

**CAPITAL INDIA FINANCE LIMITED**

CIN: L74899DL1994PLC128577

Registered Office: 2<sup>nd</sup> Floor, DLF Centre, Sansad Marg, New Delhi - 110001,  
Tel.: 011-49546000, Website: www.capitalindia.com, E-mail: secretarial@capitalindia.com

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the **27<sup>th</sup> (Twenty Seventh) Annual General Meeting ("AGM")** of the members of Capital India Finance Limited ("**the Company**") for the financial year ended on March 31, 2021, will be held on **Tuesday, September 28, 2021 at 10:30 A.M. (IST)** through Video Conferencing/Other Audio-Visual Means ("**VC/OAVM**") facility to transact the following business(es):

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, comprising of the Balance Sheet as at March 31, 2021, Statement of Profit & Loss for the year ended on that date and Cash Flow Statement as at March 31, 2021 together with explanatory notes annexed thereto, or forming part of any of the aforesaid documents ("**Financial Statements**") and the reports of the Board of the Directors and the Auditors thereon and in this regard, if thought fit to pass the following resolution as an **Ordinary Resolution**:  
  
"**RESOLVED THAT** the audited Standalone Financial Statements of the Company, for the financial year ended on March 31, 2021, together with the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby considered and adopted."
  - b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, comprising of the Balance Sheet as at March 31, 2021, Statement of Profit & Loss for the year ended on that date and Cash Flow Statement as at March 31, 2021 together with explanatory notes annexed thereto, or forming part of any of the aforesaid documents ("**Financial Statements**") and the report of the Auditors thereon and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
"**RESOLVED THAT** the audited Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2021, together with the report of Auditors thereon as circulated to the members with the notice of the Annual General Meeting, be and is hereby considered and adopted."
2. To declare dividend on equity shares of the Company for the financial year ended March 31, 2021 and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:  
  
"**RESOLVED THAT** a dividend of INR 0.10 (Ten Paise only) per equity share of face value of INR 10/- (India Rupees Ten only) each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the Company."
3. To re-appoint Dr. Harsh Kumar Bhanwala (DIN: 06417704) as a Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment as a Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Harsh Kumar Bhanwala (DIN: 06417704), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

4. To consider and approve alteration in object clause of the Memorandum of Association of the Company and in this regard if thought fit, to pass the following resolution as a **Special Resolution**:  
  
"**RESOLVED THAT** pursuant to the provisions of section 4, 13 and other applicable provisions, if any 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 applicable laws / rules / regulations / guidelines, 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 such requisite approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded for effecting the alteration in the existing Object Clause III of the Memorandum of Association (the "**MoA**") of the Company by inserting the following as sub clause 4 in Clause III (A) :  
  
4. To carry on the business of all kinds of travel agency (through online and off-line modes) for offering, to body corporates, individuals, families, large groups, businesses, in-house employees, any other persons or group of persons, various travel, accommodation and tourism services such as:

- i. Booking of Tickets for travel or transit by flights, trains, buses, cabs, cruises, ships, boats, helicopters, or any other mode of transport (including but not limited to baggage and port handling, check in and assistance for Boarding, marhaba services, pass class upgrades);
- ii. Booking of accommodation facilities such as room nights in hotels, cottages, lodges, apartments, motels, bungalows, villas, guest houses, farmhouses, home stays, room upgrades, bed and breakfast stays, house boats, cruises, tents, or any other mode of accommodation including laundry services;
- iii. Arranging transportation of passengers, goods, animals both domestic and International, provide boarding and lodging, arrange passport / immigration, clearances, assist in visa clearances and custom clearances;
- iv. Booking of various category of holidays, pilgrimages, corporate events (venue, conferences, and seminars etc.), which may include travel, stay, food, sight-seeing and any other activity, in India and abroad, for inbound, outbound and domestic travelers;
- v. Facilitating the visa application (including visa documentation, pickup, delivery, assistance for passport, visa consultation and facilitation) by customers for travel to and from foreign countries;
- vi. To generally engage in the business of development and promotion of tourism and to provide various facilities to national and international tourists as may be incidental or necessary for the accomplishment of above objects;
- vii. To provide information about travel insurance to customers and assist the customers to procure such insurance from the insurance companies;
- viii. To assist with contracting, sightseeing tickets and transfers, on tour land arrangements, tour manager, escorts, on tour meal arrangements for all Domestic and International Tour Package;
- ix. To facilitate local buses, luxury buses / coaches for ground sightseeing, intercity transfers, bus tours, local car / private cars, self-drive, taxi arrangements, limousine for any purpose including domestic and international airport pickup and drop;
- x. To operate charter flights for domestic as well as international travels under both inclusive and non-inclusive tour package schemes;
- xi. To offer technology platforms to any travel service provider, accommodation provider, and any other service provider including insurance companies, to enable them to conduct their business in various ways;
- xii. To make investments in businesses or entities related to travel, tourism and hospitality sector, such as travel agencies, alternate accommodations, leisure activity businesses, event management entities, co-working spaces, corporate travel portals or agencies, e-commerce technology companies and hotels; and
- xiii. To provide information/other services for any of the aforesaid objects.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "**Board**" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts, things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

5. To consider and appoint Statutory Auditors of the Company to fill the casual vacancy and in this regard if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force and pursuant to recommendation made by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint M/s Singhi & Co., Chartered Accountants (Firm Registration no. 302049E) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018).

**RESOLVED FURTHER THAT** M/s Singhi & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors from the conclusion of this meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended March 31, 2022 on a remuneration of INR 17,50,000 (Indian Rupees Seventeen Lakh Fifty Thousand only) per annum (exclusive of taxes and reimbursement of out of pocket expenses at actuals).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "**Board**" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all such other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

**By order of the Board**

**For Capital India Finance Limited**

**Rachit Malhotra**  
**Company Secretary & Compliance Officer**  
Membership No.: A39894  
Date: August 13, 2021

**Registered Office:**  
2nd Floor, DLF Centre, Sansad Marg, New Delhi — 110 001

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), with respect to the items of Special Businesses as set out in Item No. 4 and 5 is annexed hereto. The relevant details of Director seeking re-appointment as Director under Item No. 3 of the Notice as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed herewith.
2. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
  - a) In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021 ("**MCA Circulars**"), and Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("**SEBI Circulars**") have permitted companies to hold their AGM through VC/OAVM without physical presence of Members for the calendar year 2021 and prescribed the procedures and manner of conducting the AGM through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
  - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
  - c) Company has appointed KFin Technologies Private Limited ( "**KFintech**" or "**RTA**") to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting through Insta Poll during the AGM. The procedure for remote e-voting and participation in the meeting through VC/OAVM is explained at Note No. 19 below.
  - d) The attendance of the Members (through members' login) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - e) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM will be available on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of KFintech at [www.kfintech.com](http://www.kfintech.com)
  - f) Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.
3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the name of "Capital India Finance Limited EVEN **6172**".
4. A person authorised by Board Resolution/Authority letter under point 3 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2021 in the Investor Section on the website of the Company at [www.capitalindia.com](http://www.capitalindia.com) and at the Registered Office of the Company on all days, except Saturdays and Sundays between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to [secretarial@capitalindia.com](mailto:secretarial@capitalindia.com).
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent — KFin Technologies Private Limited having their office at KFin Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.
8. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.
9. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

10. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2020-21 including therein the Audited Financial Statements for Financial Year 2020-21, Auditor's report, Board's report, along with all the annexures in Electronic Mode to the Members who have registered their E-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, 2015, the Company has availed e-voting services with KFinTech for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFinTech.
12. The dividend on equity shares, as recommended by the Board, if approved at the AGM, will be payable within 30 days, not being later than October 27, 2021, to those members whose names appear as members in the Register of Members/ Beneficial Owners of the Company, as on **September 17, 2021, (Record Date)**.
13. The cut-off date for eligibility for remote e-voting is September 21, 2021. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
14. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut off date will be entitled to vote.
15. The Register of Members and Share Transfer Book of the Company will be closed from **September 18, 2021 to September 28, 2021 (both days inclusive)** for the purpose of holding the 27th (Twenty Seventh) Annual General Meeting and declaration of dividend.
16. Recorded transcript of the AGM will be made available on the website of the Company [www.capitalindia.com](http://www.capitalindia.com).
17. In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company being conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
18. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios:

In Compliance with the MCA General Circular No. 20/2020 dated May 5, 2020 read with Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2021 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ KFinTech or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFinTech by following due procedure:

- i. Members are advised to receive the Notice convening the AGM and Annual Report for FY 2020-21 via e-mail, by updating their e-mail ID by accessing the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Alternatively, Notice of 27th AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.
  - ii. After due verification, the Company/KFinTech will forward your login credentials to your registered email address.
  - iii. Members are also requested to visit the website of the Company [www.capitalindia.com](http://www.capitalindia.com) or the website of the RTA [www.kfintech.com](http://www.kfintech.com) or the website of BSE Limited [www.bseindia.com](http://www.bseindia.com) for downloading the Annual Report and Notice of the e-AGM.
19. The instructions for remote e-voting are as under:
- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are set forth in this notice.
  - ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - iii. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  - iv. Further, the facility for voting through electronic voting system will also be made available at the AGM ("InstaPoll") and Members attending the meeting who have not cast their vote(s) by remote e-voting, will be able to vote at the meeting through InstaPoll. The Company has engaged the services of KFinTech as the agency to provide e-voting facility at the AGM.
  - v. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2021. The remote e-Voting period commences on September 25, 2021 at 9:00 A.M. IST and ends on September 27, 2021 at 5:00 P.M. IST.
- vii. In case of Individual Members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual Members holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and virtual meetings (AGM) are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**Step 3:** Access to join AGM of the Company on KFinTech system to participate in AGM and vote at the AGM.

**Details on Step 1 are mentioned below:**

**i) Login method for remote e-Voting for Individual Members holding securities in demat mode.**

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>User already registered for IDeAS facility: <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>Click on company name i.e. 'Capital India Finance Limited' or e-Voting service provider i.e. 'KFinTech' and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>User not registered for IDeAS e-Services <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS"</li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1</li> </ol> </li> <li>Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon "Login" which is available under 'Members/Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name.</li> </ol> </li> </ol> <p>On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>User not registered for Easi/Easiest <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1</li> </ol> </li> <li>Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> </ol> </li> </ol> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e-Voting is in progress.</p>

Individual Members login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
---	--

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6172, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., "6172- AGM" and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [aruncs.gupta@gmail.com](mailto:aruncs.gupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the name of "Capital India Finance Limited EVEN 6172."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>  
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and other communication in this regard.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**III) Instructions for all the Members for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM shall be available for members on first come first served basis.
- viii. No restrictions on account of first come first served entry into AGM in respect of large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- x. Members who need assistance before or during the AGM can contact KFinTech on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free numbers 1-800-3094-001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will open from September 23, 2021 at 9:00 A.M. to September 24, 2021 at 5:00 P.M. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will open from September 23, 2021 at 9:00 A.M. to September 24, 2021 at 5:00 P.M.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Naveen Muthelya, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 21, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**20. Tax on dividend:**

- i. Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from April 1, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company / KFintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- ii. For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year 2021-22, provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961.
- iii. However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2021-22 does not exceed Rs. 5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2021-22.
- iv. Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhaar, tax will be deducted at a higher rate of 20%
- v. Section 206AB introduced by the Finance Act, 2021 effective July 1, 2021, provides for deduction of higher rate of tax in case a person:
  - a. Had not filed Income Tax returns (ITR) for the last two preceding previous years where the time limit to file the return of income prescribed under section 139 (1) of the Income-tax Act, 1961 has expired; and
  - b. Had aggregate TDS credit of Rs. 50,000 or more in each of these two preceding years
 Accordingly, in case both the above conditions are not fulfilled, tax would be deducted at a higher rate.
- vi. For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of Section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/Foreign Institutional Investors, the withholding tax shall be as per the rate specified in 196D of the Act plus applicable surcharge and cess on the amount of Dividend payable to them.
- vii. However, as per Section 90 read with Section 195 of the Income-tax Act, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following on or before September 18, 2021:
  - a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2021-22;
  - b) Self-declaration in Form 10F;
  - c) Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities
  - d) Self-declaration in the format prescribed by the Company, certifying the following points:
    - ❖ Shareholders are and will continue to remain a tax resident of the country of their residence during the Financial Year 2021-22;
    - ❖ Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- ❖ Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
- ❖ Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2021-22. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
- ❖ Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company; and
- ❖ Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts.

- viii. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.
- ix. Members may submit the aforementioned documents on the link: <https://ris.kfintech.com/form15/>. For further information, Members are requested to refer email communication sent to them in this regard.
- x. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible
- xi. The Company shall arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.
- xii. No communication on the tax determination or deduction shall be entertained post September 18, 2021.
- xiii. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) inter alia through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/ Real Time Gross Settlement (RTGS)/Direct Credit.

**By order of the Board**

**For Capital India Finance Limited**

**Rachit Malhotra**

**Company Secretary & Compliance Officer**

Membership No.: A39894

Date: August 13, 2021

**Registered Office:**

2nd Floor, DLF Centre, Sansad Marg, New Delhi — 110 001

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

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the Special Business(es) mentioned in the Notice:

### **Item No. 4**

The alteration in the Objects Clause of the Memorandum of Association (MOA) as set out in the Resolution is proposed in order to expand and give value added services to various stakeholders. This will also enable the company to enlarge the area of operations and carry on its business economically and efficiently.

Therefore, it is proposed to amend Objects Clause of the MOA of the Company by inserting sub clause 4 after the existing Clause III (A) (3) of the Memorandum of Association, to include the following:

4. To carry on the business of all kinds of travel agency (through online and off-line modes) for offering, to body corporates, individuals, families, large groups, businesses, in-house employees, any other persons or group of persons, various travel, accommodation and tourism services such as:
  - i. Booking of Tickets for travel or transit by flights, trains, buses, cabs, cruises, ships, boats, helicopters, or any other mode of transport (including but not limited to baggage and port handling, check in and assistance for Boarding, marhaba services, pass class upgrades);
  - ii. Booking of accommodation facilities such as room nights in hotels, cottages, lodges, apartments, motels, bungalows, villas, guest houses, farmhouses, home stays, room upgrades, bed and breakfast stays, house boats, cruises, tents, or any other mode of accommodation including laundry services;
  - iii. Arranging transportation of passengers, goods, animals both domestic and International, provide boarding and lodging, arrange passport / immigration, clearances, assist in visa clearances and custom clearances;
  - iv. Booking of various category of holidays, pilgrimages, corporate events (venue, conferences and seminars etc.), which may include travel, stay, food, sight-seeing and any other activity, in India and abroad, for inbound, outbound and domestic travelers;
  - v. Facilitating the visa application (including visa documentation, pickup, delivery, assistance for passport, visa consultation and facilitation) by customers for travel to and from foreign countries;
  - vi. To generally engage in the business of development and promotion of tourism and to provide various facilities to national and international tourists as may be incidental or necessary for the accomplishment of above objects;
  - vii. To provide information about travel insurance to customers and assist the customers to procure such insurance from the insurance companies;
  - viii. To assist with contracting, sightseeing tickets and transfers, on tour land arrangements, tour manager, escorts, on tour meal arrangements for all Domestic and International Tour Package;
  - ix. To facilitate local buses, luxury buses / coaches for ground sightseeing, intercity transfers, bus tours, local car / private cars, self-drive, taxi arrangements, limousine for any purpose including domestic and international airport pickup and drop;
  - x. To operate charter flights for domestic as well as international travels under both inclusive and non-inclusive tour package schemes;
  - xi. To offer technology platforms to any travel service provider, accommodation provider, and any other service provider including insurance companies, to enable them to conduct their business in various ways;
  - xii. To make investments in businesses or entities related to travel, tourism and hospitality sector, such as travel agencies, alternate accommodations, leisure activity businesses, event management entities, co-working spaces, corporate travel portals or agencies, e-commerce technology companies and hotels; and
  - xiii. To provide information/other services for any of the aforesaid object.

As per Section 13 of the Companies Act, 2013, approval of the Members of the Company is being sought, for alteration of MoA of the Company by way Special Resolution. The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all days, except Saturdays and Sundays between 11:00 A.M. and 1:00 P.M. up to the date of the AGM.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The MoA shall also be available for inspection by the Members on the Company's website. In light of the above facts, the approval of the Members is sought for effecting the alteration in the existing Object Clause of the MoA of the Company.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution set out in Item No. 4 of this Notice for approval of the Members as a Special Resolution.

### **Item No. 5**

The Members of the Company at the 24<sup>th</sup> Annual General Meeting of the Company held on June 2, 2018, had appointed M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Regn. No.: 117366W/W-100018) as Statutory Auditors till the conclusion of the 29<sup>th</sup> AGM of the Company.

The Reserve Bank of India vide its circular no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("**RBI Circular**"), has issued guidelines on appointment of Statutory Auditors ("SAs") by NBFCs, which states that "One audit firm can concurrently take up statutory audit of a maximum of eight NBFCs during a particular year, subject to compliance with required eligibility criteria and other conditions for each Entity and within overall ceiling prescribed by any other statutes or rules".