

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: Capfin India Limited

Quarter ending on: December 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	N.A.	The company does not pay any sitting fees or compensation to Non Executive Directors
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has established vigil mechanism for directors and employees and drafted a Whistle Blower Policy
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	No	
<b>VI. Risk Management</b>	49 (VI)	No	The Company will constitute a

			Risk Management Committee in the forthcoming Board Meeting and will be disclosed in the next Quarter report.
<b>VII. Related Party Transactions</b>	49 (VII)	N.A.	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	N.A.	Will disclosed in the Annual Report for the next financial year
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A.	The company has not adopted different accounting treatment other than Accounting Standards.
(C) Remuneration of Directors	49 (VIIC)	N.A.	Will disclosed in the Annual Report for the next financial year.
(D) Management	49 (VIID)	Yes	
(E) Shareholders	49 (VIIE)	Yes	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIIF)	N.A.	The company has not raised proceeds from Public Issues, Right Issues and Preferential Issues during the period.
<b>IX. CEO/CFO Certification</b>	49 (IX)	N.A.	Will disclosed in the Annual Report for the next financial year.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	N.A.	Will disclosed in the Annual Report for the next financial year.

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 4 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matter which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Capfin India Limited

For CAPFIN INDIA LIMITED  
*Meenakshi*

Meenakshi Rathi

Whole time Director (Director)

DIN: 00325130

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Anand Vihar,

DELHI - 110092

Date: 09.01.2014

Place: New Delhi