

Ref. No.: CIFL/BSE/2022-23/17

Thursday, May 26, 2022

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, 2022**

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, we wish to submit the Annual Secretarial Compliance Report of the Company for the year ended on March 31, 2022, 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
Company Secretary & Compliance Officer
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, 2022

To

Capital India Finance Limited

(CIN: L74899DL1994PLC128577)

2nd Floor, DLF Centre, Sansad Marg,

New Delhi – 110001

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

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

for the year ended **31st March, 2022** ("*Review Period*") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("*SEBI Act*") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (***Not applicable to the listed entity during the review period***);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (***Not applicable to the listed entity during the review period***)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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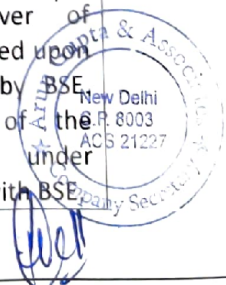
Company Secretaries

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, and circulars/ guidelines issued thereunder.

Based on the above examination, I hereby report that:

- a) The listed entity has complied with the provisions of the above said Regulations and circulars/guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- c) Except as stated below, there were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited ("BSE")	<p>1. Non-disclosure of line items prescribed under Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") along with the half yearly / annual financial results; and</p> <p>2. Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements in accordance with</p>	Levy of fine of INR 25,000 (Indian Rupees Twenty-Five Thousand only) on each violation	<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. The request of the Company is under consideration with BSE.</p>



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Company Secretaries

		Regulation 54(2) of the Listing Regulations		
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- d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period.

Place: New Delhi
Date: 24/05/2022



For Arun Gupta & Associates
Company Secretaries



Arun Kumar Gupta
Company Secretary

ACS No.: 21227

C P No.: 8003

ICSI Unique Code: I2008DE626100

UDIN: A021227D000375801