



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- 400001
Scrip Code: 539198

Sub.: Outcome of Board Meeting.

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we inform that the Board of Directors of the Company, at their meeting held on Wednesday, the 19th day of February, 2025 has inter-alia approved:

1. To issue up to 73,530 (Seventy Three Thousand Five Hundred and Thirty) Equity shares of Face Value Rs. 10 (Rupees Ten) each at a price of Rs. 340 (Rupees Three Hundred and Forty) ("Preferential Allotment Price") each including premium of Rs. 330 (Rupees Three Hundred and Thirty) per share aggregating to Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakhs and Two Hundred) on a preferential basis ("Preferential Allotment") for cash consideration to Promoters (the "Allottees"), enclosed as Annexure I herein by way of preferential issue on a private placement basis, in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Listing Regulations and such other acts / rules / regulations as maybe applicable and subject to the approval of the regulatory/ Statutory Authorities and the members of the Company. Upon issue of Equity Shares in accordance herewith, 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
2. To issue up to 1,50,000 (One Lakh Fifty Thousand) convertible equity warrants of the Company each convertible into, or exchangeable for, one Equity Share of Face Value Rs. 10 (Rupees Ten) each in accordance with the applicable law at a price of 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 Lakhs) to Promoter Group ("Warrant Holders"/Proposed Allottees"), enclosed as Annexure II herein by way of preferential issue on a private placement basis, in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Listing Regulations and such other acts / rules / regulations as maybe applicable and subject to the approval of the regulatory/ Statutory Authorities and the members of the Company ("Warrants Issue"). Upon issue of Warrants in accordance herewith, an amount equivalent to 25% (Twenty-Five per cent) of the total issue size shall be called upfront from the proposed allottee.
3. Adoption of restated Articles of Association.



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The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is provided herewith as Annexures.

The meeting of Board of Directors commenced at 12:30 p.m. (IST) and concluded on 1:00 p.m. (IST).

Kindly take the same on records.

Thanking you,
For Capfin India Limited

Abhishek Narbaria
Managing Director
DIN: 01873087

Encl.: As above



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ANNEXURE-I

Sr. No	Particulars	Description
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts ADR /GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment, on a private placement basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 73,530 (Seventy Three Thousand Five Hundred and Thirty) Equity Shares for an aggregate amount of Rs. 2,50,00,200 (Rupees Two Crore Fifty Lakhs and Two Hundred)
4. Additional information in case of preferential issue:		
a)	Name of the Investors	As per Annexure III
b)	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors Issue price / allotted price (in case of convertibles); Number of investors;	The List of allottees to whom Equity Shares are proposed to be allotted and the details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are given under Annexure III; Issue Price – Rs. 340 (Rupees Three Hundred and Forty) per equity shares; 2* *This includes 2 Allottees to whom Equity Shares are proposed to be issued.
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable



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ANNEXURE-II

Sr. No	Particulars	Description
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc	Convertible Equity Warrants of the Company (“Warrants”).
2.	Type of issuance (further public offering, rights issue, depository receipts ADR /GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment, on a private placement basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,50,000 (One Lakh Fifty Thousand) Convertible Equity warrants for an aggregate amount of Rs. 5,10,00,000 (Rupees Five Crore Ten Lakhs)
4. Additional information in case of preferential issue:		
a)	Name of the Investors	As per Annexure III
b)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors Issue price / allotted price (in case of convertibles); Number of investors;	The List of allottees to whom Convertible Equity Warrants are proposed to be allotted and the details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are given under Annexure III; Issue Price – Rs. 340 (Rupees Three Hundred and Forty) per equity shares; 1* *This includes 1 Allottees to whom Convertible Equity Warrants are proposed to be issued.
c)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each convertible equity warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten), which may be exercised in one or more tranches.
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable



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ANNEXURE III

LIST OF PROPOSED ALLOTTEES

Sr. No.	Name of Proposed allottee	Category
1	Mr. Umesh Kumar Sahay	Promoter
2	Mr. Abhishek Narbaria	Promoter
3	Sixth Venture Advisors LLP	Promoter Group

Annexure IV

Brief details of the amendments to the Articles of Association of the Company,

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 contained 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.