

F.Y- 2012-2013

Capfin India Limited

ANNUAL REPORT

Board of Directors	:	Mr. Dinesh Kumar Mr. Piyush Kumar Mr. Jai Bhagwan
Auditors	:	M/s. Bhupinder Shah & Co. 306, South Extn. Plaza II, New Delhi- 110049
Registered Office	:	C- 12, Raj Nagar, C.H.B Society, Pitampura, Delhi- 110034
Share Transfer Agent	:	M/s. Link Intime India Pvt. Ltd. A-40, 2 nd Floor, Naraina Industrial Area, Phase- II New Delhi- 110029

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NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held at 9:15 A.M at Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi-110052 on Saturday, 28th Day of September 2013.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2013, Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Director's and Auditors thereon.
2. To appoint a Director in place of Dinesh Kumar who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to authorize the Board to fix the remuneration.
M/s. Bhupinder Shah & Co. Chartered Accountants, retire and being eligible to be appointed in terms of provisions of section 224(IB) of the companies Act, 1956, offer themselves for reappointment.

NOTES:

- * A member entitled to attend and vote is entitled to appoint one or more proxies in order to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
- * The register of members and share transfer books of the company will remain closed from 25.09.2013 to 28.09.2013 (both days inclusive).
- * Members /Proxies should bring the attendance slip duly filled in for attending meeting.
- * Members who hold share in dematerialized form are requested to bring their Client I.D and D.P ID numbers for easy identification of attendance in the meeting.
- * Shareholders are requested to bring their copy of annual report of the meeting.

BY ORDER OF THE BOARD

Place: New Delhi
Dated: 29.08.2013

Sd/-
Dinesh Kumar
(Director)

DIRECTOR REPORT

Your director's have the pleasure in presenting their Twenty First Annual report of the company with statements of accounts for the period ended on 31st March, 2013.

FINANCIAL RESULTS

(Rs. In Lacs)		
Particulars	31.03.2013	31.03.2012
Gross Income	287.14	22.57
Profit/(Loss) before Depreciation and Tax	2.69	4.37
Less: Depreciation	0.00	0.015
Profit/(Loss) before Tax	2.69	4.35
Add/Less: Provision for tax including deferred Tax	0.52	0.84
Profit/(Loss) after Tax	2.17	3.50

REVIEW OF OPERATIONS

During the year under review, your company has incurred Profit before depreciation and I. Tax of Rs. 2.69 lacs from its operation. After providing of depreciation of Rs. 0.00 lacs and provisions of I. Tax of Rs .52 Lacs the net profit has been at Rs. 2.17 Lacs.

DIVIDEND AND APPROPRIATIONS

The company has not earned any distributable profits therefore your directors have decided not to recommend dividend.

AUDITORS REPORT

Auditors report on the final accounts of the company is attached herewith. Auditors report does not contain any reservation, qualification or adverse remark.

DIRECTORS

Mr. Dinesh Kumar as the director of the company retire by rotation as required under the section 255 of the Companies Act, 1956 and being eligible , offers himself for reappointment.

Your Directors recommend the re-appointment of Mr. Dinesh Kumar as the director of the company.

AUDITORS

M/S.Bhupinder Shah & Co. chartered Accountants Statutory auditors of the company hold office until the conclusion of the annual general meeting and are recommended for the re-appointment. The Company has received certificate from them to the effect that their appointment if made would be within the prescribed limits under section 224(B) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

Being the company having paid-up share capital of Rs. 34,500,000/- it is required to obtain Compliance certificate from a practicing Company Secretary and it has been duly attached with the director's report signed by M/s RJ & Associates.

CORPORATE GOVERNANCE

The corporate governance report as prescribed under the amended provisions of the listing agreements, forms part of this annual report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, EARNING AND OUTGO FOREIGN EXCHANGE

The particulars regarding energy conservation, technology absorption, foreign exchange earnings and outgo as prescribed under section 217(I) (e) of the companies Act, 1956 read with companies (disclosure of particulars in the report of the board of directors) Rules 1998 are not applicable.

RESPONSIBILITY STATEMENTS

The Directors Confirm:

- a) That in the preparation of the annual accounts the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That they have prepared the annual accounts on a going concern basis.

MANAGEMENT ANALYSIS AND DISCUSSION:

The Financial service sector is passing through a period of dull phase, which has also affected the growth of the company. We feel, with the picking up of the Indian Economy, the finance sector shall also pickup and your company hopes to do the better during the year under review.

PARTICULARS OF EMPLOYEES

During the year under review, no employee was in receipt of remuneration in excess of limits laid down in section 217 (2A) of the companies Act 1956.

ACKNOWLEDGEMENT

Your Directors wish to place on record their thanks to the bankers for their continued support, co-operation and all time assistance. Sincere thanks are also due to the employees for showing their hard work and belongingness

For and on behalf of the Board of Directors

Sd/-
DINESH KUMAR

Sd/-
PIYUSH KUMAR

Place: Delhi

Dated: 29.08.2013

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The Board of Directors believes that the Code prescribes only a minimum framework for governance of a business in corporate framework. The Board's philosophy is to develop this desired minimum framework and institutionalize the spirit it entails. This will lay the foundation for further development of superior governance practices, which are vital for growing a successful business, creating sustainable long-term shareholder value and balancing it with the interests of other stakeholders in the Company. The Board recognizes that transparency; disclosure, financial controls and accountability are the pillars of any good system of corporate governance.

A report on the implementation of the code of Corporate Governance as per Clause 49 of the Listing Agreement is given below

A. Board of Directors

At present, the Board comprises of three (3) non-executive directors out of which two directors are independent directors. The Company has a Non-Executive Chairman and the two Independent Directors comprise one third of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under the existing Clause 49 of the Listing Agreement.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Investors' Grievance Committee] across all the Indian public limited companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies.

None of the directors has any pecuniary relationship with the company except sitting fees for attending Board/Committee meetings from the company.

The composition and overall attendance of the Board of directors during the last financial year is stated in table below:

Name of the director	Category	Meetings held during the tenure of director	Board Meetings attended	Attendance at the last AGM
Mr. Dinesh Kumar	Non-Executive & Independent	6	6	Yes
Mr. Piyush Kumar	Non-Executive	6	6	Yes
Mr. Jai Bhagwan	Non-Executive & Independent	6	6	No

B. BOARD MEETINGS AND ATTENDANCE

Your Company's Board met 6 times during the period and details of the meetings are highlighted below the Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussion at the meeting. In case of urgencies, resolutions are passed by Circulation if any. Your Company has placed all relevant information before the Board as per Annexure IA of Clause 49 of the Listing Agreement.

During the year the 2012-2013, the Board met six (6) times as per the detail;

S.No.	Date of board meeting held
1.	38 th April, 2012
2.	28 th July, 2012
3.	27 th August, 2012
4.	29 th September, 2012
5.	30 th October, 2012
6.	30 th January, 2013

The Details about other board of directors or board committees on which each director is member or chairman or directors

Name	Number of Directorship			
	Listed	Other	Membership	Chairman
Sh. Dinesh Kumar	-	-	-	-
Sh. Piyush Kumar	-	1	-	-
Sh. Jai Bhagwan	-	-	-	-

i. Non Executive Directors' Compensation

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2014.

C. COMMITTEES OF THE BOARD

i. Audit Committee:

The Audit Committee of the Capfin India Limited consists of Mr. Piyush Kumar and Mr. Dinesh Kumar. The Statutory auditor of the company also attends the meetings. The minutes of meeting of Audit committees are placed before the Board. The terms of reference of the audit committee covers the areas specified in clause 49 of the listing agreements which are stated below:

- Oversight of the Company's financial
- Recommending the appointment and removal of auditors
- Reviewing the adequacy of the internal control systems
- Reviewing the adequacy of internal audit functions.
- Discussing any significant finding and follow up thereon.
- Reviewing the company's financial and risk management policies.
- Discussion with the auditors about the nature and scope of audit.
- Reviewing with Management the annual Financial Statements before submission to the Board.

The composition of the Audit Committee and the details of meetings held by it are as follows:

Meeting held on	Attended by	Chairman of Meeting
28.04.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
28.07.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
27.08.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
29.09.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
30.10.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
30.01.2013	Mr. Piyush , Mr. Dinesh	Mr. Dinesh

Remuneration to Directors

No Remuneration.

ii. Shareholders Grievance Committee

A Committee in the name of Shareholders Grievances has been constituted by the Board of Directors consists of Mr. Dinesh Kumar and Mr. Piyush Kumar both non-executive Directors as its members. Mr. Dinesh Kumar shall act chairman of the meeting.

It shall look in to the redressal of shareholders and investor complaints, Transfer/Transmission of Shares, monitoring expeditious redressal of investors' grievance, and such other matters as may be delegated to committee by the Board of Director of the company from time to time.

General Body Meetings

Details of the Annual General Meetings (AGM) during last three years are as under:

Financial Year (ended)	Date	Time	Venue
31 st March, 2010	30th September, 2010	9.00 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi
31 st March, 2011	30th September, 2011	9.15 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi
31 st March, 2012	29 th September, 2012	9.30 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi

Special Resolutions Passed at the Last Three AGMs

No special resolution was passed in any of the last three AGMs.

Management Discussion & Analysis Report

The Management discussion and Analysis Report is a part of the Director Report.