

Ref. No.: CIFL/SE/2025-26/87

Thursday, February 12, 2026

To,
The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

The Chief Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E) Mumbai - 400 051

BSE Scrip Code: 530879, 976963

NSE Symbol: CIFL

Sub.: Voting Results of Postal Ballot pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along-with Scrutinizer's Report

Dear Sir/Madam,

We, Capital India Finance Limited ("**Company**"), wish to inform that in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules made thereunder and pursuant to Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, the approval of the shareholders of the Company has been sought by way of postal ballot for the below resolution as set out in the Postal Ballot Notice dated December 30, 2025 ("**Postal Ballot**") through remote e-voting, which commenced on 09:00 a.m. (IST) on Wednesday, January 14, 2026, and concluded at 05:00 p.m. (IST) on Thursday, February 12, 2026:

S. No.	Particulars	Type of Resolution
1.	Approve the appointment of Mr. Surender Rana (DIN: 10315624) as Wholetime Director, designated as the Executive Vice Chairman of the Company	Special Resolution

In this regard, please find enclosed herewith:

- Voting Results in compliance with the Regulation 44 of the Listing Regulations as "**Annexure - A**"; and
- Scrutinizer's Report dated February 12, 2026, on remote e-voting for the Postal Ballot, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provision of the Listing Regulations, issued by Mr. Arun Kumar Gupta of M/s. Arun Gupta & Associates, Company Secretaries as "**Annexure - B**".

Pursuant to the aforesaid results, the resolution as set out in the Postal Ballot Notice, was approved with the requisite majority on February 12, 2026 (last date of remote e-voting).

The aforesaid information can also be accessed from the website of the Company at www.capitalindia.com.

Kindly take the above information on record and oblige.

Thanking You

For **Capital India Finance Limited**,


Sulabh Kaushal

Chief Compliance Officer & Company Secretary
M. No.: ACS 34674

Encl.: as above

Corporate office :
Level - 20, Birla Aurora,
Dr. Annie Besant Road,
Worli, Mumbai,
Maharashtra- 400030

Registered Office :
701, 7th Floor, Aggarwal Corporate Tower,
Plot No 23, District Centre,
Rajendra Place, New Delhi -110008.

P : +91 22 45036000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Limited)

P : +91 11 69146000
W : www.capitalindia.com

Annexure - A

Declaration of Voting Results of remote e-voting of the Postal Ballot of Capital India Finance Limited pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No	Description	Particulars
1	Date of AGM/EGM	Not Applicable <i>Resolution passed through Postal Ballot on February 12, 2026 (last date of remote e-voting)</i>
2	Total Number of shareholders on record date	As on the cut-off date, i.e., January 09, 2026 – 7567
3	No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter group b) Public	Not Applicable <i>(Resolution passed through Postal Ballot)</i>
4	No. of shareholders attended the meeting through video conferencing a) Promoters and Promoter group b) Public	Not Applicable <i>(Resolution passed through Postal Ballot)</i>



RESOLUTION WISE VOTING RESULT FOR THE POSTAL BALLOT

Resolution No. 1: Approved the appointment of Mr. Surender Rana (DIN: 10315624) as Wholetime Director, designated as the Executive Vice Chairman of the Company

Resolution required	Special Resolution									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting*		28,38,78,600	100.00	28,38,78,600	0	100.00	0.00		
	Poll	28,38,78,600	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	Total	28,38,78,600	28,38,78,600	100.00	28,38,78,600	0	100.00	0.00		
Public- Institutions	E-Voting*		2,515	1.20	2,515	0	100.00	0.00		
	Poll	2,09,135	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	Total	2,09,135	2,515	1.20	2,515	0	100.00	0.00		
Public- Non Institutions	E-Voting*		7,11,40,183	66.51	7,11,40,153	30	100.00	0.00		
	Poll	10,69,68,565	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	Total	10,69,68,565	7,11,40,183	66.51	7,11,40,153	30	100.00	0.00		
	Total	39,10,56,300	35,50,21,298	90.79	35,50,21,268	30	100.00	0.00		

*Postal Ballot through remote E-voting





Arun Gupta & Associates

Company Secretaries

Scrutinizer's Report

[Pursuant to the provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Non-Executive Chairman
Capital India Finance Limited
CIN: L74899DL1994PLC128577
701, 7th Floor, Aggarwal Corporate Tower,
Plot No. 23, District Centre, Rajendra Place,
New Delhi -110008

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

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s. Arun Gupta & Associates, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of Capital India Finance Limited ("Company") for scrutinizing the e-voting process in a fair and transparent manner pursuant to Section 108 & 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated December 30, 2025.

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

As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 and other Circulars in relation to "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as "Circulars"), the Company has sent the Postal Ballot Notice dated December 30, 2025 on January 13, 2026, by email only to those members whose name appeared on the Register of Members/List of beneficiaries and whose e-mail ID(s) were registered with the Company/Depositories as on the cut-off date i.e. Friday, January 09, 2026.

As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in "Jansatta" in all editions in Hindi and "Financial Express" in all editions in English on January 14, 2026 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

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

The e-voting period remained open from, Wednesday, January 14, 2026 at 9:00 A.M. and ended on Thursday, February 12, 2026 at 5:00 P.M. on the designated website of KFinTech i.e. <https://evoting.kfintech.com> and the e-voting module was blocked by KFinTech thereafter.



Arun Gupta & Associates

Company Secretaries

The Votes cast were then un-blocked after the e-voting module was disabled by KFinTech on February 12, 2026. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

Votes cast through electronic means up to 5:00 P.M. on February 12, 2026 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

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

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

ITEM NO. 1: SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT OF MR. SURENDER RANA (DIN:10315624) AS WHOLE-TIME DIRECTOR, DESIGNATED AS THE EXECUTIVE VICE CHAIRMAN OF THE COMPANY

Resolution required (Ordinary/Special)	SPECIAL							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28,38,78,600	28,38,78,600	100.00	28,38,78,600	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	2,09,135	2,515	1.20	2,515	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	10,69,68,565	7,11,40,183	66.51	7,11,40,153	30	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		39,10,56,300	35,50,21,298	90.79	35,50,21,268	30	100.00	0.00

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Contact: +91-9818845037, 011-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated December 30, 2025, has been **passed with requisite majority**.

Since, the Special resolution has been passed with requisite majority, we request to the Non-Executive Chairman/ Authorised Signatory of the Company, to announce the voting results of Postal Ballot.

I will be returning the register(s) and all other paper(s) relating to remote e-voting on the item/resolution as set out in the Notice to the Company after the Chairman of the meeting considers, approves and signs the minutes of the Postal Ballot (E-Voting).

Thanking you,

Yours faithfully,
For Arun Gupta & Associates



Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
Firm Unique Code S2009DE121300
PR 7185/2025
UDIN: A021227G003919572

Counter signed by

Sulabh Kaushal
(Chief Compliance Officer & Company Secretary)
Capital India Finance Limited



Place: New Delhi
Date: February 12, 2026

Witnesses:

1) **Harsh Khandelwal**
Address: House no. 428, Chauhan Mohalla,
Madanpur Khadar, New Delhi - 110076

2) **Kashish Walecha**
Address: Block 15, Geeta Colony,
Delhi-110031