



CAPFIN INDIA LIMITED

CIN: L74999DL1992PLC048032

**Regd. Office:211, Jagdamba Tower,
13, Preet Vihar, Commercial Complex,
Delhi-110092**

22nd ANNUAL REPORT 2013-2014

COMPANY INFORMATION**BOARD OF DIRECTORS**

1.Dinesh Kumar	DIN: 01104655
2.Piyush Kumar	DIN: 01902609
3.Sunil Chopra	DIN: 06686443
4.Meenakshi Rathi	DIN: 00325130

AUDITORS**Statutory Auditors**

M/s Bhupinder Shah & Co
306, South Extn. Plaza II,
New Delhi- 110049

REGISTERED OFFICE

**211, Jagdamba Tower, 13, Preet Vihar
Commercial, Complex, Delhi-110092.**

Phone No: 011-22055161

Mob. +91-9560839512

CIN: L74999DL1992PLC048032

E-mail id: capfinindia@yahoo.com

Website: www.capfinindia.com

**REGISTRAR AND SHARE TRANSFER
AGENT**

M/s. LINK INTIME INDIA PVT LTD.
44 Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I,
Near PVR Naraina
New Delhi-110028
Tel No.: 011- 41410592/93/94
Fax No. 011-41410591

AUDIT COMMITTEE

Mr. Dinesh Kumar (Chairman)
Mr. Sunil Chopra
Mr. Piyush Kumar

**STAKEHOLDERS RELATIONSHIP
COMMITTEE**

Mr. Dinesh Kumar (Chairman)
Mr. Sunil Chopra
Mr. Piyush Kumar

**NOMINATION AND REMUNERATION
COMMITTEE**

Mr. Dinesh Kumar (Chairman)
Mr. Sunil Chopra
Mr. Piyush Kumar

CONTENTS

Notice	
Director's Report	
Corporate Governance Report	
Management Discussion and Analysis Report	
Auditor's Report	
Audited Balance Sheet	
Statement of Profit & Loss	
Cash Flow Statement	
Significant Accounting Policies	
Notes on Financial Statements	
Request to Shareholders to Registrar their e-mail IDs	
Proxy Form	
Attendance Slip	

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held on Sunday, 28th Day of September, 2014 at 9:30 A.M at Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi-110052.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the company for the year ended 31st March, 2014, and the reports of the Board of Director's and Auditors thereon.
2. To appoint a Director in place of Mr. Piyush Kumar (DIN: 01902609,) who retires by rotation and being eligible to offer himself for re-appointment.
3. To re-appoint M/s. Bhupinder Shah & Co. Chartered Accountants (ICAI Reg. No. 008169N) as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of ensuing Annual General meeting and fix their remuneration.

SPECIAL BUSINESS:

4. **To appoint Ms. Meenakshi Rathi as an Whole Time Director of the Company to consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Meenakshi Rathi (DIN: 00325130), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 on August 28, 2014, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Director of the Company.

**Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092**

Email: capfinindia1td@yahoo.co.in, PH No. 011-22055161

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the consent of the Company be and is hereby accorded to the appointment of Ms. Meenakshi Rathi (holding DIN: 00325130), Whole Time Director, designated as Key Managerial Personnel (KMP) , not liable to retire by rotation for a period of three (3) years with effect from the date of Annual General Meeting on the terms and conditions for an appointment and remuneration as contained in the appointment letter as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto."

5. **To appoint Mr. Sunil Chopra as Independent Director of the company to consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolution:**

"RESOLVED THAT pursuant to section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof) for the time being in force and clause 49 of the listing agreement Mr. Sunil Chopra (DIN:06686443), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 on March 26, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five (5) consecutive years for a term up to March 31, 2019."

6. **To appoint Mr. Dinesh Kumar as an Independent Director of the company and in this regard to consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolution:**

"RESOLVED THAT pursuant to section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof) for the time being in force and clause 49 of the listing agreement Mr. Dinesh Kumar (DIN: 01104655) be and is hereby

appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five (5) consecutive years for a term up to March 31, 2019.”

Place: New Delhi

Date: August 28, 2014

**By Order of the Board
For Capfin India Limited**

Sd/-
Piyush Kumar
Director
DIN: 01902609

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday 25th September, 2014 to Sunday, 28th September, 2014 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION AS APPLICABLE
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
5. Electronic copy of the Annual Report for Financial year end 31st March, 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not

**Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092**

Email: capfinindia ltd@yahoo.co.in, PH No. 011-22055161

registered their email address, physical copies of the Annual Report for 31st March, 2014 is being sent in the permitted mode

6. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 31st March, 2014 will also be available on the Company's website **www.Capfinindia.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex, Delhi-110092 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: capfinindialtd@yahoo.co.in
7. All documents referred to in the accompanying Notice and the Explanatory Statement & copies of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company on any working day during (11.00 am to 2.00 pm) up to and including the date of the Annual General Meeting of the Company and Register of Director's Shareholding will be open for inspection.
8. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory de-materialized form. Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the de-materialization account to the Company's Registrar.

M/s. LINK INTIME INDIA PVT LTD,
Regd. Off -13 Pannalal Silk Mills Compound,
LBS Road, Bhandup West, Mumbai 400 078

Corporate Office: 44 Community Centre,
2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina New Delhi-110028
Tel.: +91 011- 41410592/93/94 Fax: 011-41410591
Email Id.: delhilinkintime.co.in , Website: www.linkintime.co.in

9. The Members / Proxies are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed, for admission to the meeting hall. Photocopies of Attendance Slip will not be entertained for issuing Gate Pass for attending Annual General Meeting. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office or to the RTA for issuing the duplicate of the same.

Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092

Email: capfinindialtd@yahoo.co.in, PH No. 011-22055161

10. As permitted by Ministry of Corporate Affairs, we invite our members to participate in the Green Initiative by registering their email IDs with the Company to enable it to send the documents such as Annual Report, Notices of General Meetings etc. by email.
11. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same at the Registered office of the Company or on email id "capfinindialtd@yahoo.co.in", at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
12. Members holding shares in physical form and desirous of making a nomination. In respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form 2B to the RTA.
13. In all correspondence with the Company, members are requested to quote their account/folio numbers.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demits accounts. Members holding shares in physical form can submit their PAN to the Company / LINK INTIME.
15. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment

16. Voting through electronic means;

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the company is pleased to provide members, the facility to exercise their right to vote by electronic means at the 22nd Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Services (India) limited (CDSL).

The procedure and instructions for e-voting are as follows:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.

**Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092**

Email: capfinindialtd@yahoo.co.in, PH No. 011-22055161

- iii. Now, select the “COMPANY NAME – **CAPFIN INDIA LIMITED**” from the drop down menu and click on “SUBMIT”.
- iv. Now, enter your User ID as given overleaf in the box.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi. Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat account shareholders as well as physical shareholders) as given overleaf in the box.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details*	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Please enter any one of the details in order to login. In case either the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for **Capfin India Limited** to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

**Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092**

Email: capfinindia ltd@yahoo.co.in, PH No. 011-22055161

- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The e-voting period commences on 21st September, 2014 (9.00 a.m.) and ends on 23rd September, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (record date) of 22nd August, 2014.
- (D) Mrs. Ruchika Jain, Practicing Company Secretary (Membership No. FCS – 7665 & CP No. 8493), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.capfinindia.com** and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s).

**Regd. Office: 211, Jagdamba Tower, 13, Preet Vihar Commercial Complex,
Delhi-110092**

Email: capfinindia ltd@yahoo.co.in, PH No. 011-22055161