

December 28, 2017

To

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Ref.:- Scrip Code - BSE-530879

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

We wish to inform you that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, the Company has completed physical and electronic dispatch of the Postal Ballot Notice along with Postal Ballot Form on December 28, 2017 to all the members of the Company whose names appear in the register of members/list of beneficial owners as on Friday, December 22, 2017 i.e. the cut-off date for the said purpose. The Postal Ballot Notice and Postal Ballot Form have been updated on the website of the Company and the same can be downloaded from: www.capitalindia.com.

Pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of the Postal Ballot Notice alongwith Postal Ballot Form is enclosed herewith for your reference.

We request you to take the aforesaid information in your record.

Thanking you,

Yours sincerely,

For **Capital India Finance Limited**
(Formerly known as Bhilwara Tex-Fin Limited)


Archana Aggarwal
Company Secretary
Membership No.: A39957





CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Regd. Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, **Ph. No.** 011-4954 6000

Corporate office: A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex,
Bandra (East) Mumbai - 400051, **Ph. No.** 022-4503 6000

Website: www.capitalindia.com, **Email ID:** secretarial@capitalindia.com

POSTAL BALLOT NOTICE

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

Notice is hereby given to the members of Capital India Finance Limited ("**Company**"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Management and Administration) Rules, 2014 ("**Rules**") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the Company is seeking consent of its members through postal ballot ("**Postal Ballot**"), which includes voting through electronic means ("**e-voting**").

Pursuant to Section 102 of the Act, an explanatory statement setting out all material facts and reasons for the proposed resolutions is appended herein below for your consideration, along with the Postal Ballot form ("**Form**").

The Board of Directors ("**Board**") of the Company have appointed **Mr. Hemant Kumar Singh**, (Membership No. F6033 and Certificate of Practice No. 6370), practicing Company Secretary, as the Scrutinizer in accordance with the provisions of the Act and the Rules, for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

As required under Rule 22(3) of the Rules, an advertisement for dispatch of notice, including relevant information in relation to the Postal Ballot, will be inter alia: (a) published in the newspapers specifying the relevant details therein; and (b) will be made available on the website of the Company.

Members are requested to carefully read the instructions printed on the Form to record their assent (for) or dissent (against) therein by filling necessary details and affixing their signatures at the designated place in the Form and return the same duly completed in the enclosed postage prepaid self-addressed reply envelope. Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) shall also be accepted. The Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Form(s) should reach the Scrutinizer not later than **5:00 PM (IST) on January 27, 2018**, to be eligible for being considered, failing which, it will be treated as if no reply has been received from the member.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the provisions of Section 108 and Section 110 of the Act, read with the Rules, the Company is also providing e-voting facility to its members to enable them to cast their votes electronically instead of depositing/dispatching Form(s). Members desiring to opt for e-voting are requested to read the instructions in the notes under the section 'voting through electronic means'. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing e-voting facility to all its members. Members have the option to vote either through e-voting or through Form.

Reference to Postal Ballot(s) in this postal ballot notice also includes, votes received electronically and through Form along with postage prepaid self-addressed business reply envelope.

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The Scrutinizer shall submit his report to the Chairman or in his absence to the CEO and Whole-Time Director of the Company after the completion of the scrutiny of the Postal Ballots. The results of postal ballot shall be declared at 05:00 P.M. (IST) on January 29, 2018 and shall be communicated to the stock exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.capitalindia.com and on NSDL's website at www.evoting.nsdl.com.

The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Forms/e-voting, i.e., **January 27, 2018**.

Special Business:

Item No. 1

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and pursuant to the provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby given to authorize the Board of Directors to increase the authorized share capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) divided into 20,40,00,000 (Twenty Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) preference shares of Rs. 10/- (Rupees Ten only) each and that the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

"The Authorized Share Capital of the Company shall be Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) divided into 20,40,00,000 (Twenty Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) preference shares of Rs. 10/- (Rupees Ten only) each"

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to file requisite e-forms along with the relevant documents within the prescribed time with the relevant Registrar of Companies along with the payment of appropriate fee as provided under the Companies (Registration of offices and fees) Rules, 2014 and to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Item No. 2

INCREASE IN THE BORROWING POWERS OF THE BOARD OF DIRECTORS

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions or instructions passed in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other provisions as may be applicable, approval of the members be and is hereby accorded to authorise the Board of Directors (hereinafter referred to as "**Board of Directors**", which term shall include any committee thereof authorized for the purpose) of the Company to make borrowing from time to time as they may think fit, any sum or sums of money, together with the money already borrowed by the Company, in Indian rupees or equivalent thereof in any foreign currency(ies), on such terms and conditions as the Board of Directors may deem fit, (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed or raised shall not at any time exceed Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores only), whether domestic or international, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any manner whatsoever, on, over or

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in any respect of all, or any of the Company's assets and effects or properties, movable and / or immovable, (both present and future) and/or any other assets or properties, either tangible or intangible), including stock in trade.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, to negotiate with the entities from whom the monies are borrowed or raised, and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages, pledges, hypothecations and/or charges on any of the movable and/ or immovable properties of the Company (both present and / or future) and/or any other assets or properties, either tangible or intangible, including stock in trade, on such terms and conditions as may be decided by the Board and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to file requisite e-forms along with the relevant documents within the prescribed time to Registrar with the fee as provided in the Companies (Registration of offices and fees) Rules, 2014."

Item No. 3

INCREASE IN THE POWERS OF THE BOARD OF DIRECTORS TO SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY / CREATION OF CHARGE OR MORTGAGE ON THE COMPANY'S PROPERTIES BOTH PRESENT AND FUTURE, IN RESPECT TO BORROWINGS

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "**Board of Directors**", which term shall include any committee thereof authorized for the purpose) to sell or transfer or otherwise dispose-off in one or more tranches, the entire investments held by the Company in other companies on such terms and conditions as may be approved by the Board of Directors in the interest of the Company and sell, lease, mortgage, pledge or otherwise dispose of or to create charge, pledge, mortgage and/or hypothecate on or over any of the movable and / or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company, including the whole or substantially the whole of the undertaking(s) of the Company, where undertaking(s) (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board of Directors may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, wherever situated, in favour of the lender(s), agent(s), trust(s), mutual fund(s), trustee(s), body corporate(s), other entity(ies), person(s) etc., for securing the borrowings or fund/ non-fund based facilities including debentures/ bonds/ rupee/ foreign currency loans whether partly/ fully convertible/ non-convertible upto an amount not exceeding Rs.20,00,00,00,000/- (Rupees Two Thousand Crores only) (together with interest, costs, charges, expenses, liquidated damages, commitment charges, premia on pre-payment, premium (if any) on redemption and any other money payable thereof) availed/to be availed by the Company and/or its subsidiary(ies)/affiliated(s)/associate(s) or other person(s) or body corporate or non-banking financial companies/ the banksetc.

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and or any of its Directors and or officers and or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the terms and conditions for selling or otherwise disposing off aforesaid investment, creating the aforesaid charge, mortgage and/ or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company."

By Order of the Board of Directors
For **Capital India Finance Limited**

Date: December 22, 2017
Place: New Delhi

Sd/-
Archana Aggarwal
Company Secretary &
Compliance Officer
Membership No. A39957

Notes:

1. The explanatory statement(s) pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposed resolution are annexed herewith the Notice.
2. The postal ballot notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 22, 2017 ("**Record Date**"). A person who is not a member as on the Record Date shall treat this notice for information purpose only. The postal ballot notice is being sent to Members in electronic form on the e-mail addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose e-mail IDs are not registered, physical copies of the postal ballot notice are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope.
3. Members whose names appear on the register of members / list of beneficial owners as on the Record Date will be considered for the purpose of voting (including e-voting/Postal Ballot).
4. Resolutions passed by the members through Postal Ballot are deemed to have been duly passed as if they have been passed at a general meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Form or a duplicate, he or she may send an e-mail to secretarial@capitalindia.com. The Registrar and Share Transfer Agent / Company shall forward the same along with postage prepaid self-addressed business reply envelope to the member.
7. Corporate / institutional members(i.e. other than Individuals, HUF, NRI, etc.) opting for Postal Ballot instead of e-voting are also required to send certified true copy of the Board resolution / power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Form.
8. A Member cannot exercise his vote by proxy on Form.
9. Material documents referred to in the explanatory statement, if any, shall be available for inspection at the Company's corporate office at A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 and Registered office at 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, during office hours on all working days from the date of dispatch of the Postal Ballot notice until Saturday, January 21, 2018.

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Voting through electronic means

The e-voting period commences on December 29, 2017 and ends on January 27, 2018. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on December 22, 2017 ("Record Date") may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Record Date and a person who is not a member as on the Record Date should treat this notice for information purpose only.

Procedure to vote electronically using NSDL e-voting system

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your user ID, your password and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS log-in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For members who hold shares in demat account with NSDL.	8 character DP ID followed by 8 digits Client ID. For e.g.: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For e.g.: If your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form.	E-voting Event Number (EVEN) followed by Folio Number registered with the Company. For eg.: If folio number is 001*** and EVEN is 123456 then user ID is 123456001***.

5. Instructions for retrieving password:
 - a) If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need your 'initial password'. Details of 'initial password' are given in Point c (i) and (ii) below. Once you have your 'initial password', you need to enter the 'initial password' on the log-in page and the system will force you to change your password.

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- c) Initial password:
- i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment which is a "CIFL-evoting.pdf" file. Open the "CIFL-evoting.pdf" file. The password to open the "CIFL-evoting.pdf" file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The "CIFL-evoting.pdf" file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is provided at the bottom of the physical postal ballot form.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a. If you are holding shares in your demat account with NSDL or CDSL, click on 'Forgot User Details/ Password' option available on www.evoting.nsdl.com.
 - b. If you are holding shares in physical mode, click on "Physical User Reset Password" option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on 'Agree to Terms and Conditions' by selecting on the check box.
8. Now you will have to click on 'Login' button.
9. After you click on the 'Login' button, home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

1. After successful log-in at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies' EVEN in which you are holding shares and whose voting cycle is in active status.
3. Select EVEN of 'Capital India Finance Limited'. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e. assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Note for Non - Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evoting.nsdl.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- I. User ID and initial password is provided in the Postal Ballot Form.
- II. Please follow all steps as stated above to cast vote.
- III. In case of any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) or call on toll free no.: **1800-222-990** or contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013, at the designated email IDs evoting@nsdl.co.in.

In case you wish to cast your vote through physical postal ballot form (instead of e-voting), you may send an email to secretarial@capitalindia.com or cs.anamika@indusinvest.com. The Registrar and Transfer Agent/ Company shall forward the physical postal ballot form along with postage prepaid self-addressed Business Reply Envelope to the member. Please note that the duly completed physical postal ballot form should reach the Scrutinizer not later than the close of working hours on Saturday, January 27, 2018 (5.00 PM IST).

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

Item No. 1

Presently, the authorised share capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

It is necessary to increase the quantum of authorised share capital to facilitate issuance of fresh shares and for future requirements, proposed by the Company, to raise fund by means of issuance of securities to its existing members or otherwise in terms of the Companies Act, 2013. Hence it is proposed to increase the authorised share capital to Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) divided into 20,40,00,000 (Twenty Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) preference shares of Rs. 10/- (Rupees Ten only) each.

The increase in authorised share capital as aforesaid would require consequential amendments to the existing capital clauses in the Memorandum and Articles of Association of the Company. The increase in Authorised Share Capital and amendments to relevant clauses of the Memorandum and Articles of Association of the Company is subject to members' approval in terms of Section 13, Section 61 and other applicable provisions of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

The consent of the members of the Company is therefore being sought in relation to the business, as set forth in item no. 1 of this notice.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings, if any, are interested in this resolution. The Board recommends the ordinary resolution set out under item no.1 of the notice for approval by the members.

Item No. 2

Members of the Company by way of a special resolution passed by postal ballot on March 27, 2017, had accorded their consent to the Board of Directors to borrow funds to the extent of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) in excess of the paid up capital and free reserves of the Company.

In view of Company's consistent requirements for financing the capital expenditure in relation to expansion and modernization programs and partly to augment the long term capital requirements for Company's growing activities and operations, it is necessary to raise the existing borrowing limit of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores).

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The consent and approval of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Board to borrow monies or raise debt, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores) over and above the paid up capital of the Company and its free reserves.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings, if any, are interested in this resolution. The Board recommends the special resolution set out under item no.2 of the notice for approval by the members.

Item No. 3

The provision of Section 180(1)(a) of the Companies Act, 2013, restricts a Company from selling, leasing, or otherwise disposing off the whole or substantially the whole of its undertaking without obtaining approval of the members by way of a special resolution. In terms of explanation to Section 180(1)(a), 'undertaking' means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since, the Company is seeking to grow its business and growth in business requires funds/finance. In order to increase funds/finance, the Company would resort to borrowings from time to time for the purpose of its business by way of different types of loans or debt funding, financial assistance from various financial/investment institution(s), bank(s), and other entities, in the ordinary course of business. The proposed borrowings, if necessary, may be required to be secured by creation of charges / mortgages / hypothecations / pledges on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties, either tangible or intangible. Hence it is necessary to pass a resolution under Section 180(1)(a) of the Act, in relation to the said disposal of the undertakings of the Company, by way of creation of charges / mortgages / hypothecations / pledges, etc., as the case may be.

Members of the Company by way of a special resolution passed by postal ballot on March 27, 2017, had accorded their consent to the Board of Directors to sell, lease, or otherwise dispose off the whole or substantially the whole of its undertaking to the extent of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores).

Further, the validity of the resolution passed by members of the Company on March 27, 2017 is not sufficient to secure the further proposed borrowings of the Company aggregating to an amount of upto Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores). The said borrowings may require to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time upto a limit not exceeding Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores).

The consent and approval of the members is therefore, sought in accordance with the provisions of Section 180(1)(a) of the Act, to enable the Board to for creation of charges / mortgages / hypothecations / pledges on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties, either tangible or intangible for an amount not exceeding Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores) over and above the paid up capital of the Company and its free reserves.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings, if any, are interested in this resolution. The Board recommends the special resolution set out under item no.3 of the notice for approval by the members.

By Order of the Board of Directors
For **Capital India Finance Limited**

Date: December 22, 2017
Place: New Delhi

Sd/-
Archana Aggarwal
Company Secretary &
Compliance Officer
Membership No. A39957

**CAPITAL INDIA FINANCE LIMITED****(Formerly known as Bhilwara Tex-Fin Limited)****Regd. Office:** 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, **Ph. No.** 011-4954 6000**Corporate office:** A-1402, One BKC, 14th Floor, G-Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051. **Ph. No.** 022-4503 6000**Website:** www.capitalindia.com, **Email ID:** secretarial@capitalindia.com**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before exercising your vote)

1.	Name and Registered Address of the sole/First named member (In block letters)	
2.	Name(s) of the Joint Holder(s), if any (In block letters)	
3.	Registered Folio No. / DP ID No.*/ Client ID No.*: (*Applicable to shareholders holding shares in dematerialized form)	
4.	Number of shares held as on December 22, 2017:	

I/ We hereby exercise my/ our vote in respect of the following resolution(s) to be passed through postal ballot for the business(es) as set out in the Postal Ballot Notice dated December 22, 2017 by sending my/our assent (FOR) or dissent (AGAINST), to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for increasing in Authorised Share Capital of the Company.			
2.	Special Resolution for increasing the borrowing powers of the Board of Directors.			
3.	Special Resolution for increasing the powers of the board of directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company / creation of charge or mortgage on the company's properties both present and future, in respect to borrowings.			

Place :

Date :

Signature of the Shareholder/Authorized Representative
(Strike out whichever is not applicable)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (E-Voting Sequence Number)	USER ID	#SEQUENCE NUMBER

#Applicable to those members who have not updated their PAN with the Company/Depository Participant

Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote will be available during the following period:

Commencement of voting: From 9 a.m. (IST) on Friday, December 29, 2017**End of voting:** At 5.00 p.m. (IST) on Saturday, January 27, 2018 (both days inclusive)**The facility for voting through electronic means will be disabled by NSDL upon expiry of the aforesaid period.**

INSTRUCTIONS

1. A Member may vote through the Postal Ballot Form or alternatively may vote electronically. In case, a Member exercises the voting rights electronically then there is no need to send this form. For e-Voting instructions, please refer the Postal Ballot Notice.
2. A Member entitled to vote and desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted from India). However, any envelope containing Postal Ballot form if deposited in person or sent by courier / any other mode at the expenses of the Member shall also be accepted. It is however clarified that the members desirous to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to Scrutinizer.
3. Members are requested to convey their assent / dissent in this Postal Ballot Form by placing the tick mark at the appropriate box. A Member need not cast all the votes in the same way. The assent / dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
4. Duly Completed form should reach the Company not later than 5.00 p.m. on Saturday, January 27, 2018 Postal Ballot Forms received after this time and date will be treated as if reply from the Member has not been received.
5. This Form must be completed and signed by the Member. In case of joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company / Depository Participants) by the first named Member and in his absence, by the next named joint holder. A Power of Attorney ("PoA") holder may vote on behalf of a Member, enclosing the copy of a PoA duly attested by Notary Public.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution together with the specimen signature(s) of the duly authorised signatories.
7. Members are requested to fill in the Postal Ballot Form with indelible ink and not in any erasable writing mode.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date of Friday, December 22, 2017.
9. There will be one Postal Ballot Form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
10. The votes of a member shall be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
 - c) If the postal ballot form is unsigned, incomplete or incorrectly filled
 - d) if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - e) A form other than one issued by the Company has been used;
 - f) It has not been signed by or on behalf of the Member;
 - g) Neither assent nor dissent is mentioned;
 - h) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
11. Postal ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original postal ballot form is received within prescribed time period
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.