

Ref. No.: CIFL/SE/2025-26/18

Thursday, May 29, 2025

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

The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E) Mumbai - 400 051

BSE Scrip Code: 530879

NSE Symbol: CIFL

Sub: Submission of Annual Secretarial Compliance Report of Capital India Finance Limited ("Company") for the year ended March 31, 2025

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/0155 dated November 11, 2024 as amended from time to time and other applicable circulars in this regard, we Capital India Finance Limited ("**the Company**") would like to submit herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2025, 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**



Sulabh Kaushal
Chief Compliance Officer & Company Secretary
M. No.: ACS 34674

Encl: As Above

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

Registered office :
701, 7th Floor, Aggarwal Corporate Tower,
Plot No 23, District Centre,
Rajendra Place, New Delhi- 110008.

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

P : +91 11 6914 6000
W : www.capitalindia.com

Arun Gupta & Associates

Company Secretaries

**Secretarial Compliance Report of Capital India Finance Limited
for the year ended 31st March, 2025**

To

**Capital India Finance Limited
(CIN: L74899DL1994PLC128577)**

701, 7th Floor, Aggarwal Corporate Tower,
Plot No. 23, District Centre, Rajendra Place,
New Delhi – 110 008

I, **Arun Kumar Gupta, Company Secretary in Practice, Proprietor of Arun Gupta & Associates, Company Secretaries** 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 exchanges,
- (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, 2025 ("**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 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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 during the period under review.**
- (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; **Not Applicable during the period under review.**
- (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 dealing with client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018,

and Circulars/guidelines issued thereunder;

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




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- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder except in respect of matters specified below:

S. No	Compliance Requirement (Regulation s/ 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	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, 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>	For the Financial Year ended 31 st March, 2022	<p>a) Disclosure of prescribed line items along with half yearly/ annual financial results as prescribed under Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015</p> <p>(b) Disclosure of extent and nature of scrutiny created and maintained with respect to secured listed NCDs in the financial</p>	<p>a) Non-Disclosure of line items prescribed under Regulation 52(4) of the Listing Regulations along with the financial results for the half year ended 30th September, 2021.</p> <p>A penalty of INR 25,000 (Indian Rupees Twenty Five Thousand only) was imposed on the Company for the said violation.</p> <p>b) Non-Disclosure of extent and nature of scrutiny created and maintained with respect to secured listed NCDs in the financial statements for the half year ended</p>	<p>The Company, on receipt of email communications from BSE, 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>BSE vide its e-mail dated February 03, 2025 has conveyed to the Company that BSE has not acceded the Company's request regarding waiver of the fine and advised the Company to make payment of fine of INR 50,000/- (Indian Rupees Fifty Thousand only) plus applicable taxes within 10 days.</p> <p>The said fines have been paid by the Company on February 04, 2025. Further, the Board in their meeting held on February 14, 2025</p>	<p>The Company has made the default good by immediately submitting the said information / data on the BSE Portal.</p> <p>Further, the Company has also made the payment of fine levied by BSE on February 04, 2025.</p> <p>The matter is now resolved and concluded.</p>

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		statements in accordance with Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	30 th September, 2021 in accordance with Regulation 54(2) of the Listing Regulations. A penalty of INR 25,000 (Indian Rupees Twenty Five Thousand only) was imposed on the Company for the said violation.	took cognizance of the matter and suggested that the Company should ensure that every material information which is required to be disseminated as per the prevalent laws should be disclosed within the prescribed timelines.	
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(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.	<u>Secretarial Standards:</u> 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).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <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.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> Identification of material subsidiary companies; Requirements with respect to disclosures of material as well as other subsidiaries. 	Yes	The Company has on 16 th October, 2024 has entered into a Share Purchase Agreement for sale of its entire stake

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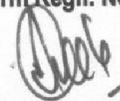
			held in Capital India Home Loans Limited, a material subsidiary of the Company to Weaver Services Private Limited, subject to receipt of requisite approvals
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Company's Policy for Document Preservation and Archival as prescribed under SEBI (LODR) 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, at the start of 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	During the review period, there were no instance, where prior approval for related party transactions was not obtained.
9.	<p><u>Disclosure of events or information:</u></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	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) 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.</p>	Yes	None

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12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p>	Yes	<p>Walker Chandok & Co LLP, the erstwhile Statutory Auditors of Rapipay Fintech Private Limited, a Material Subsidiary of the Company had resigned on August 06, 2024.</p> <p>Further the 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 have been duly complied by the resigning Statutory Auditors of the Subsidiary and the Company along with its Audit Committee.</p>
13.	<p>No Additional Non-Compliances, if any:</p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	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: A021227G000494953



Place: New Delhi
Date: 29/05/2025