

KAPIL RAJ FINANCE LIMITED

(CIN-L65929DL1985PLC022788)

Registered Office: 23, IInd FLOOR, North West Avenue, Club Road, West Punjab bagh, New Delhi-110026

Admin Office: 204B, Platinum Mall, Jawahar Road, Ghatkopar (East), Mumbai-400077

Tel. No: - 9041794217, **Email:** - kapilrajfin@gmail.com **Website:** -www.kapilrajfinanceltd.com

Date: 27-03-2025

Metropolitan Stock Exchange of India 4 th floor, Vibgyor Tower, Bandra kurla Complex Bandra(E), Mumbai-400098 Symbol: KAPILRAJ	BSE LIMITED P J Tower, Dalal Street Mumbai-400001 Scrip Code: 539679
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Subject: Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015- Details of voting results of Extra Ordinary General Meeting of the Company.

Pursuant to Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed details of voting results inclusive of remote e-voting and e-voting during EGM of the Company held on 26th March, 2025 at 11:00 AM through Video Conferencing (VC)/Other Audio Video (OAVM).

We are also submitting the Consolidated Scrutinizer's Report on Results of Extra Ordinary General Meeting (EGM) of Company.

Please take the above on record and acknowledge receipt of the same.

Thanking You
Your's Faithfully

For Kapil Raj Finance Limited

Santosh Rani
DIN: 09155303
Director

NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES

(A Peer Reviewed Firm)

1970, FIRST FLOOR,

TDI CITY SAPPHIRE FLOORS,

SECTOR 110, MOHALI - 140307.

Mobile: 9855030581.

E-Mail: neeraj@njassociates.in

Consolidated Scrutinizer's Report

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Date: March, 27th, 2025

To,

The Chairman,

KAPIL RAJ FINANCE LIMITED

Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the Extra Ordinary General Meeting of the Equity Shareholders of KAPIL RAJ FINANCE LIMITED held on Wednesday, March 26th, 2025 at 11.00 A.M through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") in respect of the resolutions (businesses) contained in the Notice dated 28th February, 2025.

Scrip ID: KAPILRAJ

Scrip Code: 539679

Dear Sir,

I, Neeraj Jindal, Company Secretary in Practice, having office at # 1970, FIRST FLOOR, TDI CITY SAPPHIRE FLOORS, SECTOR 110, MOHALI – 140307, have been appointed as Scrutinizer by the authority of the Board of Directors of **KAPIL RAJ FINANCE LIMITED (the Company)** for the purpose of scrutinizing the voting through remote e-voting prior to EGM and e-voting provided to shareholders during the EGM conducted through Video Conferencing /other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the Extra Ordinary General Meeting of the Equity Shareholders of **KAPIL RAJ FINANCE LIMITED** held on Wednesday, 26th Day of March, 2025 at 11.00 A.M. submit my report as under:

1. The Company has entered into an arrangement with CDSL to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-Voting or at the venue.
2. The **cut-off date** for the purpose of identifying the Members who were entitled to vote on the resolution placed for their approval was Thursday, March 20th, 2025.
3. As prescribed in the Rules, the remote e -voting facility was kept open for three days from Sunday, March, 23rd, 2025 (9:00 A.M.) till Tuesday, March, 25th, 2025 (5:00 P.M.).
4. At the end of remote e-voting period on Tuesday, March, 25th, 2025 (5:00 P.M.) voting portal of Agency was blocked forthwith.
5. On Wednesday, March, 26th, 2025 at the EGM proceedings, Members who had not voted through e-voting facility opted for the voting at AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
6. The votes were unblocked at S.A.S. Nagar Mohali on 27th March, 2025 at 11.20 A.M.
7. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and voting through Ballot Paper/Poll on the resolutions contained in the Notice of the EGM. My responsibility as Scrutinizer is restricted to ensure that the voting is conducted in a fair and the transparent manner, ascertaining requisite majority on proposed resolutions; and making a Scrutinizer's Report in respect of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote Central Depository Services e—voting system provided by (indie) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility and voting through VC/OAVM facility conducted at the venue of the EGM.
8. The results of remote e-voting together with the voting through VC/VOAM facility, are enclosed herewith as **Annexure-A** to this report.

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ANNEXURE-A

SPECIAL BUSINESSES:

Item No. 1:-

Ordinary Resolution: TO CONSIDER AND APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and pursuant to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from concerned statutory authorities and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to subdivide/split the Equity Shares of the Company such that 1(One) Equity Share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub- divided / split into 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One Only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) of the Company.

RESOLVED FURTHER THAT on sub-division, 10 (Ten) Equity Shares of face value of Re. 1/- each be issued and substituted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are issued.

RESOLVED FURTHER THAT upon Sub-division of the Equity Shares as aforesaid and with effect from the Record Date (to be fixed by the Board): (a) in the case of Equity Shares held in physical form, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date to be fixed by the Board. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), shall directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Re. 1/- (Rupee One Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the 2 prescribed timelines as per the act or that may be prescribed in this behalf, from time to time subject to the provisions of Companies (Share Capital and Debentures) Rules 2014, and (b) in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary demat accounts of the Shareholders with their Depository Participant(s) viz. National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’), in lieu of the existing credits present in their respective beneficiary demat account(s) before sub- division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things, including to

fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division / Split of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulties that may arise with regard to sub-division / split of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”.

Mode of Voting	Total vote cast		Abstained/Invalid Votes		Total valid votes		Total votes cast “in favour” of the resolution		Total votes cast “against” the resolution	
	No. of voters	No. of votes	No. of voters	No. of votes	No. of voters	No. of votes	Nos.	%	Nos.	%
Remote E-Voting	39	6050130	0	0	39	6050130	6050126	100	4	0
Voting through VC/OAVM	0	0	0	0	0	0	0	0	0	0
TOTAL	39	6050130	0	0	39	6050130	6050126	100	4	0

*Results: Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 28th February, 2025 has been **Passed/ Approved** with requisite majority.*

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Item No. 2:-

Special Resolution: TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following:

V. " The Authorized share capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Re. 1/- each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

Mode of Voting	Total vote cast		Abstained/Invalid Votes		Total valid votes		Total votes cast “in favour” of the resolution		Total votes cast “against” the resolution	
	No. of voters	No. of votes	No. of voters	No. of votes	No. of voters	No. of votes	Nos.	%	Nos.	%
Remote E-Voting	39	6050130	0	0	39	6050130	6050126	100	4	0
Voting through VC/OAVM	0	0	0	0	0	0	0	0	0	0
TOTAL	39	6050130	0	0	39	6050130	6050126	100	4	0

*Results: Based on aforesaid Results, Special Resolution Contained in Item no. 2 of the Notice dated 28th February, 2025 has been **Passed/ Approved** with requisite majority.*

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Item No. 3:-**Ordinary Resolution: APPOINTMENT OF DIRECTOR MRS. JALPA KALPESH DARJI AS A NON-EXECUTIVE DIRECTOR:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the regulation of SEBI(LODR) Regulation 2015 and other applicable Law, Mrs. Jalpa Kalpesh Darji (DIN: 10933776), who was appointed as an Additional Non-Executive Director of the Company, by the Board of Directors of the Company (“the Board”), based on the recommendation of the Nomination and Remuneration Committee with effect from 4th February, 2025 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Mode of Voting	Total vote cast		Abstained/Invalid Votes		Total valid votes		Total votes cast “in favour” of the resolution		Total votes cast “against” the resolution	
	No. of voters	No. of votes	No. of voters	No. of votes	No. of voters	No. of votes	Nos.	%	Nos.	%
Remote E-Voting	39	6050130	0	0	39	6050130	6050126	100	4	0
Voting through VC/OAVM	0	0	0	0	0	0	0	0	0	0
TOTAL	39	6050130	0	0	39	6050130	6050126	100	4	0

*Results: Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 28th February, 2025 has been **Passed/ Approved** with requisite majority.*

**Thanking you,
Yours faithfully,**

Neeraj Jindal
Digitally signed by Neeraj Jindal
Date: 2025.03.27 13:37:59 +05'30'

CS. Neeraj Jindal (Prop. Neeraj Jindal & Associates)

M.No. F8270

CP No. 9056

Entity ID: 84633

UDIN: F008270F004163047

Dated: March, 27th, 2025.

**Counter Signed by:
For KAPIL RAJ FINANCE LIMITED**

**Santosh Rani
Chairman
DIN: 09155303.**

General information about company	
Scrip code	539679
NSE Symbol	
MSEI Symbol	KAPILRAJ
ISIN	INE332Q01015
Name of the company	KAPIL RAJ FINANCE LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-03-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:20 AM

Scrutinizer Details	
Name of the Scrutinizer	NEERAJ JINDAL & ASSOCIATES
Firms Name	NEERAJ JINDAL
Qualification	CS
Membership Number	8270
Date of Board Meeting in which appointed	24-02-2025
Date of Issuance of Report to the company	27-03-2025

Voting results	
Record date	20-03-2025
Total number of shareholders on record date	1685
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	33
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6050130	6050130	100	6050126	4	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6050130	6050130	100	6050126	4	99.9999	0.0001
Total		6050130	6050130	100	6050126	4	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6050130	6050130	100	6050126	4	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6050130	6050130	100	6050126	4	99.9999	0.0001
Total		6050130	6050130	100	6050126	4	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF DIRECTOR MRS. JALPA KALPESH DARJI AS A NON-EXECUTIVE DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6050130	6050130	100	6050126	4	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6050130	6050130	100	6050126	4	99.9999	0.0001
Total		6050130	6050130	100	6050126	4	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

