

Ref: CIFL/BSE/2021-22/24

Saturday July 3, 2021

To,  
The Manager – Listing,  
BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**Sub: Intimation of voting results of Postal Ballot (voting through electronic means) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Scrutinizer's Report**

Dear Sir / Madam,

This is to inform you that pursuant to provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 and other circulars issued by Ministry of Corporate Affairs in this regard, the Company had sought the approval of the shareholders by way of postal ballot for the following resolutions/matters:

- a) To consider and approve raising funds by way issuance of debt securities;
- b) To consider and approve amendment in Memorandum of Association of the Company;
- c) To consider and approve amendment in Articles of Association of the Company;
- d) To consider and approve appointment of Mrs. Rachna Dikshit as Woman Independent Director of the Company; and
- e) To consider and approve appointment of Mr. Subhash Chander Kalia as an Independent Director of the Company.

The Board of Directors ("Board") in its meeting held on May 26, 2021 had appointed Mr. Arun Kumar Gupta of M/s Arun Gupta & Associates, Company Secretaries as Scrutinizer for conducting the postal ballot (voting through electronic means) process in a fair and transparent manner.

The last date for casting votes through electronic means was Friday July 2, 2021.



In terms of Regulation 44 of the Listing Regulations, a summary of the results of postal ballot (votes casted through electronic means) for the resolutions as set out in the Postal Ballot Notice dated May 26, 2021 and the Scrutinizer's Report submitted to the Executive Chairman are enclosed herewith.

Pursuant to the aforesaid results, all the resolutions/ matters set out in Postal Ballot Notice dated May 26, 2021 were approved with requisite majority.

The results and Scrutinizer's Report will also be made available on the Company's website at [www.capitalindia.com](http://www.capitalindia.com).

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 and all other applicable provisions of the Listing Regulations.

For Capital India Finance Limited



Rachit Malhotra  
Company Secretary & Compliance Officer  
Membership No.: A39894

Encl.: As above

Corporate office :  
A-1402, One Bkc, 14th Floor,  
G - Block, Bandra Kurla Complex,  
Bandra (East) Mumbai,  
Maharashtra- 400051

Registered Office :  
2nd Floor, DLF Centre,  
Sansad Marg,  
New Delhi - 110001

P : +91 22 4503 6000  
E : [info@capitalindia.com](mailto:info@capitalindia.com)  
CIN No: L74899DL1994PLC128577  
( Capital India Finance Limited )

P : +91 11 4954 6000  
W : [www.capitalindia.com](http://www.capitalindia.com)

**Summary of Voting Results**  
(Results of votes cast through e-Voting)

Company Name	Capital India Finance Limited
Date of EGM/AGM	Last date of receipt of postal ballot – Friday July 2, 2021
Total no. of shareholders on Record Date: (being the cut-off date of determining shareholders entitled to cast vote by voting through electronic means)	As on Friday May 28, 2021, the total number of shareholders were 970
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not applicable
No. of shareholders attended through video conferencing Promoter and Promoter Group Public	Not applicable

Resolution no. 1	To consider and approve raising funds by way issuance of debt securities
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>56775720</b>	<b>56775720</b>	<b>100.00</b>	<b>56775720</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	16450030	78.49	16450027	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20958540	16450030	78.49	16450027	3	100.00	0.00
Total		77734260	73225750	94.20	73225747	3	100.00	0.00

Resolution no. 2	To consider and approve amendment in Memorandum of Association of the Company
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	56775720	100.00	56775720	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	16450030	78.49	16450027	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20958540	16450030	78.49	16450027	3	100.00	0.00
Total		77734260	73225750	94.20	73225747	3	100.00	0.00

Resolution no. 3	To consider and approve amendment in Articles of Association of the Company
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	56775720	100.00	56775720	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	16450030	78.49	16450027	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20958540	16450030	78.49	16450027	3	100.00	0.00
Total		77734260	73225750	94.20	73225747	3	100.00	0.00

Resolution no. 4	To consider and approve appointment of Mrs. Rachna Dikshit as Woman Independent Director of the Company
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	56775720	100.00	56775720	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

*Rachna Dikshit*



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	16450030	78.49	16450027	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20958540	16450030	78.49	16450027	3	100.00	0.00
Total		77734260	73225750	94.20	73225747	3	100.00	0.00

Resolution no. 5	To consider and approve appointment of Mr. Subhash Chander Kalia as an Independent Director of the Company
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56775720	56775720	100.00	56775720	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	56775720	56775720	100.00	56775720	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

*Handwritten signature*



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20958540	16450030	78.49	16450027	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20958540	16450030	78.49	16450027	3	100.00	0.00
Total		77734260	73225750	94.20	73225747	3	100.00	0.00

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# Arun Gupta & Associates

## Company Secretaries

### Scrutinizer's Report

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

To,  
The Executive Chairman  
**Capital India Finance Limited**  
CIN: L74899DL1994PLC128577  
2<sup>nd</sup> Floor, DLF Centre, Sansad Marg,  
New Delhi-110001

### Subject: Scrutinizer's Report on Postal Ballot (E-Voting)

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Capital India Finance Limited for scrutinizing the e-voting process in fair and transparent manner pursuant to Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated May 26, 2021.

The Company, pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for passing of Resolution through Postal Ballot by e-voting process.

As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("**General Circulars**") in relation to "Clarification on passing of ordinary and Special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and due to difficulty in dispatch of Postal Ballot Notice / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated May 26, 2021 on June 02, 2021 by email only to the members whose email id were available with the Company / RTA.

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## Company Secretaries

The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e. May 28, 2021.

As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in “**Jansatta**” in all editions in Hindi (“the vernacular Language”) and “**Financial Express**” in all editions in English on June 03, 2021 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

The Company has appointed KFin Technologies Private Limited, the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from, June 03, 2021 at 9:00 A.M. and ended on July 02, 2021 at 5:00 P.M. on the designated website of KFin Technologies Private Limited i.e. <https://evoting.kfintech.com>.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The Votes cast through electronic means were unblocked after the e-voting module was disabled by KFin Technologies Private Limited on July 02, 2021. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

Votes cast through electronic means up to 5:00 P.M. of July 02, 2021 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper does not arise.

On proper scrutiny and summary of all the votes casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:

### **ITEM NO. 1: SPECIAL RESOLUTION**

#### **TO CONSIDER AND APPROVE RAISING FUNDS BY WAY OF ISSUANCE OF DEBT SECURITIES**

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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# Arun Gupta & Associates

## Company Secretaries

the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association of the Company, any other applicable rules / regulations / guidelines, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and any other regulatory and / or statutory authorities, institutions or bodies (hereinafter collectively referred to as the "Competent Authorities") and subject to the required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or 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), consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures / bonds, medium term notes and other debt securities (hereinafter collectively referred to as the "Debt Securities"), denominated in Indian Rupees and / or foreign currency, in domestic and / or overseas market, on private placement basis or otherwise, in one or more tranches, up to an amount not exceeding INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores only), ("the Issue") 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 the eligible investors, including body corporates, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider beneficial in the interest of Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant bankers and registrars, trustees, underwriters, guarantors, brokers, legal advisors, depositories, depository participants, stabilizing agents, custodians, bankers, printers, advertising agencies and such other persons / agencies / intermediaries and service providers to the Issue, and to remunerate all such persons / agencies, with commission, brokerage, fees, etc., as may be deemed fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to create and perfect the security on the assets and properties (both present and future), including immovable, movable, tangible and / or intangible, of the Company, including mortgage, hypothecation, pledge or any other charge over such identified assets and/or properties of the Company, and such receivables and accounts of the Company (including all amounts deposited therein and / or investments made therefrom) as may be determined by the Company for securing the obligations of the Company in respect of the Debt Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, modify and finalise the terms and conditions of the Debt Securities and sign the relevant documents/agreements in connection with the Debt Securities, including without limitation, the offer letter (along with the

ARUN KUMAR  
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ARUN GUPTA & ASSOCIATES  
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# Arun Gupta & Associates

## Company Secretaries

application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other document(s) as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) of Debt Securities by the Company and to further delegate the above powers to any Committee of the Board or any Official of the Company to act on its behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	48	73225747	100%

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	3	3	0.00%

**(iii) Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated May 26, 2021 has been **passed with requisite majority**, accordingly we request to the Executive Chairman/ Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

**ITEM NO. 2: SPECIAL RESOLUTION**

**TO CONSIDER AND APPROVE AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time

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# Arun Gupta & Associates

## Company Secretaries

being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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**”) 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), and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause III of the Memorandum of Association of the Company, by inserting the following clause after Clause III (A) 2:

“3. To act as money changers, brokers, dealers, agents, buyers, and sellers of all in foreign exchange in the form of currencies, travellers cheques, bonds, notes, instruments, papers subject to approval of Reserve Bank of India, to take positions hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to Issue or act as agents for travellers cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary and to undertake the business of money transfer within India and cross border, money remittance within India and cross border, or foreign currency prepaid cards with multicurrency and INR wallets with all its variations or extensions which are in existence or which may come into existence. within India and outside and as a principal or as an agent for any other person carrying on such business, subject to terms and conditions mentioned in the permission / license as may be required to be obtained from Reserve Bank of India or from any other authority.”

**RESOLVED FURTHER THAT** any Director (excluding Independent Directors) or Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution including necessary changes to the corporate identity number of the Company if required by the Registrar of Companies, filing of necessary forms, returns, documents with the Registrar of Companies and other Competent Authorities.”

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast

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ARUN KUMAR GUPTA  
Date: 2015-07-28  
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# Arun Gupta & Associates

## Company Secretaries

E-voting	48	73225747	100%
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(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	3	3	0.00%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice dated May 26, 2021 has been **passed with requisite majority**, accordingly we request to the Executive Chairman/ Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

### ITEM NO. 3: SPECIAL RESOLUTION

#### TO CONSIDER AND APPROVE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of section 5, 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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”**) 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), and all other

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applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter the Articles of Association of the Company, by deleting the following Clause 139:

“139. Unless decided by the Board to the contrary, depending upon the circumstances of the case, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Article 124 hereof. If he ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.”

**RESOLVED FURTHER THAT** any Director (excluding Independent Directors) or Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution, file necessary forms, returns, documents with the Registrar of Companies and other Competent Authorities.”

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	48	73225747	100%

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	3	3	0.00%

**(iii) Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 3** of the Notice dated May 26, 2021 has been **passed with requisite majority**, accordingly we request to the Executive Chairman/ Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

# Arun Gupta & Associates

*Company Secretaries*

## ITEM NO. 4: ORDINARY RESOLUTION

### TO CONSIDER AND APPROVE APPOINTMENT OF MRS. RACHNA DIKSHIT AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, subject to the provisions of the Articles of Association of the Company, basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mrs. Rachna Dikshit (DIN: 08759332) who was appointed as an Additional Director (Independent) pursuant to section 161 of the Companies Act, 2013, be and is hereby appointed as a Woman Independent Director of the Company for a period of 5 (five) consecutive years, with effect from September 30, 2020, not liable to retire by rotation.”

#### (i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	48	73225747	100%

#### (ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	3	3	0.00%

#### (iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice dated May 26, 2021 has been **passed with requisite majority**, accordingly we request to the Executive Chairman/

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# Arun Gupta & Associates

## Company Secretaries

Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

### ITEM NO. 5: ORDINARY RESOLUTION

#### TO CONSIDER AND APPROVE APPOINTMENT OF MR. SUBHASH CHANDER KALIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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), the rules, directives, circulars and guidelines issued by the Reserve Bank of India, subject to the provisions of the Articles of Association of the Company, basis the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Subhash Chander Kalia (DIN: 00075644) who was appointed as an Additional Director (Independent) pursuant to section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years, with effect from May 26, 2021, not liable to retire by rotation.”

#### (i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	48	73225747	100%

#### (ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	3	3	0.00%

#### (iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	0	0

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# Arun Gupta & Associates

## Company Secretaries

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 5** of the Notice dated May 26, 2021 has been **passed with requisite majority**, accordingly we request to the Executive Chairman/ Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

We have e-mailed all the e-registers and records relating to e-voting for safe custody to the Company Secretary of the Company.

Thanking you  
Yours faithfully

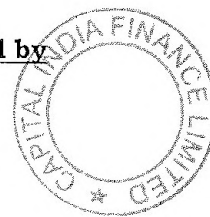
**For Arun Gupta & Associates**

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GUPTA

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**Arun Kumar Gupta**  
**(Scrutinizer)**  
**Membership No. 21227**  
**C.P. No. 8003**  
**UDIN: A021227C000571348**

**Counter signed by**



**(Executive Chairman/ Company Secretary )**

Place: New Delhi  
Date: 02/07/2021