

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March 2022

To,
The Members,
Capfloat Financial Services Private Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Capfloat Financial Services Private Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my verification of the Capfloat Financial Services Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Capfloat Financial Services Private Limited for the financial year ended on 31st March 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors Independent Directors and Nominee Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance as per the Companies Act 2013 and wherever required the Company has obtained a shorter Notice consent from all the Directors. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has the following major events:

- i) Right/Preferential issue of shares / debentures etc.

Date of Event	Type of allotment	Type of Security	Number of Securities
21-10-2021	Private Placement	CCPS Series F1	1,07,835
21-10-2021	Private Placement	Equity Shares	10
21-10-2021	Private Placement	CCPS Series F2	3,33,492
21-10-2021	Private Placement	CCPS Series F3	17,75,306
21-10-2021	Private Placement	Equity Shares	2,41,583
13-09-2021	Private Placement	Equity Shares	3,68,465
FY 2021-22	Private Placement	Secured Non-Convertible Debentures	1,667
FY 2021-22	Private Placement	Un-Secured Non-Convertible Debentures	108

ii. Redemption / buy-back of securities: Not Applicable

iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act,2013

Type of instrument	Date of passing special resolution	Date of Filing Form MGT 14	Limit (in Rs.)
Total Borrowing Limit	12-04-2021	12-04-2021	500 Crores
Borrowing limit for Issuing/ Offer/ Allotment Of Secured/ Unsecured/ Redeemable Non-Convertible Debenture On Private Placement Basis	12-04-2021	12-04-2021	200 Crores (Within The Overall Borrowing Limit Of Rs 500 Crores)

iv. Merger / amalgamation / reconstruction, etc.: Not Applicable

v. Foreign technical collaborations: Not Applicable


Vempati Venkatesh
Practicing Company Secretary



CoP: 20548
MN Num: 45991

Date: 12th August, 2022
Place: Bangalore
UDIN number: A045991D000789272