

General information about company

Scrip code	530879
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE345H01016
Name of the entity	CAPITAL INDIA FINANCE LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Vinod Somani	AAOPS3831M	00327231	Non-Executive - Independent Director	Chairperson		01-07-1953
2	Mr	Keshav Porwal	AGMPP7963P	06706341	Executive Director	Not Applicable	MD	02-06-1976
3	Mr	Yogendra Pal Singh	AAMPS1251M	08347484	Non-Executive - Independent Director	Not Applicable		01-07-1955
4	Mr	Subhash Chander Kalia	ACLPK6605L	00075644	Non-Executive - Independent Director	Not Applicable		06-08-1951
5	Mrs	Rashmi Fauzdar	AAAPF7934N	07599221	Non-Executive - Independent Director	Not Applicable		26-03-1956
6	Ms	Jyuthika Mahendra Jivani	ABXPJ3903F	10558392	Non-Executive - Independent Director	Not Applicable		30-10-1957
7	Mr	Harsh Kumar Bhanwala	AANPB8577E	06417704	Executive Director	Not Applicable		27-11-1961

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		20-12-2017	20-12-2022		75	1	1	3	3			
2	NA		27-11-2017	27-11-2022			1	0	1	0			
3	NA		13-02-2019	13-02-2024		62	1	1	3	0			
4	NA		26-05-2021			34	4	4	3	1			
5	NA		24-08-2023			7	1	1	2	0			
6	NA		20-03-2024			1	1	1	1	0			
7	NA		06-08-2020	06-08-2023	24-01-2024		0	0	0	0	Others		

Text Block

Textual Information(1)

1. Mr. Harsh Kumar Bhanwala (DIN: 06417704), erstwhile Executive Chairperson on the Board of the Company has resigned from the Company w.e.f. January 24, 2024, citing advancing age and other personal reasons, as the reason for his resignation from the Company.
2. Pursuant to the resignation of Mr. Harsh Kumar Bhanwala, the Board of Directors of the Company vide resolution passed through circulation have appointed Mr. Vinod Somani (DIN: 00327231), as the Chairperson of the Board, w.e.f. January 25, 2024.
3. Ms. Jyuthika Mahendra Jivani (DIN: 10558392), was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company w.e.f. March 20, 2024, to hold the office up to the date of the ensuing General Meeting of the Company or three months from the date of such appointment, whichever is earlier, and subject to the approval of shareholders in the ensuing General Meeting of the Company, for appointment as an Independent Director for a tenure of 5 (five) consecutive years from March 20, 2024.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00327231	Vinod Somani	Non-Executive - Independent Director	Chairperson	20-12-2017		
2	08347484	Yogendra Pal Singh	Non-Executive - Independent Director	Member	27-03-2019		
3	00075644	Subhash Chander Kalia	Non-Executive - Independent Director	Member	11-11-2021		
4	07599221	Rashmi Fauzdar	Non-Executive - Independent Director	Member	24-08-2023		
5	10558392	Jyuthika Mahendra Jivani	Non-Executive - Independent Director	Member	20-03-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08347484	Yogendra Pal Singh	Non-Executive - Independent Director	Chairperson	27-03-2019		Textual Information(1)
2	00327231	Vinod Somani	Non-Executive - Independent Director	Member	01-05-2019		Textual Information(2)
3	07599221	Rashmi Fauzdar	Non-Executive - Independent Director	Member	24-08-2023		

Sr Text Block

Textual Information(1)	Mr. Yogendra Pal Singh was appointed as the Chairman of the Nomination & Remuneration Committee w.e.f. January 25, 2024.
Textual Information(2)	Mr. Vinod Somani ceased to be the Chairman of the Nomination & Remuneration Committee w.e.f. January 25, 2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00327231	Vinod Somani	Non-Executive - Independent Director	Chairperson	20-12-2017		
2	08347484	Yogendra Pal Singh	Non-Executive - Independent Director	Member	10-05-2019		
3	07599221	Rashmi Fauzdar	Non-Executive - Independent Director	Member	24-08-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00327231	Vinod Somani	Non-Executive - Independent Director	Chairperson	25-01-2024		
2	07599221	Rashmi Fauzdar	Non-Executive - Independent Director	Member	24-08-2023		
3	00075644	Subhash Chander Kalia	Non-Executive - Independent Director	Member	13-08-2021		
4	06706341	Keshav Porwal	Executive Director	Member	11-01-2018		
5	06417704	Harsh Kumar Bhanwala	Executive Director	Chairperson	11-11-2020	24-01-2024	

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08347484	Yogendra Pal Singh	Non-Executive - Independent Director	Chairperson	10-05-2019		
2	06706341	Keshav Porwal	Executive Director	Member	10-05-2019		
3	07599221	Rashmi Fauzdar	Non-Executive - Independent Director	Member	24-08-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2023				Yes	6	6	4
2	17-11-2023		8		Yes	6	6	4
3		10-02-2024	84		Yes	5	5	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	4	0
2	Audit Committee	10-02-2024	93			Yes	4	4	4	0
3	Risk Management Committee	08-11-2023				Yes	4	4	2	0
4	Risk Management Committee	09-02-2024	92			Yes	4	4	3	0
5	Nomination and remuneration committee	02-11-2023				Yes	3	3	3	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Rachit Malhotra
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.capitalindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.capitalindia.com
3	Composition of various committees of board of directors	Yes		www.capitalindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.capitalindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.capitalindia.com
6	Criteria of making payments to non-executive directors	Yes		www.capitalindia.com
7	Policy on dealing with related party transactions	Yes		www.capitalindia.com
8	Policy for determining 'material' subsidiaries	Yes		www.capitalindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.capitalindia.com
10	Email address for grievance redressal and other relevant details	Yes		www.capitalindia.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.capitalindia.com
12	Financial results	Yes		www.capitalindia.com
13	Shareholding pattern	Yes		www.capitalindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.capitalindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.capitalindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.capitalindia.com
20	Secretarial Compliance Report	Yes		www.capitalindia.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.capitalindia.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.capitalindia.com
23	Disclosures under regulation 30(8)	Yes		www.capitalindia.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.capitalindia.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.capitalindia.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.capitalindia.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.capitalindia.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	Rachit Malhotra
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	Rachit Malhotra
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

We, Capital India Finance Limited ('Company') hereby declare that, for the period ended on March 31, 2024, the Company has not extended any loans, guarantees, comfort letters, or securities otherwise than in conformity of the following:

This disclosure exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt:

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company; and
- d) by the listed entity to its employees or directors as a part of the service conditions.

Hence, the company asserts that this disclosure requirement is not applicable on the Company for the period ended on March 31, 2024.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Rachit Malhotra
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-04-2024