



**Vempati Venkatesh
Company Secretary**

**# 2/1, 4th Main Road, 8th
Cross, BSK 3rd Stage,
Bangalore-560085**

Form No. MR-3

SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31ST
MARCH,2021**

[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,2021**

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/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on our verification of the Capfloat Financial Services Private Limited 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/our opinion, the company has, during the audit period covering the financial year ended on 31st March,2021 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,2021 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



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(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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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 at least seven days in advance, and 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) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.

Date of event	Type of allotment	Type of Security	Number of shares/ Debentures
7th April 2020	Private Placement	Compulsorily Convertible Preference Shares	92, 728
FY 20-21	Private Placement	Non-Convertible Debentures	763

(ii) Redemption / buy-back of securities:

Redemption period	Type of Security	Number of Debentures Redeemed
FY 20-21	Non-Convertible Debentures	23



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(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.)
Non-Convertible Debentures	14th May 2020	14th May 2020	150 crores
Commercial Papers, Securitisation	14th May 2020	14th May 2020	100 crores
Term loans & other loans	14th May 2020	14th May 2020	250 crores
Total Borrowing limit	14th May 2020	14th May 2020	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: 9th September, 2021

Place: Bangalore

UDIN number A045991C000927674