

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

NOTICE

Notice is hereby given that the **24th Annual General Meeting** of the members of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company") for the Financial Year ended March 31, 2018, will be held on **Saturday, 02nd day of June 2018, at 9 A.M.** at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.
3. To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.

Special Business:

4. Appointment of Statutory Auditors to fill casual vacancy:

To consider and if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Sections 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board of Director(s) ('Board') in their meeting held on May 03, 2018, M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W / W100018), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.: 025755N) at such remuneration as may be mutually agreed between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, at such remuneration as may be mutually agreed by and between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT any Executive Director or Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be deemed necessary and incidental for giving effect to these resolutions including but not limited to filing of requisite forms and documents with the Registrar of Companies and any other authorities.

5. **Appointment of Mr. Keshav Porwal as the Managing Director of the Company:**

To consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the clause 118(i) of the Articles of Association of the Company, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the

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Companies Act, 2013, read with Schedule V thereof, and the rules made thereunder, any other applicable laws including any amendments or modifications thereto, from time to time, subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as the Managing Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Keshav Porwal (DIN: 06706341), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Keshav Porwal (DIN: 06706341) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

6. **Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company:**

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) as an Executive Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as an Executive Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Amit Sahai Kulshreshtha (DIN: 07869849), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of

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the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

7. **Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vineet Kumar Saxena (DIN: 07710277), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

8. **Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Shraddha Kamat Suresh (DIN: 07555355), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company), as a woman Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem

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fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

9. **Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Subodh Kumar (DIN: 07781250), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

10. **Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Somani (DIN 00327231), who was appointed as an Additional Director in the capacity of an Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act for proposing his candidature for the office of director of the Company, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

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11. Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Achal Kumar Gupta (having DIN 02192183, who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

12. Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Promila Bhardwaj (DIN 06428534), who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

13. Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, as amended from time to time ("**Act**"), and all other applicable provisions, if any, of the Act, and in accordance

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with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time ("**Allotment Rules**"), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time ("**Capital Rules**"), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "**Competent Authorities**") enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited ("**BSE**"), where the equity shares of the Company are listed ("**Listing Agreement**"), subject to completion of withdrawal of the rights issue of the Company (along with completion and fulfillment of all other requirement in relation thereto) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to issue, offer and allot 3,96,83,000 (Three Crores Ninety Six Lakhs Eighty Three Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each ("**Equity Shares**") on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the ICDR Regulations, to the following subscribers (collectively known as "**Subscribers**"):

S No.	Details of the Subscriber	Number of Equity Shares	Consideration (including premium) (in Rs.)
1.	Capital India Corp LLP	2,73,83,000	1,72,51,29,000
2.	Samrat Banerjee	19,50,000	12,28,50,000
3.	Dharampal Satyapal Limited	45,00,000	28,35,00,000
4.	Sudhir Power Limited	19,50,000	12,28,50,000
5.	RJ Corp Limited	19,50,000	12,28,50,000
6.	Vasudevan Sathyamoorthy	19,50,000	12,28,50,000
	Total	3,96,83,000	2,50,00,29,000

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of the Equity Shares, on preferential allotment basis, in accordance with the ICDR Regulations shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the BSE on which the existing equity shares of the Company are listed.

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RESOLVED FURTHER THAT the said Equity Shares to be allotted to the Subscribers shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares shall only be allotted in dematerialized form to the Subscribers, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscribers and that the said Equity Shares shall rank, in all respects, pari passu with the existing equity shares of the Company including but not limited to, dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors with power to delegate to any officer(s) of the Company."

14. **Issue of non-convertible debentures / debt securities:**

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, any other rules, regulations, and guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and / or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "**Competent Authorities**") and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as

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the "**Debt Securities**"), denominated in Indian Rupees and / or foreign currency, in domestic and / or overseas market, on a private placement basis, up to an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only), on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to eligible investors, including bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider proper and most beneficial to the Company, during a period of 1 (One) year from the date of passing of this resolution."

15. **Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws:**

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("**Act**") and the rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board (hereinafter referred to as the "**Board**", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten Only) each ("**Equity Shares**") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("**GDRs**"), American Depository Receipts

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("ADRs"), convertible preference shares, convertible debentures (compulsorily and/or optionally, fully and/or partly), Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds ("FCCBs"), Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("**Qualified Institutional Placement**" or "**QIP**") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("**QIBs**") in accordance with **Chapter VIII of the ICDR Regulations**, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead managers, advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary(ies) appointed and / or to be appointed by the Company ("**Issue**").

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into Equity Shares, the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 (Twelve) months from the date of this resolution, or such other time as may be allowed under the ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares

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shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs / ADRs / FCCBs / FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible Securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) / International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant bankers/ lead managers and/or other advisors as mentioned above, do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities),

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the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Authorized Persons in their absolute discretion may deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in their absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as they may in their absolute discretion deem fit."

**By order and on behalf of the Board
Capital India Finance Limited
Formerly known as Bhilwara Tex-Fin Limited**

**Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer**

**Place: New Delhi
Date: May 03, 2018**

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the items of Special Businesses as set out in Item No. 4-15 is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under item No. 5 to 12 of the Notice are also annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not less than 48 hours before the meeting.
4. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the Company. Provided that a member holding more than 10% (Ten Percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
5. If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
6. The proxy holder shall prove his / her identity at the time of attending the Meeting. A proxy form which does not state the name of the proxy shall be considered invalid. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
7. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
8. Requisition for inspection of proxies shall be received by the Company in writing from a member entitled to vote on any resolution at least three days before the commencement of the Meeting.
9. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting.
10. Corporate members intending to attend the meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
11. Members/ proxies should bring the attendance slip sent herewith, duly filled in, for attending the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
13. The Register of Contracts maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, read with rules issued thereunder are open for inspection by the members at the registered office of the Company on all working days, except Saturdays and Sundays, between 11:00 A.M. and 1:00 P.M. and also at the Annual General Meeting. Further, the Notice for this 24th Annual General Meeting along with requisite documents and the Annual Report for the Financial Year ended 2017 - 18 shall also be available on the Company's website, www.capitalindia.com under the "Investor" tab. Further, the notice received, if any, under Section 160 of Companies Act, 2013, will be put up on the website of the Company up to the date of the Meeting.
14. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.

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15. The Register of Members and Share Transfer Book of the Company will be closed from **May 17, 2018, to June 02, 2018 (both days inclusive)** for the purpose of holding the Annual General Meeting.
16. The dividend on equity shares, as recommended by the Board, if approved at the Annual General Meeting, will be payable within 30 days, not being later than Monday, July 02, 2018, to those members: (a) whose names appear as members in the Register of Members of the Company, as on May 14, 2018, (Record Date), after giving effect to valid share transfers in physical form lodged with the Company / the Company's Registrar and Transfer Agent; and (b) whose names appear as Beneficial Owners in the list of Beneficial Owners as on May 14, 2018, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent - M/s Indus Portfolio Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent.
18. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.
19. SEBI and the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Indus Portfolio Private Limited, the Registrar and Transfer Agent of the Company and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
20. In terms of Sections 101 and 136 of the Companies Act, 2013, read together with the rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc., and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the Registrar and Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to secretarial@capitalindia.com mentioning your Folio/DP ID & Client ID.
21. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
22. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Company's Registrar and Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon. secretarial
23. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Transfer Agent.

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25. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members of the Company with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
26. In terms of requirements of Secretarial Standard - 2 on "General Meetings" issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.
27. The instructions for e-voting are as under:
 - A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company / Depositories):**
 - i. Open the e-mail and also open PDF file namely "Capital India Finance e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "**EVEN**" (**E-Voting Event Number**) - **108356** of M/s Capital India Finance Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual-Shareholders, available at downloads section of www.evoting.nsdl.com.
 - B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company / Depositories):**
 - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number) -108356, user ID (DP ID, Client ID, Folio No.) and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

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C. Other Instructions:

- i. The e-voting period commences on **May 30, 2018 (9.00 A.M.) and ends on June 01, 2018, (5.00 P.M.)**. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 26, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 26, 2018.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. May 26, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/ Indus Portfolio Private Limited (RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through polling paper. A person may participate in the Annual General Meeting even after exercising his/her vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- v. Mr. Aman Nijhawan (COP: 15768) or any other authorized representative of M/s Vinod Kothari and Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- vi. The Facility for voting through ballot will also be made available at the Annual General Meeting, and members attending the Annual General Meeting who have not already cast their vote by remote e- voting will be able to exercise their right at the Annual General Meeting. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the Annual General Meeting through ballot paper. Any Member, who has already exercised his votes through Remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.
- vii. The Chairman shall, at the Annual General Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.
- ix. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board, i.e. Mr. Aman Nijhawan (COP: 15768) or any other authorized representative of M/s Vinod Kothari and Company, at the Registered Office of the Company not later than Wednesday June 01, 2018 (5.00 PM. IST).

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- x. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@capitalindia.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than June 01, 2018 (5.00 P.M. IST).
- xi. Ballot Form received after this date will be treated as invalid.
- xii. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- xiii. The Notice of the Annual General Meeting shall be placed on the website of the Company and can be access through <http://www.capitalindia.com/investor-corporate-announcement> and on the website of CDSL till the date of Annual General Meeting.
- xiv. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website <http://www.capitalindia.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.
- xv. Shareholders may send their concerns / queries to the Company Secretary and Compliance Officer of the Company at - secretarial@capitalindia.com. Telephone - +91-11-49546000. Website - www.capitalindia.com and/or at the registered office address of the Company.

**By order and on behalf of the Board
Capital India Finance Limited
Formerly known as Bhilwara Tex-Fin Limited**

**Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer**

**Place: New Delhi
Date: May 03, 2017**

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

Item No. 3. To take note of retirement of Mr. Rahul Rameshkumar Jain

Mr. Rahul Rameshkumar Jain was appointed as Additional Director on January 27, 2017 in the capacity of non-Executive Director which was duly approved by the members of the Company vide Postal Ballot resolution dated August 10, 2017. His appointment was regularized and was approved by the members as an Independent Director of the Company. He was further re-designated from being an Independent Director to Non-Executive Director by the Board of Directors in their meeting dated November 27, 2017. Pursuant to Section 152 of the Companies Act, 2013, Mr. Rahul Rameshkumar Jain was liable to retire by rotation at this Annual General Meeting of the Company but he expressed his unwillingness to be re-appointed as a Director of the Company in the meeting of the Board of Directors dated May 03, 2018, due to which he shall retire from his position as Director in this Annual General Meeting. There being no other director left on the Board who falls under the ambit of Section 152, no other director is being re-appointed under this section as all remaining directors were appointed on the Board of the Company during the year and each of their appointment has been put forth for approval by members in this Annual General Meeting. The members are therefore requested to take note of Mr. Rahul Rameshkumar Jain's retirement.

Item No. 4. Appointment of Statutory Auditors to fill casual vacancy:

M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:025755N), had tendered their resignation on May 02, 2018, from the position of Statutory Auditors of the Company, resulting in a casual vacancy in the office of Statutory Auditors of the Company. Pursuant to Section 139(8) of the Companies Act, 2013, any casual vacancy occurring in the office of Statutory Auditors of the Company due to resignation thereof, shall be filled by the Board within 30 days, subject to the approval of members at the general meeting within 3 months of the recommendation of the Board. Such Statutory Auditors shall hold office upto the date of the next Annual General Meeting.

With respect to the afore-mentioned provision, the Board has, in its meeting held on May 03, 2018, appointed M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company to fill the casual vacancy caused due the resignation of M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:025755N). Board has further approved and recommended appointment of M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting.

The members are further informed that a certificate of eligibility along with independence and consent to act as the Statutory Auditors of the Company has been received from M/s. Deloitte Haskins & Sells, LLP. The Auditors have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI.

In light of the above mentioned, pursuant to section 139 and other applicable provisions of the Companies Act, 2013, approval of members is required to appoint M/s. Deloitte Haskins & Sells, LLP as the Statutory Auditors of the Company in order to fill the casual vacancy and further to hold the office from the conclusion of 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company.

Members are hereby requested to consider approving the same by passing the afore-mentioned resolution mentioned in item no. 4 of the notice.

None of the Directors, Key managerial Personnel or their relatives, are, in any way, concerned or interested in the said resolution.

Item No. 5. Appointment of Mr. Keshav Porwal as the Managing Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Keshav Porwal (DIN: 06706341) was appointed by the Board as an Additional Director on the Board of the Company with effect

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from November 27, 2017, to hold office upto the date of ensuing Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from November 27, 2017, subject to the approval of the members.

Mr. Porwal, aged 41 years has more than 19 years of experience in real estate and financial services sector. Mr. Porwal brings considerable experience in successfully closing large and complex real estate transactions involving leading developers of the country as well as private investments. Prior to this, Mr. Porwal has worked with India Infoline Finance Limited, Société Générale, ABN AMRO and ICICI Bank. Mr. Porwal is a member of the Institute of Chartered Accountants of India and holds a Bachelor of Science degree from Kanpur University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Porwal, signifying his intention to propose his own appointment as the Managing Director of the Company. The remuneration and other terms and conditions of Mr. Porwal's appointment as Managing Director, as set out in the resolution, is subject to your approval.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Porwal and his relatives are, in any way, concerned or interested in the said resolutions. The resolutions as set out in Item No. 5 of this Notice are accordingly recommended for your approval.

Item No. 6. Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer ("CEO") of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Amit Sahai Kulshreshtha (DIN: 07869849) was appointed by the Board as an Additional Director on the Board with effect from November 27, 2017, to hold office upto the date of ensuing Annual General Meeting. He was also appointed as the Executive Director and CEO of the Company with effect from November 27, 2017, subject to the approval of the members.

Mr. Kulshreshtha, aged 42 years has over 19 years of varied professional experience in the areas of mergers & acquisitions, structured finance, equity fund raising, financial structuring, project finance, project development and management consulting. Prior to this, Mr. Kulshreshtha has worked with YES Bank Limited, Reliance Infrastructure, CRISIL Limited (an S&P Global Company) and RPG Enterprises. Mr. Kulshreshtha holds a B. Tech degree from IIT (BHU) Varanasi, a PGDM from IIM Kozhikode and an LLB degree from Mumbai University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Kulshreshtha, signifying his intention to propose his own appointment as an Executive Director of the Company. The remuneration and other terms and conditions of Mr. Kulshreshtha's appointment as an Executive Director, as set out in the resolution, is subject to your approval.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kulshreshtha and his relatives are, in any way, concerned or interested in the said resolutions. The resolutions as set out in Item No. 6 of this Notice are accordingly recommended for your approval.

Item No. 7. Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Vineet Kumar Saxena (DIN: 07710277) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director Mr. Saxena holds office till the date of the Annual General Meeting.

Mr. Saxena, aged 50 years has more than 23 years of experience in banking and financial services. He is a financial services professional with rich and diverse experience in commercial and retail lending across organizations

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like ICICI Bank, Barclays Bank, G.E Capital TFS, ABN AMRO Bank, Religare Finvest Limited and Star Agri Finance Limited. Mr. Saxena holds a B.E. (Electronics) from University of Pune and an M.B.A.(Finance) from University of Lucknow.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Saxena, signifying his intention to propose his own appointment as a Non-Executive Director of the Company. Mr. Saxena is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Saxena and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 7 of this Notice are accordingly recommended for your approval.

Item No. 8. Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Ms. Shraddha Kamat Suresh (DIN:07555355) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director Ms. Suresh holds office till the date of the Annual General Meeting.

Ms. Suresh, aged 33 years, has over 6 years of experience in corporate strategy in financial services industry and real estate sector. She holds a degree in MBA Finance from Narsee Monjee Institute of Management Studies and a degree in Bachelor's in Commerce from Mumbai University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Ms. Suresh signifying her intention to propose her own appointment as a woman Non- Executive Director of the Company. Ms. Suresh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given her consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Suresh and her relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 8 of this Notice are accordingly recommended for your approval.

Item No. 9. Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Subodh Kumar (DIN: 07781250) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Kumar holds office till the date of the Annual General Meeting.

Mr. Kumar, aged 41 years, is a competent professional with nearly 16 years of experience in telecom and hospitality sectors.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Kumar, signifying his intention to propose his own appointment as a non- Executive Director of the Company. Mr. Subodh Kumar is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

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None of the Directors, Key Managerial Personnel and their relatives, except Mr. Kumar and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 9 of this Notice are accordingly recommended for your approval.

Item No. 10. Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Vinod Kumar Somani (DIN: 00327231) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Somani holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Somani, signifying his intention to propose his own appointment as an Independent Director of the Company. The Company has also received a declaration from Mr. Somani confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Somani is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Somani fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and he is independent of the management.

Mr. Somani, aged 64 years, is a fellow member of Institute of Chartered Accountants of India. He is a senior partner with M/s KG Somani & Co., Chartered Accountants since 1986. He has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public-Sector Companies. He has a sound knowledge of finance, company laws and tax laws. Since M/s KG Somani & Co is registered as a SEBI Merchant Banker Category IV, Mr. Somani is well versed with Merchant Banking activities. He was a member of the MOU Task Force and Expert panel of the Task Force on the Memorandum of Understanding of Central Public Sector.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Somani and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 10 of this Notice are accordingly recommended for your approval.

Item No. 11. Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Achal Kumar Gupta (DIN: 02192183) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Gupta holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Gupta, signifying his intention to propose his own appointment as an Independent Director of the Company.

The Company has also received a declaration from Mr. Gupta confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Achal Kumar Gupta fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and he is independent of the management.

Mr. Gupta, aged 64 years, is a qualified CAIIB and MA. He has held top positions in SBI, SBI Mutual Fund, State Bank of Patiala and IFCI Limited. He was the Managing Director of State Bank of Patiala and SBI Mutual Funds

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Management Private Limited. Currently he is Non-Executive director in South Indian Bank Limited and an independent director in Canara Robecco Asset Management Company Limited.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Gupta and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 11 of this Notice are accordingly recommended for your approval.

Item No. 12. Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Ms. Promila Bhardwaj (DIN: 06428534) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Ms. Bhardwaj holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Ms. Bhardwaj, signifying her intention to propose her own appointment as an Independent Director of the Company. The Company has also received a declaration from Ms. Bhardwaj confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Bhardwaj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Bhardwaj fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and she is independent of the management.

Ms. Bhardwaj, aged 63 years is a former IRS officer (batch of 1979). She has more than 35 years of services with the Government of India as Commissioner, Chief Commissioner & Director General and has handled both domestic and International Taxation. She also worked as Director in Ministry of Finance, Ministry of Industry & Ministry of Human Resource Development. Ms. Bhardwaj did her bachelor's with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Bhardwaj and her relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 12 of this Notice are accordingly recommended for your approval.

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Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of Companies Act 2013 and Secretarial Standard-2)

Brief Profile of Director being appointed / re-appointed:

I.	Information about the appointee	
Name	Mr. Keshav Porwal	Mr. Amit Sahai Kulshreshtha
DIN	06706341	07869849
Age	41 years	42 years
Date of Appointment	November 27, 2017	November 27, 2017
Qualification PGDM Mumbai	Chartered Accountant	B. Tech from IIT (BHU) Varanasi, from IIM Kozhikode and LLB from University.
Terms and conditions of appointment	As may be approved by the Board of Directors subject to maximum ceiling limits of remuneration as per Act	As may be approved by the Board of Directors subject to maximum ceiling limits of remuneration as per Act
Experience and background	Experience of 19 years in real estate and financial service sector	Mergers & acquisitions, structured finance, equity fund raising, financial structuring, project finance, project development and management consulting
Recognition or awards	Nil	Nil
Job Profile and suitability	Based on his experience and background he is suitable for the position of Managing Director.	Based on his experience and background he is suitable for the position of Chief Executive Officer.
Remuneration sought to be paid	Rs. 1,11,85,096/- P. A.	Rs. 1,11,85,096/- P. A.
Remuneration last drawn by such person, if applicable	Rs.37,90,960/-	Rs. 36,34,891/-
Date of first appointment on the Board	November 27, 2017	November 27, 2017
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> • CIFL Holdings Private Limited • CIFL Investment Manager Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • Capital India Home Loans Limited • Sahyog Dream Homes Private Limited • SBKP Consultancy Private Limited • Sahyog Homes Limited • Trident Realty UK Limited 	<ul style="list-style-type: none"> • CIFL Holdings Private Limited • CIFL Investment Manager Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • Capital India Home Loans Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with the Company any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of meetings of Board attended during the year	4	4

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Details of Non-Executive Directors:

Name	Ms. Shraddha Kamat Suresh	Mr. Subodh Kumar	Mr. Vineet Kumar Saxena
DIN	07555355	07781250	07710277
Age	33 years	41 years	50 years
Date of Appointment	November 27, 2017	November 27, 2017	November 27, 2017
Qualification	MBA (Finance)	Graduate	B.E. (Electronics and MBA (Finance))
Expertise in specific functional area	Real estate and financial service sector	Telecom and hospitality sector	Banking and financial services
Remuneration sought to be paid	N.A.	N.A.	N.A.
Remuneration last drawn by such person, if applicable	Nil	Nil	Nil
Date of first appointment on the Board	November 27, 2017	November 27, 2017	November 27, 2017
Directorships held in other companies (excluding foreign companies and section 8 companies)	Nil	Nil	<ul style="list-style-type: none"> • Capital India Home Loans Limited • Fintree Finance Private Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee.)	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil

Details of Independent Directors

Name	Mr. Vinod Kumar Somani	Mr. Achal Kumar Gupta	Ms. Promila Bhardwaj
DIN	00327231	02192183	06428534
Age	64 years	64 years	63 years
Date of Appointment	December 20, 2017	December 20, 2017	December 20, 2017
Qualification	CA	CAIIB and MA	Bachelors with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration
Expertise in specific functional area	Banking and financial services	Banking and financial services	Former officer of Indian Revenue Services, and more than 35 years of experience working with the Government of India

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Name	Mr. Vinod Kumar Somani	Mr. Achal Kumar Gupta	Ms. Promila Bhardwaj
Remuneration sought to be paid	Nil (except sitting fee)	Nil (except sitting fee)	Nil (except sitting fee)
Remuneration last drawn by such person, if applicable	Nil (except sitting fee)	Nil (except sitting fee)	Nil (except sitting fee)
Date of first appointment on the Board	December 20, 2017	December 20, 2017	December 20, 2017
Directorships held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> • NTB International Pvt Ltd • K. G. Somani Management Consultants Private Limited • K. G. Somani Insolvency Professionals Private Limited 	<ul style="list-style-type: none"> • The South Indian Bank Limited; • Canara Robeco Asset Management Company Limited. 	<ul style="list-style-type: none"> • ACB (India) Power Limited • TRN Energy Private Limited • Sindhu Trade Links Limited • Apex Home Finance Limited • Spectrum Coal and Power Limited • Maruti Clean Coal and Power Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	The South Indian Bank Limited 1. Member - Audit Committee Canara Robeco Asset Management Company Limited Member - Audit Committee	Ms. Promila Bhardwaj is a member of Audit Committee of the following companies: a) Maruti Clean Coal and Power Limited b) Spectrum Coal and Power Limited Ms. Promila Bhardwaj is a Chairperson cum member of Audit Committee of the following companies: a) TRN Energy Private Limited b) ACB (India) Power Limited
Shareholding in the Company	Nil	Nil	Nil
Relationship with any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	Mr. Vinod Kumar Somani, aged 64 years, is a fellow member of Institute of Chartered Accountants of India. He is a senior partner with M/s KG Somani & Co., Chartered Accountants since 1986. He has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public-Sector Companies. He has a sound knowledge of finance, company laws and tax laws. Since M/s KG Somani & Co is registered as a SEBI Merchant Banker Category IV, Mr. Somani is well versed with Merchant Banking activities. He was a member of the MOU Task Force and Expert panel of the Task Force on the Memorandum of Understanding of Central Public Sector.	Mr. Achal Kumar Gupta, aged 64 years, is a qualified CAIIB and MA. He has held top positions in SBI, SBI Mutual Fund, State Bank of Patiala and IFCI Limited. He was the Managing Director of State Bank of Patiala and SBI Mutual Funds Management Private Limited. Currently he is non-executive director in South Indian Bank Limited and an independent director in Canara Robeco Asset Management Company Limited.	Ms. Promila Bhardwaj, aged 63 years is a former IRS officer (batch of 1979). She has more than 35 years of services with the Government of India as Commissioner, Chief Commissioner & Director General and has handled both domestic and International Taxation. She also worked as Director in Ministry of Finance, Ministry of Industry & Ministry of Human Resource Development. Ms. Bhardwaj did her Bachelor's with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration.

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Schedule V Information:

I	General Information
Nature of industry	The Company is a Non-Banking Financial Company engaged in the business of loans and investments. The industry is largely affected by the various macro and micro economic factors which are beyond the control of the Company. The current trend of the industry shows an upward trajectory in the financial markets backed by the government's move of infusing more funds in the economy to resolves the major issue of distressed assets in the economy. The Company is also prone to financial risks as the core nature of the industry, as stated above, depends on various uncontrollable aspects.
Date of commencement of commercial production	The Company was incorporated in the year 1994 and is actively doing business since then.
Financial performance	Attached audited Financial Statements of the Company show the financial position of the Company
Foreign investments or collaborations	No foreign investments were made by the Company during the period under review.
II.	Other Information
Reasons for loss or inadequacy of profits	The Company is operating in a risk prone environment and is liable to be affected by the macro and micro factors. Therefore, the performance of the Company is subject to the external factors and management anticipates that inadequacy or loss might trigger at the year end.
Steps taken or proposed to be taken for improvement	The Company is currently in profits and will ensure deploying all possible efforts for keeping the Company on a healthy and profitable track.
Expected increase in productivity and profits in measurable terms	NA

Item No. 13. Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:

1. **Details required under Section 102 of the Companies Act, 2013, and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009**

With a view to raise further capital for the business, operational and general corporate requirements of the Company, the Board has approved, subject to the approval of the shareholders, the allotment and issue of up to 3,96,83,000 (Three Crores Ninety-Six Lakhs Eighty-Three Thousand) Equity Shares having face value Rs. 10/- (Rupees Ten Only) each, on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time, and on such terms and conditions and at such time as mentioned in the resolution at Item No. 13 of this Notice.

2. Under Section 42 and Section 62(1)(c) of the Companies Act, 2013 ("**Companies Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Allotment Rules**"), and the Companies (Share Capital and Debentures) Rules, 2014 ("**Capital Rules**"), a company may, by Special Resolution, authorize the issue of shares on a private placement and preferential basis, subject to the conditions prescribed thereunder. The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Equity Shares to the Subscribers.

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3. Additional details as required under Rule 13 of the Capital Rules and Rule 14 of the Allotment Rules are stated below:

Sr No. Particulars	Details																					
1. The objects of the issue	Fund raising for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company and capitalization of the subsidiaries																					
2. The total number of securities to be issued	up to 3,96,83,000 Equity Shares																					
3. The price or price band at/within which the allotment is proposed	Rs. 63/- per Equity Share (including a premium of Rs. 53/- (Rupees Fifty-Three only)																					
4. Basis on which the price has been arrived at along with report of the registered valuer	As per ICDR Regulations																					
5. Relevant date with reference to which the price has been arrived at	May 03, 2018																					
6. The class or classes of persons to whom the allotment is proposed to be made	The Promoters, existing shareholders and 1 (One) investor (un-related)																					
7. Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters are subscribing to the offer. No director/ key management personnel has an intention to subscribe to the offer.																					
8. The proposed time within which the allotment shall be completed	Within 15 days from the date of the approvals and permissions from the Competent Authorities																					
9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S No.</th> <th style="text-align: center;">Proposed Allottees</th> <th style="text-align: center;">Post Issue Shareholding</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Capital India Corp LLP</td> <td style="text-align: center;">68.58%</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Samrat Banerjee</td> <td style="text-align: center;">4.90%</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Dharampal Satyapal Limited</td> <td style="text-align: center;">11.34%</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Sudhir Power Limited</td> <td style="text-align: center;">4.92%</td> </tr> <tr> <td style="text-align: center;">5.</td> <td>RJ Corp Limited</td> <td style="text-align: center;">4.90%</td> </tr> <tr> <td style="text-align: center;">6.</td> <td>Vasudevan Sathyamoorthy</td> <td style="text-align: center;">4.52%</td> </tr> </tbody> </table>	S No.	Proposed Allottees	Post Issue Shareholding	1.	Capital India Corp LLP	68.58%	2.	Samrat Banerjee	4.90%	3.	Dharampal Satyapal Limited	11.34%	4.	Sudhir Power Limited	4.92%	5.	RJ Corp Limited	4.90%	6.	Vasudevan Sathyamoorthy	4.52%
S No.	Proposed Allottees	Post Issue Shareholding																				
1.	Capital India Corp LLP	68.58%																				
2.	Samrat Banerjee	4.90%																				
3.	Dharampal Satyapal Limited	11.34%																				
4.	Sudhir Power Limited	4.92%																				
5.	RJ Corp Limited	4.90%																				
6.	Vasudevan Sathyamoorthy	4.52%																				
10. The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control																					
11. 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 price	NA																					
12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA																					

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4. The pre-issue and post-issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue (As on March 31, 2018)		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoters' holding:				
1.	Indian:				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	2232300	63.73	29615300	68.58
	Sub Total	2232300	63.73	29615300	68.58
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	2232300	63.73	29615300	68.58
B	Non-Promoters' holding / Public:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Central Government/ State Government(s)/ President of India	NIL	NIL	NIL	NIL
3.	Non-Institution:				
	Private Corporate Bodies	747348	21.34	9147348	21.18
	Directors and Relatives	NIL	NIL	NIL	NIL
	Indian Public	522152	14.90	4422152	10.24
	Others (Including NRIs)	900	0.02	900	0.00
	Sub Total (B)	1270400	36.27	13570400	31.42
	GRAND TOTAL	3502700	100	43185700	100

5. Other Details Required under Section 102 of the Companies Act, 2013:

Particulars of Interested Persons	Details of the nature of concern or interest, financial or otherwise, if any, in respect of the items specified in the Notice
(i) Name of directors and the manager:	NIL
(ii) Names of every other key managerial personnel:	NIL
(iii) Names of relatives of the persons mentioned above:	NIL
Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision	NA

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6. The information as required under the ICDR Regulations are set out below:

a) Objects of the Issue:

The proceeds of the preferential offer are proposed to be used for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company and capitalization of the subsidiaries.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer

The Promoters of the Company are subscribing to the offer. No director/key management personnel has an intention to subscribe to the offer.

c) Shareholding Pattern before and after issue of the Subscription Shares:

Sr. No.	Category	Pre Issue (As on March 31, 2018)		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoters' holding:				
1.	Indian :				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	2232300	63.73	29615300	68.58
	Sub Total	2232300	63.73	29615300	68.58
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	2232300	63.73	29615300	68.58
B	Non-Promoters' holding :				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Central Government/ State Government(s)/ President of India	NIL	NIL	NIL	NIL
3.	Non-Institution:				
	Private Corporate Bodies	747348	21.34	9147348	21.18
	Directors and Relatives	NIL	NIL	NIL	NIL
	Indian Public	522152	14.90	4422152	10.24
	Others (Including NRIs)	900	0.02	900	0.00
	Sub Total (B)	1270400	36.27	13570400	31.42
	GRAND TOTAL	3502700	100	43185700	100

d) Pricing of the Issue:

The Equity Shares will be issued at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) being a price which is higher than the price arrived at as per the provisions stipulated in Chapter VII of the ICDR Regulations (Regulation 76A - Infrequently Traded Shares). Since, the Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the Company shall not be required to recompute the price per Equity Share.

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The "**Relevant Date**" for the purpose of calculating the price of the Equity Shares shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

"**Stock Exchange**" shall mean BSE Limited.

- e) Proposed time limit within which allotment will be completed:

The proposed allotment of the Equity Shares will be completed within 15 days period from the later of: (i) date of passing of the Special Resolution; and (ii) the receipt of approval / permission from any regulatory authority.

- f) 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 allottees with percentage of expanded capital to be held by them

S No.	Details of Subscriber	Category / Class of Subscriber	Beneficial Ownership	Post Issue % holding	Change in Control
1.	Capital India Corp LLP	Promoter	Mr. Sumit Kumar Narvar and Mrs. Poonam Narvar	68.58%	There will be no change in the control or composition of the Board of Directors of the Corporation consequent to the said issuances
2.	Dharampal Satyapal Limited	Non-Promoter	The natural persons who are the ultimate beneficial owners' of Dharampal Satyapal Limited are Rajiv Kumar, Sunita Gupta, Suruchi Saraf, Swati Saraf, Rohan Kumar Gupta, Riti Gupta, Ravinder Kumar, Rita Kumari, Ritesh Kumar, Raghav Kumar, Samit Goela, Puesh Kumar Gupta, Sudha Rani Gupta, Vipul Gupta, Ajay kumar Gupta, Vinod Kumari Gupta, Amogh Kumar Gupta, Dr. Ved Prakash Gupta, Rita Gupta, Rachna Gupta, Aruna Gupta, Rakesh Kumar Gupta, Rajesh Kumar Gupta, Satya Foundation (Rajiv Kumar Trustee)*** and S.R. Foundation (Rajiv Kumar Trustee)***. ***The natural persons who are the ultimate beneficial owners of Satya Foundation are SR Foundation, Saral Satya Trust, Rajiv Kumar, Sunita Gupta and Rohan Kumar Gupta; ***The natural persons who are the ultimate beneficial owners of SR Foundation are RR Foundation and Riti Gupta; ***The natural persons who are the ultimate beneficial owners' of RR Foundation are SR Foundation, Sanskritii Gupta and Rohan Kumar Gupta and his lineal descendants; and ***The natural persons who are the ultimate beneficial owners of Saral Satya Trust, are Suruchi Saraf and her lineal descendants, Swati Saraf and her lineal descendants and Riti Gupta and her lineal descendants.	11.34%	
3.	Sudhir Power Limited	Existing Equity Shareholder	The natural persons who are the ultimate beneficial owners' of Sudhir Power Limited are Sudhir Seth, Rahul Seth, Indu Seth, Kritika Seth, Kamala Seth, Sudhir Seth HUF with Sudhir Seth as karta and Rahul Seth HUF with Rahul Seth as karta.	4.92%	
4.	RJ Corp Limited	Existing Equity Shareholder	The natural persons who are the ultimate beneficial owners' of RJ Corp Limited are R K Jaipuria and Sons (HUF) with Ravi Kant Jaipuria as karta. Varun Jaipuria, Dhara Jaipuria, Devyani Jaipuria; Shabnam Properties Private Limited***, Sellwell Foods and Beverages Private Limited*** and Empire Stocks Private Limited** ***The natural persons who are the ultimate beneficial owners of Empire Stocks Private Limited are R K Jaipuaria and Sons (HUF) with Ravi Kant Jaipuria as karta, Varun Jaipuria and RJ Corp Limited; ***The natural persons who are the ultimate beneficial owners of Shabnam Properties Private Limited are Varun Jaipuria and RJ Corp Limited; and ***The natural persons who are the ultimate beneficial owners of Sellwell Foods and Beverages Private Limited are Vivek Gupta and RJ Corp Limited.	4.90%	

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g) Lock-in:

- (i) The Equity Shares to be allotted on a preferential basis to the Promoter, up to 20% (Twenty Percent) of the post-issue paid-up capital of the Company, shall be locked-in for a period of 3 (Three) years from the date of trading approval granted for the Equity Shares in accordance with the ICDR Regulations.
- (ii) The Equity Shares to be allotted on a preferential basis to the Subscribers (in the case of the Promoter all shares held by them in addition to the locked-in shares under point (i) above), shall be locked-in for a period of 1 (One) year from the date of trading approval granted for the Equity Shares in accordance with the ICDR Regulations.
- (iii) The entire pre-preferential allotment shareholding of the Subscribers shall be locked-in from the Relevant Date up to a period of 6 (Six) months from the date of trading approval, in accordance with the ICDR Regulations.

h) Undertakings

The Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the disclosures under Regulation 73(1)(f) and (g) of the ICDR Regulations are not applicable. Provided however in the event the Company is required to recompute the price for any reason, the Company undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of the ICDR Regulations, if it is required to do so; and
 - (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- i) None of the Directors of the Company is in any way concerned or interested in the resolution.
- j) Other disclosures
- (i) A copy of the certificate from the Statutory Auditors of the Company, certifying that the preferential allotment being made in accordance with the requirements contained in the ICDR Regulations shall be available for inspection by the members at the registered office of the Company on any working day till the date of the Annual General Meeting, i.e., June 02, 2018, during business hours between 3.00 PM to 5.00 PM.
 - (ii) Neither the Company, nor the Promoter or the Directors are categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
 - (iii) The Subscribers have not sold Equity Shares of the Company in the six months preceding the Relevant Date.

The above proposal is in the interest of the Company and the Board of the Company thus recommends resolution at Item No. 13 for approval of the Members of the Company as a Special Resolution.

Item No. 14. Issue of non-convertible debentures / debt securities:

Pursuant to the provisions of Section 42 of the Act read with Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

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being in force), a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the "Debt Securities") on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations proposed to be made for such Debt Securities during the year. The Company may borrow up to Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of this proposed resolution. The proceeds from the issue of the Debt Securities are proposed to be utilised inter alia for business and operations requirements of the Company. Further, in order to maintain its regulatory capital adequacy requirements, the company would issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Debt Securities, as stipulated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Item No. 15. Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws:

The Special Resolution proposed is an enabling resolution to facilitate and meet the Business expenditure requirements and to utilize the issue proceeds for general corporate purposes including but not limited to pursuing new business opportunities, meeting the issue expenses etc., The resolution contained in the attached Notice pertains to a proposal by the Company to offer, issue and allot equity shares, American Depository Receipts and other securities, as stated therein in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice. The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer. As per Section 62 of the Companies Act, 2013, and as per the rules and regulations applicable under the laws, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of existing members is being sought to empower the Board to issue, offer and allot Equity Shares at such price (at a discount of not more than 5% on the price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions, incorporated. The members' approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing shareholders. The Special Resolution also seeks to empower the Board (which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely

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determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. The Special Resolution seeks to give the Board the powers to issue Equity Shares as the Board may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors. The Equity Shares so allotted would be listed. The issue / allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the BSE under the provisions of the Listing Regulations.

The Board recommends passing of the resolution set out as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolution.

**By order and on behalf of the Board
Capital India Finance Limited
(Formerly known as Bhilwara Tex-Fin Limited)**

**Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer**

**Place: New Delhi
Date: May 03, 2018**