



## Capfin India Limited

Regd. Office: 1C/13, Basement, New Rohtak Road, North West Delhi, Delhi-110005; Email: [compliance@capfinindia.in](mailto:compliance@capfinindia.in); Contact No.: 9665523806; CIN: L74999DL1992PLC048032; Website: [www.capfinindia.in](http://www.capfinindia.in)

February 7, 2025

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Scrip Code: 539198

**Sub.: Postal Ballot Notice.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Postal Ballot Notice are being sent to the Members of the Company whose names appear in the Register of Members or the Register of Beneficial owners maintained by the depositories as of January 31, 2025 seeking their approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

The Company has engaged the services of National Securities Depository Limited (NSDL), for providing e-voting facility. The Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on the cut-off date January 31, 2025. The E-voting period commences on 9:00 a.m. (IST) on Monday, February 10, 2025 and ends on 5:00 p.m. (IST) on Tuesday, March 11, 2025. The result of Postal Ballot will be announced on or before March 13, 2025.

A Copy of Notice of Postal Ballot is enclosed. The Postal Ballot Notice is also available on the website of the Company at [www.capfinindia.in](http://www.capfinindia.in)

This is for your information and records.

Thanking you,  
For Capfin India Limited

Abhishek Narbaria  
Managing Director  
DIN: 01873087

Encl.: As above



**POSTALBALLOTNOTICE**

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Capfin India Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules as amended from time to time, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts and the reasons/rationale thereof form part of this Postal Ballot Notice (“the Notice”).

The Board of Directors have appointed Ms. Ashwini Inamdar, Practicing Company Secretary, Partner of M/s Mehta and Mehta, Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Monday, February 10, 2025
End of e-voting:	5:00 p.m. (IST) on Tuesday, March 11, 2025

The e-voting facility will be disabled immediately after 5.00 p.m. (IST) on Tuesday, 11 March, 2025 and



will be disallowed thereafter.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorised by him. The results of e-voting will be announced within 48 hours from the conclusion of e-voting period i.e. on or before Thursday, 13 March, 2025, and will be displayed on the Company's website at [www.capfinindia.in](http://www.capfinindia.in) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

**SPECIAL BUSINESS:**

**1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY OF DELHI (NCTD) TO THE STATE OF MAHARASHTRA AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 12 and 13 of the Companies Act, 2013 (the "Act"), read with Rule 30 of Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions of the Act read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) if any, subject to approval of the Regional Director, Northern Region, Ministry of Corporate Affairs, and any other competent Government authorities, the consent of the members of the Company be and is hereby accorded for the change of Registered Office of the Company from the National Capital Territory of Delhi (NCTD) to the State of Maharashtra;

**RESOLVED FURTHER THAT** upon shifting of the Registered Office being effective, the existing Clause II of the Memorandum of Association of the Company be substituted with the following new Clause II:

***"II. The Registered Office of the Company will be situated in the State of Maharashtra."***

**RESOLVED FURTHER THAT** the Directors of the Company, be and are hereby authorized to appoint any consultant or authorised representative to appear and represent the Company before the Regional Director, Northern Region, Ministry of Corporate Affairs, and any other competent Government authorities in the matter of the petition to be filed by the Company for shifting of the Registered Office and proposed alteration of the situation clause of the Memorandum of Association and to make such statements, furnish such information and to do such acts, deeds and things as may be necessary in relation to the said petition.

**RESOLVED FURTHER THAT** Mr. Abhishek Narbaria, Managing Director and Mr. Umesh Kumar Sahay, Director of the Company be and are hereby authorized to do all acts, deeds, matters and things to implement the aforesaid resolution, including finalizing and execution of any petition / agreement or such other document as may be required from time to time and to delegate all or any of its powers conferred herein to any committee of Directors of the Company or to any Director of the Company or



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to any official / signature of the Company as it may consider appropriate in order to give effect the above resolution”

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

Sd/-

**Abhishek Narbaria  
Managing Director**

**DIN: 01873087**

**Dated this February 7, 2025 at Pune.**

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **January 31, 2025**. A person who is not a member as on January 31, 2025 (“Cut-off Date”) should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on the cut-off date January 31, 2025.
4. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of **National Securities Depository Limited, Designated Depository** as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
5. During the voting period, members can login to agency’s-voting platform any number of times till they have voted on all the resolutions. However, once a member has cast their vote on any resolutions, either partially or fully, they will not be allowed to modify or re-cast their vote.
6. The e-voting period commences on **9:00 a.m. (IST) on Monday, February 10, 2025** and ends on **5:00 p.m. (IST) on Tuesday, March 11, 2025**. During this period, members of the Company, holding shares either in physical or dematerialized form as on **January 31, 2025** (including those



Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid), can cast their vote only through the e-voting. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by National Securities Depository Limited upon expiry of the aforesaid period.

7. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for voting, that is, Tuesday, March 11, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website [www.capfinindia.in](http://www.capfinindia.in) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and RTA.
9. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [www.capfinindia.in](http://www.capfinindia.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
11. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

### INFORMATION AND INSTRUCTIONS RELATING TO VOTING THROUGH E-VOTING

**Note: Please read the instructions carefully before exercising your vote.**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Capfin India Limited ("the Company"), is pleased to provide remote e-Voting facility to its Members through the e-Voting platform of National Securities Depository Limited ("NSDL") for the approval of resolution as set in the attached Postal Ballot Notice. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on the Resolution placed by the Company on the remote e-Voting system, in respect of the business elaborated in the notice.



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Sr. No.	Description of Resolution
1.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY OF DELHI (NCTD) TO THE STATE OF MAHARASHTRA AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company has at its meeting held on February 5, 2025 recommended to the shareholders, the passing of Special Resolution to approve the aforesaid matter by way of Postal Ballot through remote e-voting.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility.

In accordance with the MCA Circulars, the **Postal Ballot Notice** is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on January 31, 2025 and whose e-mail addresses are registered with the Company/Depositories and members can vote **only through the remote e-voting process**. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of remote e-Voting process is available on the Company’s website: [www.capfinindia.in](http://www.capfinindia.in), relevant sections of the websites of the stock exchange ([www.bseindia.com](http://www.bseindia.com)) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same can also be accessed / viewed through the below mentioned link:

To view / download Postal Ballot Notice [www.capfinindia.in](http://www.capfinindia.in)

To view / download remote e-voting instructions [www.capfinindia.in](http://www.capfinindia.in)

<b>Cut-off date</b> <i>[for determining the Members entitled to vote on the resolutions set forth in this notice]</i>	<b>Friday, January 31, 2025</b>
<b>Remote e-voting period - Commencement of Remote e-Voting</b>	9:00 a.m. (IST) on Monday, February 10, 2025
<b>Remote e-voting period – End of Remote e-Voting</b>	5:00 p.m. (IST) on Tuesday, March 11, 2025 [Remote e-voting module shall be disabled post this 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.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.





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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

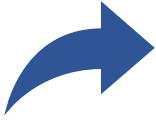
**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. 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**



6. 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.com](mailto:evoting@nsdl.com) 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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. 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 [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) with a copy marked to



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[evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 or send a request to Aman Goyal at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [compliance@capfinindia.in](mailto:compliance@capfinindia.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, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@capfinindia.in](mailto:compliance@capfinindia.in). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)**

**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY OF DELHI (NCTD) TO THE STATE OF MAHARASHTRA AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company was incorporated under Companies Act, 1956 in the National Capital Territory Of Delhi (NCTD), having Registered Office of the Company situated at 1C/13, Basement, New Rohtak Road, North West Delhi, Delhi, India, 110005 for administrative and operational convenience, further it is proposed to shift the registered office of the Company to 6<sup>th</sup> Floor, VB Capitol Building, Range Hills Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune Maharashtra – 411007.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one State to another, existing Clause II of the Memorandum of Association of the Company will be substituted with the following new Clause II:

***“II. The Registered Office of the Company will be situated in the State of Maharashtra.”***

The members may note that the Board of Directors of the Company in their meeting held on February 5, 2025 in- principally approved shifting the registered office of the Company from the National Capital Territory Of Delhi (NCTD) (i.e. from the jurisdiction of Registrar of Companies, Delhi) to the State of Maharashtra(i.e. to the jurisdiction of Registrar of Companies, Pune), alteration in the Memorandum of Association of the Company and the Board is authorized to appoint any Consultant or Authorized Representative to enter into appearance and represent the Company before the Regional Director, Northern Region, Ministry of Corporate Affairs, and any other competent Government authorities, in the matter of the petition to be filed by the Company for shifting of the Registered Office and proposed alteration of the situation clause of the Memorandum of Association and to make such statements, furnish such information and to do such acts, deeds and things as may be necessary in relation to the said petition.

The operations of the Company will not be affected in any way and there will not be any retrenchment of or transfer of employee’s consequent to the proposed change in Registered Office of the Company.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of existing Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution (passed through Postal Ballot) and also the approval of Central Government through Regional Director and Registrar of Companies, among other authorities. Accordingly, in view of the above, the approval of the members is sought by way of postal ballot and remote e-voting for shifting the Registered Office of the Company from the National Capital Territory Of Delhi (NCTD) to the State of Maharashtra and consequent alteration of Clause II of the Memorandum of Association of the Company.

The existing Memorandum of Association of the Company as well as the draft Memorandum of Association with the proposed amendments will be available for inspection at Company’s website



## Capfin India Limited

Regd. Office: 1C/13, Basement, New Rohtak Road, North West Delhi, Delhi-110005; Email: [compliance@capfinindia.in](mailto:compliance@capfinindia.in); Contact No.: 9665523806; CIN: L74999DL1992PLC048032; Website: [www.capfinindia.in](http://www.capfinindia.in)

<https://capfinindia.in/investor-relation/memorandum-of-association-and-articles-of-association/>

None of the Directors/KMP or their relatives is directly or indirectly concerned or interested in this resolution.

The Board recommends the resolution set forth in of the notice for approval of the members as a Special Resolution.

**By order of the Board of Directors**

**For Capfin India Limited**

**Sd/-**

**Abhishek Narbaria**

**Managing Director**

**DIN: 01873087**

Dated this February 7, 2025 at Pune.