

CAPFIN INDIA LIMITED

28th

Annual Report

2019-20

COMPANY INFORMATION

BOARD OF DIRECTORS

| | |
|------------------|---------------|
| 1.Rachita Mantry | DIN: 03414391 |
| 2.Sarita Mantry | DIN: 01111382 |
| 3.Ashok Mohta | DIN: 08485341 |
| 4.Sanjay Kukreja | DIN: 08506956 |
| 5.Amit Dhantrre | DIN: 01933623 |

AUDITORS

Statutory Auditors

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

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 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

AUDIT COMMITTEE

Mr. Amit Dhantrre (Chairman)
Mrs. Rachita Mantry
Mrs. Sarita Mantry
Mr. Ashok Mohta
Mr. Sanjay Kukreja

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Amit Dhantrre (Chairman)
Mrs. Rachita Mantry
Mrs. Sarita Mantry
Mr. Ashok Mohta
Mr. Sanjay Kukreja

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amit Dhantrre (Chairman)
Mrs. Rachita Mantry
Mrs. Sarita Mantry
Mr. Ashok Mohta
Mr. Sanjay Kukreja

SECRETARIAL AUDITOR

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

CONTENTS

| | |
|--|-----------|
| Notice | 4 |
| Request to Shareholders to Register their e-mail IDs | 6 |
| Director's Report | 20 |
| Corporate Governance Report | 42 |
| Management Discussion and Analysis Report | 48 |
| Auditor's Report | 58 |
| Audited Balance Sheet | 69 |
| Statement of Profit & Loss | 70 |
| Cash Flow Statement | 71 |
| Notes on Financial Statements | 72 |
| Significant Accounting Policies | 82 |

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of Capfin India Limited will be held on Sunday, 27th September 2020 at 12.00 NOON to transact through Video Conferencing (“VC”) / Other Audio visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rachita Mantry Kabra (03414391), who retires by rotation and being eligible, offers himself 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 2020-2021 and to fix their remuneration.

SPECIAL BUSINESS

- 4. To appoint Mr. Sanjay Kukreja (DIN: 08506956) 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. Sanjay Kukreja (DIN:08485341), who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from August 25, 2020 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. Sanjay Kukreja, 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, 2025”.

5. To approve the Re-appointment of Mrs. Rachita Mantry Kabra (DIN : 03414391) as a Whole Time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mrs. Rachita Mantry Kabra (DIN: 03414391) as a Whole Time Director of the Company, for a period of 5 (five) years from the expiry of present term of office, that is, with effect from 28th September, 2020 , as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 25th August, 2020 , on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: New Delhi
Date: August 25, 2020

By Order of the Board
For Capfin India Limited
Sarita Mantry
Director
DIN: 01902609

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) & SEBI circular dated 12/05/2020 has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available
3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bansal.deepanshu@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 04 and item number 05 of the Notice is appended hereto and forms part of this Notice.
7.
 - a) The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2020 to 27th September, 2020 (both days inclusive).
 - b) The remote e-voting period commences on Thursday, September 24, 2020 (09:00 am) and ends on Saturday, September 26, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2020, may cast their vote by remote e-voting

8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **Indus Portfolio Private Limited, G-65, Bali Nagar, and New Delhi 110015** Ph: 011-47671214 quoting registered Folio No. (a) Details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form members are requested to update their bank detail with their depository participant.

The equity share capital of the company is held by 322 shareholders, out of which 176 shareholders holding 95.59 % of the capital are in dematerialised form and the balance **146** shareholders holding 4.41% of the capital are in physical form. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**

9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to President (Finance) & CFO, atleast five days before the meeting.
11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
13. 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 demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 28th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

| | |
|-------------------------|--|
| Physical Holding | Send a signed request to company at capfinindialtd@yahoo.co.in providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address. |
| Demat Holding | Please contact yo ur Depository Participant (DP) and register your email address as per the process advised by DP and send scan copy of client master to the company at capfinindialtd@yahoo.co.in |

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.

18. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

(i) The shareholders need to visit the e-voting website
<http://www.evotingindia.com/>.

(ii) Click on “Shareholders” module.

(iii) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| | For Shareholders holding shares in Demat Form and Physical Form |
|---|--|
| PAN | Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm /yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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 shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Capfin India Limited.
- (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 Resolution details.

- (xiii) After selecting the resolution on which you have decided to vote, 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app “**m-Voting**”. The Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to capfinindialtd@yahoo.co.in
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to capfinindialtd@yahoo.co.in

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (I) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the “Name” field - Put your USERID as informed in e-email.

In the “last name” field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password agm@1234 is prefixed”