholders of the Company, therefore no Route Map and Attendance Slip is applicable in this case and accordingly the same is not annexed to this Notice convening the 33rd AGM of the Company.
6. In compliance of the aforementioned MCA circulars, the statutory registers of the Company and all such other documents referred to in the accompanying notice and the Explanatory Statement



shall be made available for inspection by the Members of the Company through electronic mode only upto the date of 33rd AGM. Members desirous of inspecting the same may send their request at "compliance@capfinindia.in" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers at least 5 days before the date of AGM.

7. 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.
8. **MANDATORY DEMATERIALIZATION OF PHYSICAL SECURITIES:** With reference to the SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and other relevant circulars, in regard to the amendment in Regulation 40 of SEBI Listing Regulations for mandatory dematerialization of the physical securities; the Shareholders are thus informed that w.e.f. April 01, 2019, any request for effecting transfer of shares held in physical form is not being processed by the RTA or the Company.

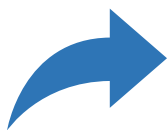
Accordingly, any requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a Depository. Also, that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

The detailed procedure of conversion of physical shares into dematerialization form is available on the website of Central Depository Services (India) Limited (CDSL) at "www.cdslindia.com", National Securities Depository Limited (NSDL) at "www.nsdl.co.in" and Company at "www.capfinindia.in".

Accordingly, Members are requested to make such service requests by submitting a duly filled and signed Form ISR – 4, the downloadable version of such Form is available on the website of the Company and Registrar and Transfer Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further as per SEBI circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

9. Members are informed that as an ongoing measure to enhance ease of doing business for investors in dealing in securities by investors, SEBI vide its various Circulars has made applicable Common and Simplified Norms for processing investor's service request by RTAs and norms for mandatory furnishing PAN, KYC details and Nomination through various Forms. Members are



requested to intimate/update changes, if any, pertaining to their name, postal address, E-Mail IDs, telephone/mobile numbers, Permanent Account Number (PAN), KYC, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

For shares held in dematerialized form: to their Depository Participants (DPs)

For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and in other such applicable forms in pursuance to above mentioned SEBI Circular. The downloadable version of such Forms is available on the website of the Company.

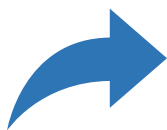
Pursuant to Section 72 of the Act, Members holding shares in physical form may file (a) nomination in the prescribed Form SH-13 (b) for cancellation / variations in nomination in the prescribed Form SH-14 and (c) for opting-out of Nomination in prescribed Form ISR - 3 with the RTA of the Company. The said forms can be downloaded from the website of the Company i.e. www.capfinindia.in.

10. Non-Resident Indian members are requested to inform the Company/RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
11. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
12. The Company has designated E-Mail ID "compliance@capfinindia.in" for redressal of Shareholders'/Investors complaints/grievances. In case Shareholders have any queries, complaints/grievances, then they may kindly write at E-mail ID: "compliance@capfinindia.in" or at ippl@indusinvest.com from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers.

II. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS:

General Instructions:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and other applicable circulars, the Company will be providing the facility to its members to exercise



their right to vote on the proposed resolutions to be considered in the ensuing AGM by electronic means only i.e. through e-voting facility. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL)** to provide remote e-voting (during the remote e-voting period) as well as e-voting (during the AGM), as the authorized e-voting agency. Further the Company has engaged with to provide facility to attend the AGM through Video Conferencing. The detailed instructions in this regard are provided separately in below notes forming part of this Notice.

2. Members whose names are recorded in the Register of Members as maintained by the RTA of the Company as on the Cut-off date i.e. Monday, September 22, 2025, shall be entitled to avail the facility of E-Voting for the ensuing AGM.
3. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Monday, September 22, 2025, may obtain the login ID and password by sending a request to the Registrar and Share Transfer Agent (RTA) evoting@nsdl.com. Any person who is not a member at the cut-off date and has received this Notice of AGM, shall treat this for the information purpose only.
4. The E-Voting rights of the Members shall be in proportion of their shares to the paid-up equity share capital of the Company as on the Cut-off date i.e. Monday, September 22, 2025.
5. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
6. The remote e-voting period begins on **Friday, September 26, 2025 at 9:00 A.M. (IST) and will end on Sunday, September 28, 2025 at 5:00 P.M. (IST)**. During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 22, 2025, can cast their votes electronically only either by way of "Remote E-Voting (during the Remote E-voting Period)" or by way of "E-Voting (during the period of AGM)". The E-Voting module shall be closed by the Scrutinizer and disabled by the NSDL for voting thereafter.
7. M/s. Sachapara & Associates, Practicing Company Secretaries represented by Mr. Chirag Sachapara (Membership No. F13160 and CP No. 22177), has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
8. The Scrutinizer shall immediately, after the conclusion of voting process of the ensuing AGM, unblock the votes cast through E-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall submit a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall



countersign the same and declare the results of the E-Voting forthwith, within prescribed time frame from the conclusion of the AGM.

9. The Results along with the Scrutinizer's Report shall be submitted to the Stock Exchange i.e. BSE Limited and shall also be placed on the website of the Company at "www.capfinindia.in". 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.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form

Instructions for attending the Annual General Meeting through VC/OAVM:

11. The Members can join the AGM in the VC / OAVM mode 60 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM. The Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address i.e. compliance@capfinindia.in.

Alternatively, they can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.

14. Since the 33rd AGM of the Company will be held through VC/OAVM without any physical presence of the Shareholders of the Company, the facility for voting through Ballot Form (Poll Paper) would not be made available at the ensuing AGM and the Members attending the meeting through

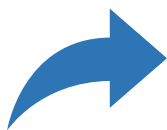


VC/OAVM who have not already casted their votes by Remote E-Voting shall be able to exercise their right at the meeting through E-Voting (during the period of AGM). The Members who have already cast their vote by Remote E-Voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their e-vote again.

15. Shareholders may access the facility of E-Voting at "<https://eservices.nsdl.com>" under NSDL Ideas Beneficial Owner by using the remote e-voting credentials. The link for VC/OAVM will be available in Beneficial Owner login where the EVEN of Company will be displayed.
16. Shareholders are requested to attend the Meeting preferably through Laptops / IPads for better experience with Web Camera and High-Speed Internet Connection/ Stable Wi-Fi/ LAN Connection to avoid any Audio/ Visual Loss due to low network and other such technical issues/glitches during the meeting.
17. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 7 days in advance prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at "compliance@capfinindia.in". The Shareholders who do not wish to speak during the AGM but have queries may send their queries at least 12 days in advance prior to meeting mentioning their name, demat account number/folio number, E-Mail IDs, mobile number at "compliance@capfinindia.in". These queries will be replied by the Company suitably through E-Mail only. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
18. 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.

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Friday, September 26, 2025 at 9:00 A.M. (IST) and will end on Sunday, September 28, 2025 at 5:00 P.M. (IST)**. 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 cut-off date i.e. Monday, September 22, 2025, are eligible to cast their vote(s) 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.



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	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>ii. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDEAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>



	<p>iii. 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 (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 or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/mveasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in	<p>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</p>



demat mode) login through their Depository Participants	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.
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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

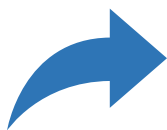
Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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	For Shareholders holding shares in Demat Form and Physical Form
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***** 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***
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ii. **Password details for shareholders other than Individual shareholders are given below:**

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) 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.

c) 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

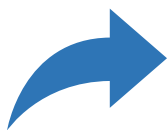
(v) Now, you will have to click on "Login" button.

(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.



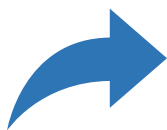
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting.
3. Now you are ready for e-Voting as the Voting page 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 cs.sachapara@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at 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 the Company's RTA at ippl@indusinvest.com.
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



ippl@indusinvest.com. 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 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 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.

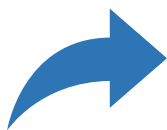


4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid 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 compliance@capfinindia.in. The same will be replied by the company suitably.

By Order of the Board of Directors
Capfin India Limited

Place: Pune
Date: September 5, 2025

Sd/-
Neeraj Kumar Patil
Company Secretary & Compliance Officer



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/REVISION IN REMUNERATION
[INFORMATION PURSUANT TO REGULATION 36 OF LISTING REGULATIONS AND SECRETARIAL STANDARDS II
(SS-2)]**

ITEM NO. 2: -

Description	Details
Name of the Director	Mr. Umesh Kumar Sahay
DIN	01733060
Age	41 years
Brief Resume	Mr. Umesh Kumar Sahay is the first-generation entrepreneur with about 20 years of experience in building and developing organizations, block by block, in Real Estate, Datacentre Infrastructure and IT sectors in India. He has completed Masters in Business Administration (MBA) from Pune.
Experience and Expertise	Over 20 years of experience in Real Estate, Data Centre Infrastructure, and IT & ITES sectors in India.
terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Re-appointment by virtue of director liable to retire by rotation. Mr. Sahay does not draw any remuneration except sitting fees, if any paid.
date of first appointment on the Board	06/05/2022
shareholding in the company, relationship with other Directors	9,72,279 shares Part of Promoter Group and PAC with Director Mr. Abhishek Narbaria
Manager and other Key Managerial Personnel of the company	Managing Director in EFC(I) Limited.
the number of Meetings of the Board attended during the year	For FY 2025-26 till date Mr. Sahay attended all the board meetings held.
List of Directorship held in all the Companies	1. Synthiko Foils Limited 2. Forty Two Ventures Limited 3. Capfin India Limited 4. DC&T Global Private Limited 5. EFC Investment Advisors Private Limited 6. EFC Investment Manager Private Limited 7. EFC (I) Limited 8. TCC Concept Limited 9. Whitehills Interior Limited 10. EFC Foundation 11. Univa Foods Limited 12. BESS Limited
Membership/Chairmanship of Committees of Board of Directors in all the Companies	1. Capfin India Limited – Nomination & Remuneration Committee – Member



	2. Capfin India Limited – Stakeholder Relationship Committee – Chairman 3. Capfin India Limited – Risk Management Committee – Member 4. Synthiko Foils Limited - Stakeholder Relationship Committee – Member
Listed entities from which the person has resigned in the past 3 years	Nil
Shareholding in Capfin India Limited	9,72,279 Equity Shares
In case of independent director the skills and capabilities	NA



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO. 3

APPROVAL OF THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

The Board of Directors of the Company is required to obtain the consent of the Members by way of a special resolution in terms of Section 180(1)(c) of the Companies Act, 2013 ("Act"), for borrowing money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), where the proposed borrowing together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the business requirements and growth plans of the Company, it is necessary to authorise the Board to borrow funds from time to time to meet the funding requirements for the business operations, capital expenditure, refinancing of existing debt, or for any other general corporate purposes, which may exceed the limits prescribed under Section 180(1)(c) of the Act.

The approval of the Members is, therefore, being sought to authorise the Board of Directors to borrow funds up to a maximum limit of Rs. **100,00,00,000/- (Rupees Hundred Crore only)**, notwithstanding that the monies to be borrowed by the Company, together with the monies already borrowed, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Board recommends the resolution set out in the Notice for approval of the Members as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
Capfin India Limited

Sd/-

Place: Pune

Date: September 5, 2025

Neeraj Kumar Patil
Company Secretary & Compliance Officer