



Capfin India Limited

Regd. Office: 1C/13, Basement, New Rohtak Road, North West Delhi, Delhi-110005;
Corp. Office.: 6th Floor, VB Capitol Building, Range Hills Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar, Pune- 411007 | Email: compliance@capfinindia.in
Contact No.:9665523806 | CIN: L74999DL1992PLC048032 | Website: www.capfinindia.in

February 19, 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 is 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 February 14, 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 February 14, 2025. The E-voting period commences on 9:00 a.m. (IST) on Thursday, February 20, 2025 and ends on 5:00 p.m. (IST) on Friday, March 21, 2025. The result of Postal Ballot will be announced on or before March 25, 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.

This is for your information and records.

Thanking you,
For Capfin India Limited

Abhishek Narbaria
Managing Director
DIN: 01873087

Encl.: As above



POSTALBALLOT NOTICE

(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.

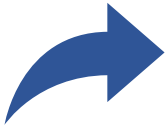
The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

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 Thursday, February 20, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, March 21, 2025

The e-voting facility will be disabled immediately after 5.00 p.m. (IST) on Friday, March 21, 2025 and will be disallowed thereafter.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Managing Director of



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the Company or any person authorised by him. The results of e-voting will be announced within 2 working days from the conclusion of e-voting period i.e. on or before Tuesday, March 25, 2025, and will be displayed on the Company's website at www.capfinindia.in and the website of NSDL at 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. ADOPTION OF RESTATED ARTICLES OF ASSOCIATION

To consider and pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules made thereunder, each as amended ("Companies Act"), and in order to bring it in conformity with the Articles of Association with the requirements of the Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the stock exchanges, subject to such approval, consent, permission, if any, as may be necessary, which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the alteration and adoption of new set of Articles of Association of the Company in total exclusion and substitution and superseding the existing Articles of Association of the Company, a copy of which is available on the website of the Company www.capfinindia.in.

RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee thereof) be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, in its their absolute discretion including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filing of necessary forms, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company, to settle any questions, difficulties or doubts that may arise in connection with this resolution and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution."

2. ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ("**the Act**"), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the



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provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, create, issue and allot up to 73,530 (Seventy Three Thousand Five Hundred and Thirty) equity shares of face value of Rs. 10 each of the Company (“**Equity Shares**”) for cash at a price of Rs. 340 (Rupees Three Hundred and Forty) (including a premium of Rs. 330) per equity share aggregating upto Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakh and Two Hundred) to promoters as mentioned below by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

Sr. No.	Name of Proposed allottee	Category	Number of equity shares
1.	Mr. Umesh Kumar Sahay	Promoter	36,765
2.	Mr. Abhishek Narbaria	Promoter	36,765

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Wednesday, February 19, 2025, being the preceding working day to the date 30 (thirty) days prior to the date of this Postal Ballot notice.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of Preferential Issue shall, inter-alia, be subject to the following:

- 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares.
- The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration.
- The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central



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Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws.
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof.
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the subscription amount shall be deposited in a separate bank account opened for the purpose of Preferential Issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection including opening of a separate bank account and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory



authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

3. ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER GROUP

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity Shares of the Company having face value of ₹ 10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), and/or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“BSE”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “The Board”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches 1,50,000 (One Lakh Fifty Thousand) Convertible Equity Warrants (“Warrants”) on preferential basis (“Preferential Offer”) to promoter group as mentioned below (“Warrant Holders”/Proposed Allottees”) at a price of Rs. 340 (Rupees Three Hundred and Forty) each (including the warrant subscription price and the warrant exercise price) aggregating up to Rs. 5,10,00,000 (Rupees Five Crore Ten Lakh only) or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

S. No	Proposed Allottees	Category	Number of warrants to be allotted
1.	Sixth Venture Advisors LLP	Promoter Group	1,50,000



RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 & 164 of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price for the Issue of Warrants is February 19, 2025.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms,

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the Warrant Holders, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.



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- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
- VIII) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the subscription amount shall be deposited in a separate bank account opened for the purpose of Preferential Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, 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, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making application to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers



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herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

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

**Sd/-
Abhishek Narbaria
Managing Director
DIN: 01873087**

Dated this February 19, 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 February 14, 2025. A person who is not a member as on February 14, 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 February 14, 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



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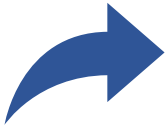
Ballot Notice.

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 Thursday, February 20, 2025** and ends on **5:00 p.m. (IST) on Friday, March 21, 2025**. During this period, members of the Company, holding shares either in physical or dematerialized form as on **February 14, 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, **Friday, March 21, 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 her 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 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.capfinindia.in and the website of NSDL at 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 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



Capfin India Limited

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Bhoslenagar, Shivajinagar, Pune- 411007 | Email: compliance@capfinindia.in
Contact No.:9665523806 | CIN: L74999DL1992PLC048032 | Website: www.capfinindia.in

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.

Sr. No.	Description of Resolution
1.	ADOPTION OF RESTATED ARTICLES OF ASSOCIATION
2.	ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS
3.	ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER GROUP

The Board of Directors of the Company has at its meeting held on February 19, 2025 recommended to the shareholders, the passing of Special Resolution to approve the aforesaid matters 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 **February 14, 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, relevant sections of the website of the stock exchange (www.bseindia.com) and website of NSDL at 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

To view / download remote e-voting instructions www.capfinindia.in

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, February 14, 2025
Remote e-voting period - Commencement of Remote e-Voting	9:00 a.m. (IST) on Thursday, February 20, 2025
Remote e-voting period – End of Remote e-Voting	5:00 p.m. (IST) on Friday, March 21, 2025 [Remote e-voting module shall be disabled post 5:00 p.m on March 21, 2025]



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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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-



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	<p>Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 and click on login icon & New System Myeasi Tab and then user 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 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 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

<p>B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</p> <p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 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. <i>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.</i> 4. Your User ID details are given below :
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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**



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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.
 - 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.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 with a copy marked to 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 to reset the password.



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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 : 022 - 4886 7000 or send a request to Aman Goyal at 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
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. 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 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 ADOPTION OF RESTATED ARTICLES OF ASSOCIATION

The existing articles of association of the Company (the "Articles of Association") are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contains references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013 and the rules made thereunder, each as amended ("Companies Act"). Several regulations of the existing Articles of Association require alteration or deletion. Accordingly, it is proposed to replace the entire existing Articles of Association by a set of new Articles of Association.

Further, in view of the proposed preferential issue of equity shares and warrants of the Company, the Company will be required to ensure that its articles of association of the Company (the "Articles of Association") conform to the requirements of Securities and Exchange Board of India and stock exchanges. The Board of Directors of the Company at its meeting held on February 19, 2025 approved to alter and adopt new set of the Articles of Association and recommended the same to the members



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for approval.

A copy of existing Articles of Association and of the set of new Articles of Association with the proposed amendments are made available on the website of the Company <https://www.capfinindia.in/>.

Pursuant to the provisions of Section 14(1) of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the Company by way of special resolution. None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the special resolution set out at item no. 1 for approval of the Members.

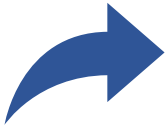
ITEM NO. 2 AND 3:

The Board of Directors of the Company ("**Board**") at its meeting held on February 19, 2025, approved raising funds aggregating up to Rs. 7,60,00,200 by way of issuance of upto 73,530 equity shares of Rs. 340 (Rupees Three Hundred and Forty Only) each (including a premium of Rs. 330 per equity share) ("**Equity Shares**") and Convertible Equity warrants upto 1,50,000 (One Lakh Fifty Thousand only), for cash at a price of Rs. 340 (Rupees Three Hundred and Forty Only) each (including the warrant subscription price and the warrant exercise price) (including a premium of Rs. 330 per Warrant), to the following promoters, (together referred to as "**the Proposed Allottees**"), by way of a preferential issue through private placement offer ("**Preferential Issue**"), who have agreed to subscribe to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**").

Sr. No	Name of Proposed allottee	Category	Number of equity shares	Number of warrants
1.	Mr. Umesh Kumar Sahay	Promoter	36,765	-
2.	Mr. Abhishek Narbaria	Promoter	36,765	-
3.	Sixth Venture Advisors LLP	Promoter Group	-	1,50,000

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 73,530 equity shares of face value of Rs. 10 each for cash at a price of Rs. 340 (Rupees Three Hundred and Forty Only) each (including a premium of Rs. 330 per equity share) per equity share aggregating upto Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakh and Two Hundred Only) and issue and allotment of up to 1,50,000 convertible equity warrants of a face value of Rs. 10 each at a price of Rs. 340 (Rupees Three Hundred and Forty Only) each (including a premium of Rs.



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330) per warrant aggregating to Rs. 5,10,00,000 (Rupees Five Crore Ten Lakhs Only) on a preferential basis to the Proposed Allottees.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

I. Date of Board Resolution

February 19, 2025

II. The total number of securities, kind of securities and price at which security is being offered:

The Board of Directors in its meeting held on February 19, 2025, had approved the proposal of making preferential allotment of below mentioned securities to Promoter Group and certain identified non-promoter persons/entities.

- 73,530 Equity Shares at a price of Rs. 340 (Rupees Three Hundred and Forty Only) each including premium of Rs. 330 (Rupees Three Hundred and Thirty Only) per share aggregating to Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakhs and Two Hundred Only). The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("Issue Price").
- 1,50,000 (One Lakh Fifty Thousand only) Convertible Equity Warrants at a price of Rs. 340 (Rupees Three Hundred and Forty Only) each (including the warrant subscription price and the warrant exercise price) (including a premium of Rs. 330) per warrant aggregating upto Rs. 5,10,00,000 (Rupees Five Crore Ten Lakhs only). The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("Issue Price") and convertible at the option of Warrant Holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid-up Equity Shares of the Company of ₹ 10/- (Rupee Ten) each.

III. Objects of the Issue

To increase the Net owned fund (NOF) in line with Master Direction issued Reserve Bank of India on October 19, 2023.

The Reserve Bank of India (RBI) has revised the Net Owned Fund (NOF) requirements for Non-Banking Financial Companies (NBFCs), including NBFC-ICC, NBFC-MFI, and NBFC-Factor, through **Notification No. DOR.CRE.060.CGM (MM) 2022**, dated **March 17, 2022**. As per this mandate, NBFCs must progressively increase their NOF to ensure financial stability and compliance with regulatory norms.

The revised NOF requirements are as follows:

NBFCs	Current NOF	By March 31, 2025	By March 31, 2027
NBFC-ICC	₹2 crore	₹5 crore	₹10 crore
NBFC-MFI	₹5 crore (₹2 crore in NE Region)	₹7 crore (₹5 crore in NE Region)	₹10 crore
NBFC-Factor	₹5 crore	₹7 crore	₹10 crore



Considering the above RBI mandate, the Company is required to increase its NOF to comply with regulatory norms and continue its operations as a registered NBFC.

The present NOF of the Company is approx. Rs. 3 Crore which will be short as on March 31, 2025, as per the requirement of the RBI notification. To meet this requirement the Company is proposing issue of Equity shares and Equity Convertible Warrants through Preferential issue.

The proposed issuance of shares will help in meeting the regulatory capital requirements and ensure business continuity while enabling the Company to expand its operations.

IV. Relevant Date

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as February 19, 2025, i.e. the preceding working day to the date 30 (thirty) days prior to the conclusion of e-voting of postal ballot (i.e. March 21, 2025).

V. Basis or justification for the price (including the premium, if any) has been arrived at

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

The Equity Shares of the Company are listed on BSE Limited (“BSE”), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the BSE has been considered to determine the issue price.

VI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The details of preferential allotment made during the current Financial Year 2024-25 are as under: **Not Applicable**

VII. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue upto 73,530 Equity Shares of face value of Rs. 10/- each (“**Equity Shares**”) for cash at a price of Rs. 340 (Rupees Three Hundred and Forty Only) (including a premium of Rs. 330) per equity share aggregating upto Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakhs and Two Hundred Only) and 1,50,000 Equity convertible warrants of face value of Rs. 10/- each (“**Warrants**”) for cash at a price of Rs. 340 (Rupees Three Hundred and Forty Only) (including a premium of Rs. 330) per warrant aggregating upto Rs. 5,10,00,000 (Rupees Five Crore Ten Lakhs only).

VIII. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

The Proposed Allottees are promoters/promoter group of the Company.



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IX. Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No	Category	Pre-Preferential Issue Shareholding# (As on February 14, 2025)		Post Preferential Shareholding* (Proposed)	
		Number of equity shares	%	Number of equity shares	%
A.	Promoters/Promoter group				
	Mr. Umesh Kumar Sahay	9,35,514	32.66	9,72,279	31.48
	Mr. Abhishek Narbaria	9,35,514	32.66	9,72,279	31.48
	Sixth Venture Advisors LLP	-	-	1,50,000	4.86
	Total Promoters' Shareholding (A)	18,71,028	65.32	20,94,558	67.82
B.	Public				
1.	Government of India (B)(1)				
2.	Institutions	-	-	-	-
a.	Mutual Funds / AIF/SWF	-	-	-	-
b.	Insurance Companies	-	-	-	-
c.	Financial Institutions/ Banks	-	-	-	-
d.	Foreign Portfolio Investors	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3.	Non-Institutions				
a.	Bodies Corporate	5,83,613	20.37	5,83,613	18.90
b.	Public	4,03,575	14.09	4,03,575	13.07
c.	Non-Resident Indians	2,122	0.07	2,122	0.07
d.	Others	4,362	0.15	4,362	0.14
	Sub-Total (B)(3)	9,93,672	34.68	9,93,672	32.18
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	9,93,672	-	9,93,672	-
	TOTAL (A)+(B)	28,64,700	100	30,88,230	100

The pre-issue Share Holding Pattern is as per the share holding pattern as on February 14, 2025.

* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholder of the Company.

X. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares



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shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

XI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

- a. All allottees for the purpose of the issue and allotment of Equity shares are individuals. Hence the requirement of beneficial owners does not arise.
- b. The allottee for warrants is an LLP incorporated under the Limited Liability Partnership Act, 2008, the details of ultimate beneficial owners are

Name of the Allottee	Ultimate beneficial owner
Sixth Venture Advisors LLP	Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay

XII. The percentage of the post-preferential issue that may be held by the Proposed Allottee(s):

Sr. No.	Name of the Proposed Allottee(s)	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Number of Equity convertible warrants proposed to be allotted	Post Issue % Holding (Proposed)
1.	Mr. Umesh Kumar Sahay	Promoter	32.66	36,765	-	31.48
2.	Mr. Abhishek Narbaria	Promoter	32.66	36,765	-	31.48
3.	Sixth Venture Advisors LLP	Promoter Group	-	-	1,50,000	4.86

XIII. Change in control

There will be no change in control of the Company consequent to the Preferential Issue.

Further, there will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

XIV. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not applicable as the Preferential Issue will be undertaken for cash consideration.

XV. Current and proposed status of the Proposed Allottee(s) post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed



to be made

As mentioned above, the Proposed Allottees are promoters/promoter group of the Company and their status will continue post the Preferential Issue.

XVI. Lock-in period

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

XVII. Report of Registered Valuer

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

XVIII. Monitoring Agency Report

Given that the issue size is less than Rs. 100 Crores (Rupees One Hundred Crores), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency")

XIX. The Company hereby undertakes that:

- (a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
- (c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- (d) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- (e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (f) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

XX. Practicing Company Secretary's Certificate

A certificate from M/s Mehta and Mehta, Company Secretaries dated February 19, 2025, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at www.capfinindia.in.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.



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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 Item 2 and 3 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 19, 2025 at Pune.