

Caprihans India Limited
601, ICC Trade Towers,
Pune 411016 India

Tel +91 20 6749 0100 direct@bilcare.com
www.bilcare.com

Bilcare
Research

May 29, 2025

The Secretary
BSE Limited
Dept. of Corporate Services,
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai - 400 001.
Scrip Code No - 509486

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Pursuant to the provision of Regulation 24(A) of the SEBI (LODR) Regulation 2015, please find enclosed herewith Annual Secretarial Compliance Report issued by M/s DVD & Associates Company Secretaries for the year ended March 31, 2025.

Kindly take on record.

Thanking you

Yours faithfully

For CAPRIHANS INDIA LIMITED



Pritam Paul
Vice President & Company Secretary

Encl: A/a



DVD & ASSOCIATES

Company Secretaries

+ 91 - 9823239397

devendracs@gmail.com

Pune | Mumbai | Kolhapur | Yavatmal | Dubai

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF CAPRIHANS INDIA LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2025.**

We, DVD & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by CAPRIHANS INDIA LIMITED ("the listed entity"). The company is listed at BSE Limited.
- (b) the filings/ submissions made by the listed entity to the stock exchanges.
- (c) website of the listed entity is updated as per the provisions of Listing Regulations,
- (d) any other document/ filing, as may be relevant and applicable, 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:

- I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under;
- II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



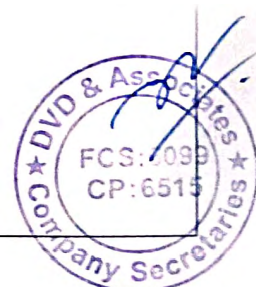
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the review period]**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not applicable during the review period]**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under which are applicable to the Company.
- b. The listed entity has taken actions to comply with the observations made in the previous Report as per Annexure A attached,
- c. We further affirm on the basis of the information received and examination of various documents as required by the circulars issued by Stock Exchanges:

Sr. 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 India (ICSI)	Yes	NA
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 the board of directors of the listed entities 	Yes	NA



	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 		
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 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	NA
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NA
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7	<u>Performance Evaluation:</u> 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.	Yes	NA



8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions (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	Yes	NA
9	<u>Disclosure of events or information:</u> 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.	Yes	NA
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No other actions have been 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	Yes	The Company has not received any notices / no action has been taken by SEBI / Stock Exchanges.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	NA	NA



	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 LODR Regulations by listed entities.		
13	Additional Non-compliances, if any: No additional non-compliances were observed for all SEBI regulation/circular/guidance note etc.	NA	NA

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA' Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**



DEVENDRA DESHPANDE
FCS No. 6099 CP No. 6515
PR NO: 1164/2021
UDIN: F006099G000482181

Place: Pune
Date: 29.05.2025

ANNEXURE A
ANNUAL SECRETARIAL COMPLIANCE REPORT OF CAPRIHANS INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31.03.2025

The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines Including Specific clause)	Regulation/ Circular No.	Deviations	Actions taken by the listed entity, if any	Type of Action	Details of Violation	Fine Amount	Observation / Rem arks of the Practicing Company Secretary	Management Response	Remarks
01	Reg 17 (1) (c) of SEBI (LODR) Regulations, 2015 – Composition of Board of Directors - The Board of Directors of top 2000 listed entities shall comprise of not less than 6 directors	Reg 17 (1) (c) of SEBI (LODR) Regulations, 2015	The Company was required to have 6 (six) directors on Board whereas due to the resignation of two of the Directors one on 17/03/2023 and one on 31/03/2023, the Company had only four (04)	-	-	The Company was, required to have six (06) directors on Board whereas due to the resignation of two of the Directors one on 17/03/2023 and one on 31/03/2023, the Company had only four (04) directors on	-	The Company was required to have six (06) directors on Board whereas due to the resignation of two of the Directors one on 17/03/2023 and one on 31/03/2023, the Company had only four (04) directors on Board between	The Company has complied and filled in the position as prescribed under Regulation 25 (6) of SEBI (LODR), 2015 as on 29/05/2023 and 11/06/2023 respectively i.e. within the period of 3 months.	The Company has complied with the same in this year



			directors on Board between 31/03/2023 To 28/05/2023 and five (05) directors on Board between 29/05/2023 to 11/06/2023.			Board between 31/03/2023 to 28/05/2023 and five (05) directors on Board between 29/05/2023 to 11/06/2023.		31/03/2023 to 28/05/2023 and five (05) directors on Board between 29/05/2023 to 11/06/2023. However, the company appointed the requisite candidates as soon as potential candidates were finalized.	
--	--	--	--	--	--	---	--	--	--

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**

DEVENDRA DESHPANDE

FCS No. 6099 CP No. 6515

PR NO: 1164/2021

UDIN: F006099G000482181

Place: Pune

Date: 29.05.2025

