

Ref. No.: CIFL/BSE/2024-25/13

Tuesday, May 28, 2024

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

Sub: Submission of Annual Secretarial Compliance Report of Capital India Finance Limited (“Company”) for the year ended March 31, 2024

Dear Sir/Madam,

In compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended from time to time, we wish to submit the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024, issued by M/s. Arun Gupta & Associates, Company Secretaries.

We request you to take the aforesaid Secretarial Compliance Report on record and oblige.

Thanking you,
Yours sincerely,
For **Capital India Finance Limited**


Rachit Malhotra
Chief Compliance Officer & Company Secretary
Membership No. A39894



Encl: As Above

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

Registered Office :
2nd Floor, DLF Centre,
Sansad Marg,
New Delhi - 110001

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

P : +91 11 4954 6000
W : www.capitalindia.com

Arun Gupta & Associates

Company Secretaries

Secretarial Compliance Report of Capital India Finance Limited
for the year ended 31st March, 2024

To
Capital India Finance Limited
(CIN: L74899DL1994PLC128577)
2nd Floor, DLF Centre, Sansad Marg,
Central Delhi, New Delhi- 110001

I, Arun Kumar Gupta, Company Secretary in Practice, Proprietor of Arun Gupta & Associates, Company Secretaries have examined:

- All the documents and records made available to us and explanation provided by Capital India Finance Limited (CIN: L74899DL1994PLC128577) (*the Listed Entity*),
- the filings/ submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

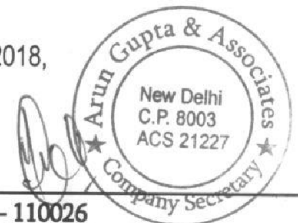
for the year ended 31st March, 2024 (*Review Period*) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (*SEBI Act*) and the regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (*SCRA*), rules made there under and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (*SEBI*);

The specific Regulations, whose provisions, and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*Listing Regulations*);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act dealing with client;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018,

and Circulars/guidelines issued thereunder;



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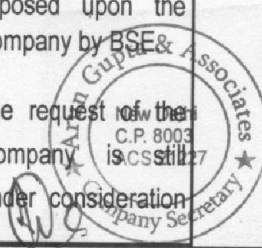
and based on the above examination, we hereby report that, during the Review period.

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder;

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
---Not Applicable---										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2024.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviation and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	<p>The Company on receipt of email communications from BSE, has immediately acted upon and submitted the required information / data with BSE.</p> <p>Also, the Company vide its letter dated December 16, 2021 has submitted request with BSE for waiver of penalties imposed upon the Company by BSE.</p> <p>The request of the Company is under consideration with BSE.</p>	Not Applicable	Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>Non-Disclosure of line items prescribed under Regulation 52(4) of the Listing Regulations along with the half yearly / annual financial results.</p> <p>A penalty of INR 25,000 was imposed</p>	<p>The Company has immediately acted upon and submitted the required information / data with BSE and also vide its letter dated December 16, 2021 has submitted request with BSE for waiver of penalties imposed upon the Company by BSE.</p>	<p>The Company on receipt of email communications from BSE, has immediately acted upon and submitted the required information / data with BSE.</p> <p>Also, the Company vide its letter dated December 16, 2021 has submitted request with BSE for waiver of penalties imposed upon the Company by BSE & Associates.</p> <p>The request of the Company is still under consideration.</p>



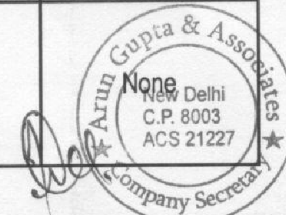
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				on the Company for the said violation.	with BSE.
2.			Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>Non-Disclosure of extent and nature of scrutiny created and maintained with respect to secured listed NCDs in the financial statements in accordance with Regulation 54(2) of the Listing Regulations.</p> <p>A penalty of INR 25,000 was imposed on the Company for the said violation.</p>	

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	None



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2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website; Timely dissemination of the documents/ information under a separate section on the website; and Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies; Requirements with respect to disclosures of material as well as other subsidiaries. 	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Company's Policy for Document Preservation and Archival as prescribed under Listing Regulations.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees, every financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified rejected by the Audit Committee.</p>	Yes	None During the review period, there were no instance, where prior approval for related party transactions was not obtained.

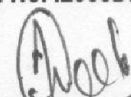
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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) was taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.	NA	Neither the Statutory Auditors of the Listed entity, Nor of any of its Material Subsidiaries have tendered its resignation during the financial year ended March 31, 2024.
13.	No Additional Non-Compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

For Arun Gupta & Associates
Company Secretaries
Firm Regn. No. I2008DE626100




Arun Kumar Gupta
Proprietor
Membership No.: A21227
C.P. No.: 8003
PR 1008/2020

UDIN: A021227F000445475

Place: New Delhi
Date: May 27, 2024