

Ref. No.: CIFL/BSE/2023-24/16

Wednesday, May 24, 2023

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, 2023**

Dear Sir/Madam,

In compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, 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, 2023, issued by M/s Naveen Garg & 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

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E : info@capitalindia.com  
CIN No: L74899DL1994PLC128577  
( Capital India Finance Limited )

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# Naveen Garg & Associates

**COMPANY SECRETARIES**  
Secretarial Compliance Report of Capital India Finance Limited  
for the year ended 31<sup>st</sup> March, 2023

To  
Capital India Finance Limited  
(CIN: L74899DL1994PLC128577)  
2<sup>nd</sup> Floor, DLF Centre, Sansad Marg,  
New Delhi – 110001

I, Naveen Garg, Company Secretary in Practice, Proprietor of Naveen Garg & 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 31<sup>st</sup> March, 2023 ("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 thereunder 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;
- 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 and dealing with client;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018,

and circulars/ guidelines issued thereunder.

- Based on the above examination, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars  | Compliance status (Yes/No/NA) | Observations/ Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1.      | <b><u>Secretarial Standards:</u></b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes                           | --                            |
| 2.      | <b><u>Adoption and timely updation of the Policies:</u></b><br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and              | Yes                           | --                            |



|    |   |     |    |
|----|---|-----|----|
|    | <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>   |     |    |
| 3. | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website;</li> <li>Timely dissemination of the documents/ information under a separate section on the website; and</li> <li>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.</li> </ul> | Yes | -- |
| 4. | <p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>  | Yes | -- |
| 5. | <p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies; and</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>  | Yes | -- |
| 6. | <p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>  | Yes | -- |
| 7. | <p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>   | Yes | -- |
| 8. | <p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions; and</li> <li>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</li> </ul>  | Yes | -- |
| 9. | <p><b><u>Disclosure of events or information:</u></b></p> <p>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.</p>   | Yes | -- |



|     |  |     |    |
|-----|--|-----|----|
|     | <b><u>Prohibition of Insider Trading:</u></b>  |     |    |
| 10. | The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.   | Yes | -- |
|     | <b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  |     |    |
| 11. | No Action 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 | -- |
|     | <b><u>Additional Non-compliances, if any:</u></b>  |     |    |
| 12. | No additional non-compliance observed under any of the SEBI regulation/circular/guidance note etc.   | Yes | -- |

- Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019. - **Not Applicable for the reporting period**
- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. 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 |
|---------|--|--------------------------|---|---------------------|----------------|---|-------------|---|---|---------|
| 1.      | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") | Regulation 52(4)         | Non-disclosure of line items prescribed under Regulation 52(4) of Listing Regulations | BSE Limited ("BSE") | Levy of fine   | Non-disclosure of line items prescribed under Regulation 52(4) Listing Regulations along with the half yearly / annual financial results; and | INR 25,000  | The Company on receipt of email communications from BSE, has immediately acted upon and submitted the required information/data with BSE.<br><br>Also, the Company vide its letter dated December 16, | The Company vide its letter dated December 16, 2021 has submitted request with BSE for waiver of penalties imposed upon the Company by BSE. The request of the Company is under | --      |



|    |  |                  |  |                     |              |   |            |   |   |    |
|----|--|------------------|--|---------------------|--------------|---|------------|---|---|----|
| 2. | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 54(2) | Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements | BSE Limited ("BSE") | Levy of fine | Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements in accordance with Regulation 54(2) of the Listing Regulations | INR 25,000 | 2021, has submitted request with BSE for waiver of penalties imposed upon the Company by BSE. The request of the Company is under consideration with BSE. | consideration with BSE and the Company has been following up with BSE on the matter at regular intervals. Any direction as may be issued by the BSE on this matter shall be duly complied by the Company. | -- |
|----|--|------------------|--|---------------------|--------------|---|------------|---|---|----|

**For Naveen Garg & Associates  
Company Secretaries**



*Naveen Garg*  
**Naveen Garg**

Company Secretary  
ACS: 32159  
C.P. No. 11815  
ICSI Unique Code: I2013DE1014900  
UDIN: A032159E000366009

Place: Delhi  
Date: May 24, 2023