

# **CAPFIN INDIA LIMITED**

**23<sup>rd</sup>**

Annual Report

2014-15

## 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

### STAKEHOLDERS RELATIONSHIP COMMITTEE

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

### AUDITORS

Statutory Auditors  
M/s Bhupinder Shah & Co  
C-12, Raj Nagar, C.H.B. Society, Pitampura  
New Delhi- 110034

### NOMINATION AND REMUNERATION COMMITTEE

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

### REGISTERED OFFICE

211, Jagdamba Tower, 13, Preet Vihar  
Commercial, Complex, Delhi-110092.  
Phone No: 011-22055161, 011-22440340  
CIN: L74999DL1992PLC048032  
E-mail id: capfinindia@yahoo.co.in  
Website: [www.capfinindia.com](http://www.capfinindia.com)

### SECRETARIAL AUDITOR

Neha Jain & Associates  
Company Secretaries  
510, Plot No.2c, Sector-14  
Kausambhi Ghaziabad - 201010  
Uttar Pradesh

### 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

## **CONTENTS**

Notice	4
Request to Shareholders to Register their e-mail IDs	8
Director's Report	13
Corporate Governance Report	32
Management Discussion and Analysis Report	38
Auditor's Report	48
Audited Balance Sheet	53
Statement of Profit & Loss	54
Notes on Financial Statements	55
Cash Flow Statement	65
Significant Accounting Policies	66
Proxy Form	70

**NOTICE**

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held on Tuesday, 29<sup>th</sup> Day of September, 2015 at 10:00 A.M at HR36 – Gali No. 10, First Floor, Anand Parbat Industrial Area, New Delhi -110005.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements of the company for the year ended 31st March, 2015, 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 the ensuing Annual General Meeting until the conclusion of the next Annual General meeting and fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution for the appointment of Ms. Rachita Mantry as the Whole Time Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 160 and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, Ms. Rachita Mantry, being eligible for appointment as the Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as the Whole Time Director of the Company.

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. Rachita Mantry (holding DIN:03414391), Whole Time Director, designated as Key Managerial Personnel (KMP), not liable to retire by rotation for a period of five (5) years 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 are hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act or any other statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.”

Place: New Delhi  
Date: August 21, 2015

By Order of the Board  
For Capfin India Limited

Piyush Kumar  
Director  
DIN: 0190260

**NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday 23<sup>rd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
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. Corporate Members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. A person can act as a proxy on behalf of Members not exceeding fifty and holding in 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.
6. Electronic copy of the Annual Report for Financial year end 31<sup>st</sup> March, 2015 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 registered their email address, physical copies of the Annual Report for 31<sup>st</sup> March, 2015 is being sent in the permitted mode.

7. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 31<sup>st</sup> March, 2015 will also be available on the Company's website [www.capfinindia.com](http://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](mailto:capfinindialtd@yahoo.co.in)
8. 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 business hours 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.
9. 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,  
2<sup>nd</sup> 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](mailto:delhilinkintime.co.in), Website: [www.linkintime.co.in](http://www.linkintime.co.in)

10. 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.

11. 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.
12. 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.
13. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
14. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
15. In all correspondence with the Company, members are requested to quote their account/folio numbers.
16. 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 demats accounts. Members holding shares in physical form can submit their PAN to the Company / LINK INTIME.
17. 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.
18. The Equity Shares of the Company were listed with the Stock Exchanges at Delhi, Jaipur and Madhya Pradesh. The Stock Exchanges at Delhi, Jaipur and Madhya Pradesh are now non-operational/de-recognized. The Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2015-16 to the above stock exchange
19. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

**20. Voting through electronic means;**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the company is pleased to provide members, the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ( “ remote e-voting”) will be provided by National Securities Depository Limited (NSDL)
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on 26<sup>th</sup> September, 2015 (9:00 a.m.) and ends on 28<sup>th</sup> September, 2015 (5: 00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure and instructions for e-voting as given in the Notice of the 23<sup>rd</sup> Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
  - a. Open e-mail and open PDF file viz.”CIL -remote e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select “EVEN” of “Capfin India Limited”.



- h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csruchika@gmail.com](mailto:csruchika@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- I. In case of Members receiving Physical copy of Notice of 23<sup>rd</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> Sept, 2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> Sept, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, Link InTime India Pvt Ltd.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Ruchika Jain , Practicing Company Secretary (Membership No. FCS-7665 & CP No.8493), Proprietor, M/s. RJ & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.capfinindia.com](http://www.capfinindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

The explanatory statement pursuant to section 102 of the companies act, 2013, in respect of special business under item no.4 above, is annexed hereto and form part of this notice.

**Item No. 4:**

The appointment of Ms. Rachita Mantry designated as Whole Time Director (KMP) is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Ms Rachita Mantry as the Whole Time Director and the remuneration payable to her if any.

The company has received notice under section 160 of the Companies Act, 2013 from members proposing her candidature as a Director of the company along with the prescribed deposit of Rs. 100,000/-.