

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

Name of the Company: Capfin India Limited

Quarter ending on: March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	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	
III. Audit Committee	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	-
IV. Nomination and Remuneration Committee	49 (IV)		
V. Subsidiary Companies	49 (V)	N.A	-
VI. Risk Management	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.
VII. Related Party Transactions	49 (VII)	N.A.	-

VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	N.A.	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	-
(C) Remuneration of Directors	49 (VIII C)	N.A.	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	N.A.	-
IX.CEO/CFO Certification	49 (IX)	Yes	Will be complied with next Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied with next Annual Report.
XI. Compliance	49 (XI)	Yes	Will be complied with next Annual Report.

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provision 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 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement relating 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 matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" 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 CAPEFIN INDIA LIMITED

Meenakshi Rathi (Director)
 Whole time Director
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Date: 14.04.2015
 Place: New Delhi