

CAPFIN INDIA LIMITED

27th

Annual Report

2018-19

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
5.Ashok Mohta	DIN: 08485341

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

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
Mr. Ashok Mohta

SECRETARIAL AUDITOR

Deepanshi Jain & Associates
B-10/17, G.F., Sector-3,
Rohini, Delhi – 110085
Mob : 91-8800984002
Email : csdeepanshijain@gmail.com

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

REGISTRAR AND SHARE TRANSFER AGENT

M/s. INDUS PORTFOLIO PRIVATE LTD
REGD OFFICE: HARI BHOO MI COMPLEX
VINAY NAGAR, ROHTAK (HARYANA)
CORP OFFICE: G-65 BALI NAGAR
NEW DELHI - 110015
Tel No : 47671214
Email : ippl@indusinvest.com
Website : www.indusinvest.com

AUDIT COMMITTEE

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

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NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held on Thursday, 26th Day of September, 2019 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, 2019, and the reports of the Board of Director's and Auditors thereon.
2. To appoint a Director in place of Mrs Sarita Mantry (DIN:01111382) who retires by rotation and being eligible to offer herself for re-appointment.
3. To ratify the appointment of Adarsh Kumar & Co., Chartered Accountants (ICAI Reg. No. 087559, FRN – 013300N), as Statutory Auditors of the Company for the financial year 2019-2020 and to fix their remuneration.

SPECIAL BUSINESS

4. To appoint Mr. Ashok Kumar Mohta (DIN: 08485341) 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 Mr. Ashok Kumar Mohta (DIN:08485341), who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from June 18, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Ashok Kumar Mohta, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years up to March 31, 2024”

Place: New Delhi
Date: September 02, 2019

By Order of the Board
For Capfin India Limited
Rachita Mantry
Director (DIN: 03414391)

NOTES:

1. An explanatory statement as required pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Friday 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.

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 SHAREHOLDER.

4. Information required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
5. 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.

6. 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 Shareholder.
7. Electronic copy of the Annual Report for Financial year end 31st March, 2019 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, 2019 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.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only indematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of Securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Indus Portfolio Pvt Ltd for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.indusinvest.com.
9. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 31st March, 2019 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
10. 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.

11. 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. INDUS PORTFOLIO PRIVATE LTD
REGD OFFICE: HARI BHOOMI COMPLEX
VINAY NAGAR, ROHTAK (HARYANA)
- CORP OFFICE: G-65 BALI NAGAR
NEW DELHI - 110015
Tel No: 47671214
Email: ippl@indusinvest.com
Website: www.indusinvest.com
12. 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.
13. 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.
14. 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 "capfinindia ltd@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.
15. 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.
16. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
17. In all correspondence with the Company, members are requested to quote their account/folio numbers.

18. 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 /RTA - M/s Indus Portfolio Private Limited.
19. 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.
20. The company declares that its equity share is listed on BSE Ltd. The company has paid the annual listing fee for the year 2019-2020 to the said exchange.
21. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
22. 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.
23. Members are requested to notify the Company immediately of any change in their address quoting ledger folio number.
24. 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 27th 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 23rd September, 2019 (9:00 a.m.) and ends on 25th September, 2019 (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 19th September, 2019, 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 27th 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 bansal.deepanshu@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 27th 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 19th Sept, 2019.
- 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. 19th Sept, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA M/s Indus Portfolio Private Limited.

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 i.e. 19th Sept, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. 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.
- I. 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 two 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.
- J. 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: September 02, 2019

By Order of the Board
For Capfin India Limited
CIN: L74999DL1992PLC048032

Rachita Mantry
Director
DIN: 03414391