



Capfin India Limited

Regd. Office: 6th Floor, VB Capitol Building, Range Hills Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar, Aundh, Pune, Haveli, Maharashtra, India, 411007;
Email: compliance@capfinindia.in | CIN: L74999PN1992PLC243323
Contact No.:9665523806 | Website: www.capfinindia.in

February 20, 2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.
Scrip Code: 539198

Subject: Postal Ballot Notice.

Dear Sir/ Madam,

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Postal Ballot Notice is being sent to the Members of the Company whose names appear in the Register of Members or the Register of Beneficial owners maintained by the Depositories as of February 13, 2026 ("Cut-off date"), for seeking their approval on following resolutions forming part of Postal Ballot Notice :

Sl. No.	Description of Resolutions	Type of Resolutions
1.	Increase the authorised share capital and consequent alteration to the capital clause of memorandum of association of the company	Ordinary Resolution
2.	Issuance of 16,10,000 equity shares through private placement cum preferential basis	Special Resolution

The Company has engaged the services of National Securities Depository Limited ("NSDL") ("Service Provider") for providing remote e-voting facility to the Members. Please note that the remote e-voting period will commence on Saturday, February 21, 2026, at 9:00 A.M. (IST) and end on Sunday, March 22, 2026, at 05.00 P.M. (IST). The result of Postal Ballot will be announced on or before March 24, 2026.

A Copy of Notice of Postal Ballot is enclosed. The Postal Ballot Notice is also uploaded on the Company's website at www.capfinindia.in.

Kindly take the same on records.

Yours faithfully,
For Capfin India Limited

Neeraj Kumar Patil
Company Secretary and Compliance Officer
Membership Number: A67632

Encl.: As above



POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 09/2025 dated 22nd September 2025 and other relevant circulars issued in this regard issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standards 2 issued by the Institute of Company Secretaries of India on General Meetings and pursuant to other applicable laws and regulations, the proposed resolutions along with the explanatory statement setting out the material facts is appended below for seeking consent of the Members of Capfin India Limited ('Company') through postal ballot by remote e-voting process.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), provisions of Section 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting postal ballot form. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent by casting their vote through the remote e-voting system only. The detailed instructions for remote e-voting forms part of this Postal Ballot Notice.

The remote e-voting schedule is given in the table below:

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)
Friday, February 13, 2026	Saturday, February 21, 2026 at 09:00 AM (IST)	Sunday, March 22, 2026 at 05:00 PM (IST)

The Company has engaged the services of National Securities Depository Limited ('NSDL' or 'Service Provider'), for providing remote e-voting facility to the Members.

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically in lieu of voting by physical ballot. The e-voting module shall be disabled by NSDL for voting after the end date and time of e-voting. Please read and follow the instructions on e-voting enumerated in the notes to this Postal Ballot Notice.

The Postal Ballot Notice shall also be placed on the website of the Company at www.capfinindia.in and on the website of the Stock Exchange i.e. BSE Limited ("BSE").

The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. on Sunday, 22nd March 2026.



SPECIAL BUSINESSES:

ITEM NO. 1

INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 4,00,00,000 (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) equity shares of Rs. 10 (Rupees Ten) to Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 60,00,000 (Sixty Lakh) equity shares of Rs. 10 (Rupees Ten) and consequently, the existing Clause V(a) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following as new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2

ISSUANCE OF 16,10,000 EQUITY SHARES THROUGH PRIVATE PLACEMENT CUM PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any statutory amendments, modification(s) and/or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital



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and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), the listing agreements (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) entered into by Capfin India Limited (“the Company”) with BSE Limited (“BSE”) on which the equity shares of the Company are listed, and in accordance with the instructions issued by Securities and Exchange Board of India (“SEBI”) and BSE and other concerned and appropriate authorities and other applicable laws, in accordance with provisions of the Memorandum and Articles of Association of the Company (as amended), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI and the Reserve Bank of India (“RBI”) or any other statutory, regulatory or governmental authority, whether in India or outside India in each case to the extent applicable (including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (as the case may be) (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution), the consent of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches upto 16,10,000 (Sixteen Lakh Ten Thousand) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up (“Equity Shares”) on preferential basis at a price of Rs. 32.88 (Rupees Thirty two and eighty eight paise) per Equity Share including a premium of Rs. 22.88 (Rupees Twenty Two and Eighty Eight Paise) per Equity Share aggregating to Rs. 5,29,36,800 (Rupees Five Crore Twenty Nine Lakh Thirty Six Thousand Eight Hundred) in accordance with the SEBI ICDR Regulations (“Preferential Allotment”) and as per the terms highlighted in the explanatory statement to this Notice and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

Sr. No.	Name of Allottee	Number of Shares	Percentage of Shareholding Post Allotment
1	Abhishek Narbaria	6,45,000	35.56%
2	Umesh Kumar Sahay	6,45,000	35.56%
3	Nautilus Private Capital Ltd	1,50,000	3.30%
4	Magnifica Global Opportunities VCC - Mgo High Conviction Fund Incorporated Vcc Sub-Fund	1,50,000	3.30%
5	Rakesh Kumar Dwivedi	20,000	0.44%
	Total	16,10,000	



RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Investor by way of a preferential allotment shall inter-alia be subject to the following:

- (i) The Equity Shares shall be issued and allotted by the Company to the Investors in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this Special Resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of BSE for the issue and allotment of the equity Shares to Investors on a preferential basis.
- (ii) The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is February 19, 2026, being the date falling 30 (thirty) days prior to the date of Meeting in which the Preferential Allotment is approved by the members of the Company.
- (iii) The Equity Shares shall be subject to lock-in/ transferability restrictions in such manner and for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (iv) The Equity Shares offered, issued and allotted will be listed and traded on BSE, where the shares of the Company are already listed, in accordance with the applicable law, subject to the receipt of necessary regulatory permissions and approvals (including approval for listing and trading) as the case may be.
- (v) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (vi) The Equity Shares so offered and issued to the Proposed Allottees, are being issued by the Company at cash consideration.
- (vii) Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable law.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Investor in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Investor inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to on behalf of the Company do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be



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allotted to the Investor for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue, as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) filing requisite documents/ make declarations/ filings with the Ministry of Corporate Affairs, Reserve Bank of India, SEBI, BSE and other regulatory or statutory authorities on behalf of the Company, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Equity Shares, (vii) to represent the Company before any Government / regulatory authorities, (viii) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities, (ix) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon them by these resolutions, as they may deem fit in their absolute discretion, to any director(s), committees(s), one or more officer(s), company secretary or employees to give effect to these resolutions including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required."

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Haveli, Maharashtra, India, 411007.

By Order of the Board of Directors
For Capfin India Limited

Date: February 20, 2026
Place: Pune

Sd/-
Neeraj Kumar Patil
Company Secretary & Compliance Officer

E-mail: compliance@capfinindia.in
Website: www.capfinindia.in



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NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read with the Rules and Listing Regulations, in respect of the resolutions proposed to be passed is annexed to this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as on **Friday, February 13, 2026 ('Cut-off date')**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **cut-off date**.
4. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ("NSDL"). The instructions for electronic voting are annexed to this Postal Ballot Notice.
6. During the e-voting period, Members can login to NSDL's e-voting platform to cast their votes on the proposed resolutions. Once the vote on a Resolutions is cast and submitted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members on the last date specified by the Company for e-voting i.e. Sunday, March 22, 2026.
8. **E-voting schedule:**

The details are as under:

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)
Friday, February 13, 2026	Saturday, February 21, 2026 at 09:00 AM (IST)	Sunday, March 22, 2026 at 05:00 PM (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically in lieu of voting by physical ballot. The e-voting module shall be disabled by NSDL for voting after the end of the voting time.

9. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and



Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on the cut-off date, and who have registered their e-mail addresses with the Company or with the Depositories.

Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, choice of nominations (optional), power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc as directed below: -

For shares held in electronic form: to their Depository Participants (DPs).

For shares held in physical form: to the Company/Registrar and Transfer Agent by submitting the relevant required documents viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 pursuant to SEBI Master Circular dated May 7, 2024 and Circular dated June 10, 2024. The formats for updation of KYC details and Nomination are available on the Company's website www.capfinindia.in

10. Documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting ('e-voting period'). Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to E-mail: compliance@capfinindia.in from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period.
11. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolutions in accordance with the e-voting instructions as specified in this Postal Ballot Notice.
12. The Board of Directors of the Company has appointed M/s Sachapara & Associates, Represented by Mr. Chirag Sachapara, Practicing Company Secretary (Membership No. F13160 CP No. 22177), as the Scrutinizer for scrutinizing the e-voting process. The Company has received consent from M/s Sachapara & Associates conveying their acceptance to act as Scrutinizer for the said Postal Ballot.
13. The Scrutinizer will submit his report to the Chairperson or any person authorised by the Chairperson of the Company after completion of the e-voting process. The e-voting results will be declared within two working days from March 22, 2026 i.e. the from the end date of the e-voting. The declaration of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Act and applicable Rules framed thereunder. The e-voting results declared along with the Scrutinizer's Report will be communicated to the Stock Exchange, i.e. BSE where the Equity Shares of the Company are listed. Additionally, the results will also be placed on the website of the Company at www.capfinindia.in.
14. All communications/ queries in this respect should be addressed to our RTA at, ippl@indusinvest.com.



EVOTING INSTRUCTIONS

How do I 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: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 and other relevant circulars, if any, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>i. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>ii. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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	<p>iii. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com Select "Register Online for IDEAS Portal" or click at https://eservices.nSDL.com/SecureWeb/Ideas DirectReg.jsp</p> <p>iv. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote through evoting.</p> <p>v. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="756 1111 1262 1413" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi Easiest are to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

B. Login method for e-Voting for shareholders other than individual shareholders holding in Demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



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- A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.com/> with your existing IDEAS login. 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.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID for Shareholders holding shares in Demat Form and Physical Form
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example 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 example if your Beneficiary ID is 12***** user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- **Password details for shareholders other than Individual shareholders are given below:**

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your '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 from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .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 .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

(iii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:



- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(iv) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(v) Now, you will have to click on "Login" button.

(vi) After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number Nof shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.sachapara@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,



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you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to NSDL Official Ms. Pallavi Mhatre, Assistant Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's RTA at ippl@indusinvest.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ippl@indusinvest.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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411007.

Date: February 20, 2026
Place: Pune
E-mail: compliance@capfinindia.in
Website: www.capfinindia.in

By Order of the Board of Directors
For Capfin India Limited

Sd/-
Neeraj Kumar Patil
Company Secretary & Compliance Officer



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

ITEM NO. 1

The present authorised share capital of Capfin India Limited (“Company”) is Rs. 4,00,00,000 (Rupees Four Crore), divided into 40,00,000 (Ten Lakh) equity shares of Rs. 10 (Rupees Ten) each.

In order to facilitate the proposed private placement cum preferential basis as stated in item no 2, it is necessary to increase the authorised share capital of the Company. Accordingly, the Board of Directors, at its meeting held on February 20, 2026, approved the proposal to increase the authorised share capital from Rs. 4,00,00,000 (Rupees Four Crore), divided into 40,00,000 (Forty Lakh) equity shares of Rs. 10 (Rupees Ten) each to Rs 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 60,00,000 (Sixty Lakh) equity shares of Rs. 10 (Rupees Ten) each, subject to approval of the members of the Company.

The increase in the authorized share capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the capital clause requires approval of the members of the Company by way of passing an ordinary resolution to that effect.

The equity shares arising from such increase, upon allotment, shall rank *pari passu* in all respects with the existing equity shares of the Company, in accordance with the provisions of the Memorandum and Articles of Association.

The comparison of the existing and proposed change in Clause V (a) of Memorandum of Association is as follows:

Existing Clause	Proposed Amended Clause
<i>V. (a) The Authorised Share Capital of the Company is Rs. 4,00,00,000 (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.</i>	<i>V. The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten) each.</i>

None of the directors/ key managerial personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

ITEM NO 2

The Board of Directors of the Company (“Board”), at its meeting held on February 20, 2026, has considered and approved a proposal to raise funds of up to Rs. 5,29,36,800 (Rupees Five Crore Twenty Nine Lakh Thirty Six Thousand Eight Hundred) by way of issuance of equity shares on a private placement cum preferential basis, subject to the approval of the shareholders and such other approvals as may be required.



The proposed fund raising is intended to augment the Company's financial resources and strengthen its capital base. At present, the Company has limited active income streams and does not have sufficient capital to comfortably meet its compliance and operational requirements. The proposed infusion of funds is expected to strengthen the working capital position of the Company and support regulatory and operational stability.

Further, prior to actively scaling its business operations, the Company proposes to evaluate prospective products and business opportunities, undertake feasibility assessments and ensure readiness from a regulatory and compliance perspective. The proposed capital raise is expected to support these foundational initiatives.

The Board has evaluated various fund-raising options in compliance with the applicable provisions of the Companies Act, 2013 and the regulations issued by the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). Pursuant thereto, issuance of equity shares on a preferential basis for cash consideration to identified investors, in accordance with Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and Chapter V of the SEBI ICDR Regulations, has been considered an appropriate mode of raising funds.

The Company has also received expressions of interest from certain investors, including promoter and non-promoter investors, indicating their intent to participate in the proposed preferential issue, subject to the approval of the shareholders and completion of applicable regulatory formalities.

In terms of the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any issue of securities on preferential basis requires the approval of Members of the Company by way of a special resolution.

Therefore, the consent of the members is being sought by way of a special resolution to offer, issue and allot Equity Shares to respective identified investors Preferential Allotment in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued by way of a preferential allotment.

The details in this regard as required in terms of the SEBI ICDR Regulations and the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

- a) **Date of Board Resolution:** February 20, 2026
- b) **Maximum number of specified securities to be issued, kind of securities and price at which security is being offered:**

The Company will offer, issue and allot up to 16,10,000 (Sixteen Lakh Ten Thousand) equity shares of the face value of Rs. 10 (Rupees Ten) each fully paid up ("**Equity Shares**") on private placement cum



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preferential basis at a price of Rs. 32.88 (Rupees Thirty Two and Eighty Eight Paise) per Equity Share including premium of Rs. 22.88 (Rupees Twenty Two and Eighty Eight Paise) per equity share aggregating to Rs. 5,29,36,800 (Rupees Five Crore Twenty Nine Lakh Thirty Six Thousand Eight Hundred).

- c) **Object and Material Terms of raising of securities:** The proposed issue of securities is intended to augment the Company's financial resources to meet its working capital requirements and for general corporate purposes.
- d) **Intention of promoters, directors, key management personnel or senior management of the company to subscribe to the offer:** None of the promoters, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer, except for the persons expressly mentioned below:

Sr. No.	Name of proposed Allottee	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1.	Umesh Kumar Sahay	Promoter	33.09%	6,45,000	35.56%
2.	Abhishek Narbaria	Promoter	33.09%	6,45,000	35.56%

Even after this preferential issue there will be no change in the management of the company."

- e) **Relevant date with reference to which the price is determined:**

The Relevant Date for determining the price of Equity Shares for the purpose of the Preferential Allotment in accordance with the SEBI ICDR Regulations, is Thursday, 19 February, 2026, i.e., the date 30 (thirty) days prior to the date of the shareholders' meeting where the Preferential Allotment is approved.

It is proposed to issue equity shares at an issue price of Rs. 32.88 (Rupees Thirty Two and Eighty Eight Paise) per equity share i.e., the higher of the price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

- f) **Price and basis or justification for the price (including premium, if any) at which the offer or invitation is being made / basis on which the price has been arrived at along with report of the registered valuer:**

The Equity Shares are listed on BSE Limited ("BSE") and are infrequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 165 of SEBI ICDR Regulations, the Company obtained a valuation report from Mr. Mukesh Kumar Jain, Chartered Accountant and a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (Reg. No: IBBI/RV/03/2019/12285) Based on the said report, the price of Rs. 32.88 (Rupees Thirty Two and Eighty Eight Paise) per equity share was determined.

Accordingly, the Board has taken issue price to Rs. 32.88 (Rupees Thirty Two and Eighty Eight Paise) per Equity Share determined in accordance with the provisions of SEBI ICDR Regulations.



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- g) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- h) **Shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Category	Pre-Issue		Post-Issue	
		no. of share held	% of share holding	no. of share held	% of share holding
	Promoter				
1	Indian - Individual	19,44,558	66.18	32,34,558	71.12
A	Promoter Total	19,44,558	66.18	32,34,558	71.12
	Non-Promoter				
2	Institutional Investors	0	0.00	3,00,000	6.60
B	Public (Institutions) - Total	0	0.00	3,00,000	6.60
3	Resident Individuals	3,99,410	13.59	4,19,410	9.22
4	Non-Resident Indians	890	0.03	890	0.02
5	Foreign Companies	0	0.00	0	0.00
6	Bodies Corporate	5,88,263	20.02	5,88,263	12.93
7	Others includes Directors and KMPs and their relatives	5,109	0.17	5,109	0.11
C	Public (Non-Institutions) - Total	9,93,672	33.81	10,13,672	22.28
	Grand Total (A+B+C)	29,38,230	100.00	45,48,230	100.00

- i) **Time frame within which the Preferential Allotment shall be completed:** In terms of the SEBI ICDR Regulations, the proposed Preferential Allotment will be completed within a period of 15 (fifteen) days from the date of shareholders approval.

Provided further that where the allotment to any of the Proposed Allottee is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government, the allotment would be completed within 15 (fifteen) days from the date of the receipt of last such approval or permission.

- j) **Lock in Period:** The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for a period of 6 (six) and 18 (eighteen) months, as case may be, as specified under applicable provisions of the ICDR Regulations.
- k) **Percentage of post preferential capital that may be held by them in the Company consequent to the Preferential Allotment:**



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Sr. No.	Name of proposed Allottee	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1	Abhishek Narbaria	Promoter	9,72,279	6,45,000	35.56%
2	Umesh Kumar Sahay	Promoter	9,72,279	6,45,000	35.56%
3	Nautilus Private Capital Ltd	Non-Promoter	0	1,50,000	3.30%
4	Magnifica Global Opportunities VCC - MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-Promoter	0	1,50,000	3.30%
5	Rakesh Kumar Dwivedi	Non-Promoter	0	20,000	0.44%

- l) **The change in control, if any, in the Company that would occur consequent to the preferential issue:**
There will be no change in control of the Company consequent to the Preferential Allotment.
- m) **Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of proposed Allottee	ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control
1	Abhishek Narbaria	NA
2	Umesh Kumar Sahay	NA
3	Nautilus Private Capital Ltd	Mr. Veeraj Toofany
4	Magnifica Global Opportunities VCC - MGO High Conviction Fund Incorporated VCC Sub-Fund	Ms. Yashna Devi Seebaluck Mr. Mithilesh Singh Soobarah
5	Rakesh Kumar Dwivedi	NA

- n) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the period from April 01, 2025, till date of notice of this Postal Ballot, the Company has not made any preferential issue of equity shares.
- o) **Maximum number of specified securities to be issued:** The resolution set out in this Notice authorize the Board to issue 16,10,000 (Sixteen Lakh Ten Thousand) equity shares of the face value of Rs. 10 (Rupees Ten) each fully paid up ("**Equity Shares**") on private placement cum preferential basis at a price of Rs. 32.88 (Rupees Thirty Two and Eighty Eight Paise) per Equity Share including premium of Rs. 22.88 (Rupees Twenty Two and Eighty Eight Paise) per equity share aggregating to Rs. 5,29,36,800 (Rupees Five Crore Twenty Nine Lakh Thirty Six Thousand Eight Hundred).
- p) **Re-computation of Issue Price:** Since the Company's equity shares are infrequently traded and have been listed on a recognized Stock Exchange for more than 90 (ninety) trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.
- q) **Current and proposed status of the proposed allottees post the Preferential Allotment viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made: As**



mentioned above, the Proposed Allottees form a part of Promoter and Non-Promoter Category and their status will continue as Promoter and Non-Promoter Category post the Preferential Allotment.

- r) **Practicing Company Secretary's Certificate:** A copy of the certificate obtained from M/s Sachapara & Associates (Firm Registration No.: 3447/2023), Practicing Company Secretaries, certifying that the proposed Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at www.capfinindia.in to facilitate online inspection by the Members of the Company.
- s) **Declaration:** Company and each Directors of Company hereby declare that,
- (i) It would re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;
 - (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
 - (iii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, if applicable, the above equity shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
 - (iv) The Company has obtained the Permanent Account Number of each Proposed Allottee.
 - (v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the SEBI LODR Regulations, as amended. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
 - (vi) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
 - (vii) The Company will make an application to the Stock Exchange(s) seeking its in-principle approval for the issuance of equity shares to the Proposed Allottee.
 - (viii) In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
 - (ix) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
 - (x) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
 - (xi) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the ICDR Regulations.
 - (xii) The Company has complied with the provisions of the Act and the rules made thereunder.



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None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, except as stated above, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

Registered Office:

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Date: February 20, 2026

Place: Pune

E-mail: compliance@capfinindia.in

Website: www.capfinindia.in

By Order of the Board of Directors
For Capfin India Limited

Sd/-
Neeraj Kumar Patil
Company Secretary & Compliance Officer