

CAPFIN INDIA LIMITED

25th

Annual Report

2016-17

COMPANY INFORMATION

BOARD OF DIRECTORS

1.Sunil Chopra	DIN: 06686443
2.Amit Dhanre	DIN: 01933623
3.Rachita Mantry	DIN: 03414391
4.Sarita Mantry	DIN: 01111382

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sunil Chopra (Chairman)
Mr. Amit Dhanre
Mrs. Sarita Mantry

AUDITORS

Statutory Auditors

Adarsh Kumar & Co
6A/1, Basement Ganga Chambers,
W.E.A., Karol Bagh,
New Delhi-110005

NOMINATION AND REMUNERATION COMMITTEE

Mr. Sunil Chopra (Chairman)
Mr. Amit Dhanre
Mrs. Sarita Mantry

REGISTERED OFFICE

**PP-1, Gali No. 10, Industrial Area,
Anand Parvat, New Delhi - 110005**
Phone No: 011-28762142
CIN: L74999DL1992PLC048032
E-mail id: capfinindia ltd@yahoo.co.in
Website: 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. Sunil Chopra (Chairman)
Mr. Amit Dhanre
Mrs. Sarita Mantry

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NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held on Tuesday, 19th Day of September, 2017 at 10:45 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, 2017, and the reports of the Board of Director's and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Dhanre (DIN: 01933623) who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify the appointment of Adarsh Kumar & Co., Chartered Accountants (ICAI Reg. No. 087559 FRN-013300N), as Statutory auditor of the Company for the financial year 2017-18 and to fix their remuneration.
4. To appoint Mrs. Sarita Mantry as Non-Executive Director of the company to consider and if thought fit to pass with or without modification the following resolutions as Ordinary resolution:

The Chairman informed the meeting that Mrs.Sarita Mantry, who was appointed as an additional director of the Company in the board meeting held on 13th day of February 2017, vacates the office as an Additional director on the date Annual General Meeting of Financial year 2016-17 in accordance with the provisions of section 161 (1) of Companies Act 2013 and Rules made there under. The Board considers it advantageous and in the interest of the company to have Mrs. Sarita Mantry on the Board, hence she is to be regularised as Non-Executive director of the Company. The board discussed the matter and passed the following resolution:-

RESOLVED THAT pursuant to section 160 of the Companies Act, 2013, read with Section 161 of the said Act, and pursuant to the Articles of Association of the company, consent of the members be and is hereby accorded to regularize the appointment of Mrs. Sarita Mantry as Non-Executive Director of the Company with effect from the date of this meeting

Place: New Delhi
Date: August 24, 2017
CIN: L74999DL1992PLC048032

By Order of the Board
For Capfin India Limited

Rachita Mantry
Director
DIN: 03414391

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday 13th September, 2017 to Tuesday, 19th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
2. **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 TO 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.
3. 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.
4. 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.
5. Electronic copy of the Annual Report for Financial year end 31st March, 2017 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 31st March, 2017 is being sent in the permitted mode. Further pursuant to first proviso to Rule 18 of the Companies (Management and Administration) Rules, 2014, the company shall provide the advance opportunity, atleast once in a financial year to the members to register their email addresses and changes therein. In view of the same, members are requested to kindly update their email addresses with DP incase of holding of shares in demat form and to the company/ company registrar in case of holding shares in physical form.
6. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 31st March, 2017 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 PP-1, Gali No.10, Industrial Area, Anand Parvat, New Delhi - 110005 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 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.
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.

- 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. 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.
13. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
- 14. In all correspondence with the Company, members are requested to quote their account/folio numbers.**
- 15. 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.**
- 16. Details under Regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.**
17. The Company declares that its equity shares are listed on BSE Ltd. The Company has paid the annual listing fee for the year 2017-18 to the above stock exchange.
18. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

19. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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, the company is pleased to provide members, the facility to exercise their right to vote at the 25th 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 16th September, 2017 (9:00 a.m.) and ends on 18th September, 2017 (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 12th September, 2017, 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 25th 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 with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 25th 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 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 12th September, 2017.
- 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. 12th September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, LinkinTime 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 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 & COP 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 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.

Place: New Delhi
Date: August 24, 2017
CIN: L74999DL1992PLC048032

By Order of the Board
For Capfin India Limited

Rachita Mantry
Director
DIN: 03414391