

**F.Y- 2012-2013**

**Capfin India Limited**

**ANNUAL REPORT**

Board of Directors : Mr. Dinesh Kumar  
Mr. Piyush Kumar  
Mr. Jai Bhagwan

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

Registered Office : C- 12, Raj Nagar, C.H.B Society,  
Pitampura, Delhi- 110034

Share Transfer Agent : M/s. Link Intime India Pvt. Ltd.  
A-40, 2<sup>nd</sup> Floor, Naraina  
Industrial Area, Phase- II  
New Delhi- 110029

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## NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of CAPFIN INDIA LIMITED will be held at 9:15 A.M at Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi-110052 on Saturday, 28<sup>th</sup> Day of September 2013.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31<sup>st</sup> March, 2013, Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Director's and Auditors thereon.
2. To appoint a Director in place of Dinesh Kumar who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to authorize the Board to fix the remuneration.  
M/s. Bhupinder Shah & Co. Chartered Accountants, retire and being eligible to be appointed in terms of provisions of section 224(IB) of the companies Act, 1956, offer themselves for reappointment.

### NOTES:

- \* A member entitled to attend and vote is entitled to appoint one or more proxies in order to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
- \* The register of members and share transfer books of the company will remain closed from 25.09.2013 to 28.09.2013 (both days inclusive).
- \* Members /Proxies should bring the attendance slip duly filled in for attending meeting.
- \* Members who hold share in dematerialized form are requested to bring their Client I.D and D.P ID numbers for easy identification of attendance in the meeting.
- \* Shareholders are requested to bring their copy of annual report of the meeting.

BY ORDER OF THE BOARD

**Place: New Delhi**  
**Dated: 29.08.2013**

**Sd/-**  
**Dinesh Kumar**  
(Director)

## **DIRECTOR REPORT**

Your director's have the pleasure in presenting their Twenty First Annual report of the company with statements of accounts for the period ended on 31<sup>st</sup> March, 2013.

## **FINANCIAL RESULTS**

(Rs. In Lacs)

<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
Gross Income	287.14	22.57
Profit/(Loss) before Depreciation and Tax	2.69	4.37
Less: Depreciation	0.00	0.015
Profit/(Loss) before Tax	2.69	4.35
Add/Less: Provision for tax including deferred Tax	0.52	0.84
Profit/(Loss) after Tax	2.17	3.50

## **REVIEW OF OPERATIONS**

During the year under review, your company has incurred Profit before depreciation and I. Tax of Rs. 2.69 lacs from its operation. After providing of depreciation of Rs. 0.00 lacs and provisions of I. Tax of Rs .52 Lacs the net profit has been at Rs. 2.17 Lacs.

## **DIVIDEND AND APPROPRIATIONS**

The company has not earned any distributable profits therefore your directors have decided not to recommend dividend.

## **AUDITORS REPORT**

Auditors report on the final accounts of the company is attached herewith. Auditors report does not contain any reservation, qualification or adverse remark.

## **DIRECTORS**

Mr. Dinesh Kumar as the director of the company retire by rotation as required under the section 255 of the Companies Act, 1956 and being eligible , offers himself for reappointment.

Your Directors recommend the re-appointment of Mr. Dinesh Kumar as the director of the company.

## **AUDITORS**

M/S.Bhupinder Shah & Co. chartered Accountants Statutory auditors of the company hold office until the conclusion of the annual general meeting and are recommended for the re-appointment. The Company has received certificate from them to the effect that their appointment if made would be within the prescribed limits under section 224(B) of the Companies Act, 1956.

## **COMPLIANCE CERTIFICATE**

Being the company having paid-up share capital of Rs. 34,500,000/- it is required to obtain Compliance certificate from a practicing Company Secretary and it has been duly attached with the director's report signed by M/s RJ & Associates.

## **CORPORATE GOVERNANCE**

The corporate governance report as prescribed under the amended provisions of the listing agreements, forms part of this annual report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, EARNING AND OUTGO FOREIGN EXCHANGE**

The particulars regarding energy conservation, technology absorption, foreign exchange earnings and outgo as prescribed under section 217(I) (e) of the companies Act, 1956 read with companies (disclosure of particulars in the report of the board of directors) Rules 1998 are not applicable.

**RESPONSIBILITY STATEMENTS**

The Directors Confirm:

- a) That in the preparation of the annual accounts the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That they have prepared the annual accounts on a going concern basis.

**MANAGEMENT ANALYSIS AND DISCUSSION:**

The Financial service sector is passing through a period of dull phase, which has also affected the growth of the company. We feel, with the picking up of the Indian Economy, the finance sector shall also pickup and your company hopes to do the better during the year under review.

**PARTICULARS OF EMPLOYEES**

During the year under review, no employee was in receipt of remuneration in excess of limits laid down in section 217 (2A) of the companies Act 1956.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their thanks to the bankers for their continued support, co-operation and all time assistance. Sincere thanks are also due to the employees for showing their hard work and belongingness

For and on behalf of the Board of Directors

Sd/-  
DINESH KUMAR

Sd/-  
PIYUSH KUMAR

Place: Delhi  
Dated: 29.08.2013

## **CORPORATE GOVERNANCE REPORT**

### **Company's Philosophy on Corporate Governance**

The Board of Directors believes that the Code prescribes only a minimum framework for governance of a business in corporate framework. The Board's philosophy is to develop this desired minimum framework and institutionalize the spirit it entails. This will lay the foundation for further development of superior governance practices, which are vital for growing a successful business, creating sustainable long-term shareholder value and balancing it with the interests of other stakeholders in the Company. The Board recognizes that transparency; disclosure, financial controls and accountability are the pillars of any good system of corporate governance.

A report on the implementation of the code of Corporate Governance as per Clause 49 of the Listing Agreement is given below

#### **A. Board of Directors**

At present, the Board comprises of three (3) non-executive directors out of which two directors are independent directors. The Company has a Non-Executive Chairman and the two Independent Directors comprise one third of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under the existing Clause 49 of the Listing Agreement.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Investors' Grievance Committee] across all the Indian public limited companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies.

None of the directors has any pecuniary relationship with the company except sitting fees for attending Board/Committee meetings from the company.

The composition and overall attendance of the Board of directors during the last financial year is stated in table below:

<b>Name of the director</b>	<b>Category</b>	<b>Meetings held during the tenure of director</b>	<b>Board Meetings attended</b>	<b>Attendance at the last AGM</b>
Mr. Dinesh Kumar	Non-Executive & Independent	6	6	Yes
Mr. Piyush Kumar	Non-Executive	6	6	Yes
Mr. Jai Bhagwan	Non-Executive & Independent	6	6	No

## **B. BOARD MEETINGS AND ATTENDANCE**

Your Company's Board met 6 times during the period and details of the meetings are highlighted below the Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussion at the meeting. In case of urgencies, resolutions are passed by Circulation if any. Your Company has placed all relevant information before the Board as per Annexure IA of Clause 49 of the Listing Agreement.

During the year the 2012-2013, the Board met six (6) times as per the detail;

<b>S.No.</b>	<b>Date of board meeting held</b>
1.	38 <sup>th</sup> April, 2012
2.	28 <sup>th</sup> July, 2012
3.	27 <sup>th</sup> August, 2012
4.	29 <sup>th</sup> September, 2012
5.	30 <sup>th</sup> October, 2012
6.	30 <sup>th</sup> January, 2013

**The Details about other board of directors or board committees on which each director is member or chairman or directors**

<b>Name</b>	<b>Number of Directorship</b>			
	<b>Listed</b>	<b>Other</b>	<b>Membership</b>	<b>Chairman</b>
<b>Sh. Dinesh Kumar</b>	-	-	-	-
<b>Sh. Piyush Kumar</b>	-	1	-	-
<b>Sh. Jai Bhagwan</b>	-	-	-	-

### **i. Non Executive Directors' Compensation**

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2014.

## **C. COMMITTEES OF THE BOARD**

### **i. Audit Committee:**

The Audit Committee of the Capfin India Limited consists of Mr. Piyush Kumar and Mr. Dinesh Kumar. The Statutory auditor of the company also attends the meetings. The minutes of meeting of Audit committees are placed before the Board. The terms of reference of the audit committee covers the areas specified in clause 49 of the listing agreements which are stated below:

- Oversight of the Company's financial
- Recommending the appointment and removal of auditors
- Reviewing the adequacy of the internal control systems
- Reviewing the adequacy of internal audit functions.
- Discussing any significant finding and follow up thereon.
- Reviewing the company's financial and risk management policies.
- Discussion with the auditors about the nature and scope of audit.
- Reviewing with Management the annual Financial Statements before submission to the Board.

The composition of the Audit Committee and the details of meetings held by it are as follows:

Meeting held on	Attended by	Chairman of Meeting
28.04.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
28.07.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
27.08.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
29.09.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
30.10.2012	Mr. Piyush , Mr. Dinesh	Mr. Dinesh
30.01.2013	Mr. Piyush , Mr. Dinesh	Mr. Dinesh

### **Remuneration to Directors**

No Remuneration.

### **ii. Shareholders Grievance Committee**

A Committee in the name of Shareholders Grievances has been constituted by the Board of Directors consists of Mr. Dinesh Kumar and Mr. Piyush Kumar both non-executive Directors as its members. Mr. Dinesh Kumar shall act chairman of the meeting.

It shall look in to the redressal of shareholders and investor complaints, Transfer/Transmission of Shares, monitoring expeditious redressal of investors' grievance, and such other matters as may be delegated to committee by the Board of Director of the company from time to time.

### **General Body Meetings**

Details of the Annual General Meetings (AGM) during last three years are as under:

Financial Year (ended)	Date	Time	Venue
31 <sup>st</sup> March, 2010	30th September, 2010	9.00 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi
31 <sup>st</sup> March, 2011	30th September, 2011	9.15 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi
31 <sup>st</sup> March, 2012	29 <sup>th</sup> September, 2012	9.30 A.M.	GUGARS, 358, Kohat Enclave, Pitampura, New Delhi

### **Special Resolutions Passed at the Last Three AGMs**

No special resolution was passed in any of the last three AGMs.

### **Management Discussion & Analysis Report**

The Management discussion and Analysis Report is a part of the Director Report.

### **Code of Conduct for Directors and Sr. Management Personnel:**

The Board of Directors of the company has adopted the code of conduct for Directors and Sr. Management Personnel. The code is applicable to Directors as well as Sr. Management. A Copy of the code is available with the company.

A declaration signed by the directors is given below:

We hereby confirm that:

The company has obtained from all the members of the Board and Sr. Management, affirmation that they have complied with the Code of conduct for directors and Sr. Management Personnel in respect of the financial year 2012-13.

### **CEO/CFO Certification**

As required by the clause 49(V) of the Listing Agreement, Mr. Piyush Kumar, Director, certify the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial year ending on 31.03.2013 and is hereby enclosed.

### **Disclosures**

Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large. There were no instances of material non-compliance and no strictures or penalties have been imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years. The Company has complied with all mandatory requirements laid down by the Clause 49. The non-mandatory requirements complied with has been disclosed at the relevant places.

### **Means of Communication**

During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges soon after the Board meeting approved these and were also published in at least two leading newspapers- English & Vernacular newspaper. The Management's Discussion and Analysis of Operating Results and Financial Condition based on financial statements for the year forms part of the Annual Report for the year.

### **General Shareholder Information**

#### **(a) Annual General Meeting to be held:**

Date & Time	Saturday, 28 <sup>th</sup> September, 2013 at 9:15 AM
Venue	Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi – 110052.

#### **(b) Tentative Financial Calendar for the year 2013-14**

Financial year	1-April to 31-March
First Quarter results	Fourth week of July 2013
Half Yearly results	Fourth week of October 2013
Third Quarter results	Fourth week of January 2014
Results for year-end	Fourth week of May 2014

**(c) Date of Book Closure**

25<sup>th</sup> September, 2013 to 28<sup>th</sup> September, 2013 (both days inclusive).

**(d) Dividend payment Date**

Due to insufficiency of funds, Directors of your company are unable to pay any dividend for this financial year.

**(e) Listing on Stock Exchanges and security codes**

S. No.	Name of Stock Exchange	Address
1	Delhi Stock Exchange	DSE House, 3/1, Asaf Ali Road, New Delhi-110002
2	Jaipur Stock Exchange	Stock Exchange Building, J.L. Marg, Malviya Nagar, Jaipur-302017
3	Madhya Pradesh Stock Exchange	Palika Plaza, Phase-II, 201, MTH Compound, INDORE-452001(MP)

The Company has paid the annual listing fees for the year 2012-13 to stock exchange mentioned at S. No. 1 and 3 only.

**(f) Stock/Company/Security**

Dematerialization international security identification number in NSDL & CDSL for equity shares: INE960C01013

**(g) Market Price Data:**

Since the shares of the company has not been traded on Delhi and other stock exchange in last 12 months, thus the data containing the highest and lowest quotation of equity shares of the company are not available.

**(h) Registrar and Transfer Agent**

A Registrar and Transfer Agent has been appointed by the company to perform the following functions:

1. Effecting transfers and transmission
2. Dematerialization of shares
3. Change of Addresses
4. Issue of duplicate shares certificates etc.

The address of the Registrar and Transfer agent of our company is:

**LINK INTIME INDIA PRIVATE LIMITED**  
**(Formerly: IN-TIME SPECTRUM REGISTRY LIMITED)**  
44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area  
Phase-I, Near PVR Naraina, New Delh 110028

**(i) Share Transfer System**

Share Transfer in physical form is presently processed within a period of 15 days from the date of receipt.

Share Transfer committee of the company holds meeting to consider the transfer proposal if any.

**(j) Distribution of Shareholding:**

The shareholding distribution of equity shares as on 31<sup>st</sup> March, 2013 given below:

Sr. No.	Holding of Nominal Value of Rs.	No. of share holders	No. of shares	% of total
1.	Upto 2500	126	17,836	0.52
2.	2501-5000	1610	583,574	16.92
3	5001-10000	52	34,300	0.99
4	10001-20000	83	106,780	3.10
5	20001-30000	29	75,900	2.20
6	30001-40000	10	35,200	1.02
7	40001-50000	12	58,800	1.70
8	50001-100000	42	332,100	9.63
9	100001 and above	66	2,205,510	63.93
TOTAL		2030	3,450,000	100.01

**(k) Share holding pattern as on 31<sup>st</sup> March, 2013:**

Sr. No.	Category	No. of shares	% of shareholding
1	Directors	37,900	1.10
2	Person Acting in Concern	87,810	2.55
3	Resident Indian	2 348,890	68.08
4	Other Corporate Bodies	975,400	28.27
TOTAL		3,450,000	100

**(l) Dematerialization of equity shares:**

The company has established connectivity with NSDL & CDSL and 8.57 % of total Equity Capital has been dematerialized.

**(m) Investors' Correspondence may be addressed to:**

The name and designation of the Compliance Officer is Mr. Dinesh Kumar, Director of the company. The shareholders can get in touch with compliance officer on all legal and Secretarial matters relating to the company.

**Address for Communication/Registered Office:**

M/s CAPFIN INDIA LIMITED  
C-12, RAJ NAGAR, CHB SOCIETY  
PITAMPURA, DELHI-110034

The above report was placed before the board and approved at its meeting held on 29<sup>th</sup> August, 2013.

**Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity**

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

**Plant locations**

Not Applicable

**Non- mandatory requirement**

The Company has not adopted any of the non- mandatory requirements specified in Annexure-III of clause 49 of the Listing Agreement.

Sd/-  
(Dinesh Kumar)  
Director

Sd/-  
(Piyush Kumar)  
Director

**Declaration by Mr. Piyush Kumar, Director, under clause 49 of the Listing Agreement regarding compliance with code of Conduct**

In accordance with Clause 49 ID of the Listing Agreement, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2013.

**Date:** August 29, 2013  
**Place:** New Delhi

Sd/-  
**Piyush Kumar**  
**Director**  
**(DIN: 01902609)**

**Certification by Mr. Piyush Kumar Director, pursuant to Clause 49 of the Listing Agreement regarding financial statements**

I, Piyush Kumar, certify that:

- a) I have reviewed the financial statements and the cash flow of Capfin India Limited (“the company”) for the year ended March 31, 2013 and to the best of my knowledge and belief:
  - i. These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the Company’s code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. There are no deficiencies in the design or operation of internal control.
- d) I have indicated to the Auditors and the Audit Committee that there are no
  - i. Significant changes in the internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year;
  - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

**For Capfin India Limited**

**Date:** August 29, 2013

**Place:** New Delhi

Sd/-  
**Piyush Kumar**  
**Director**  
**(DIN: 01902609)**

**BHUPINDER SHAH & CO.**  
Chartered Accountants

Sd/-  
**306, South Extn. Plaza-II,**  
209, Masjid Moth, N.D.S.E. II,  
New Delhi -110 049

## **AUDITORS CERTIFICATE ON COPROPRATE GOVERNANCE**

As required by clause 49 of Listing Agreement, the Auditors Certificate is given below:

### **AUDITORS CERTIFICATE**

To

The Members of Capfin India Limited

We have examined the compliance of conditions of Corporate Governance by Capfin India Limited for the year ended as on 31<sup>st</sup> March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of the opinion on the Financial Statement of the company.

In our opinion and to the best of our information and according to the explanation given to us we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned listing agreement.

We stated that no investor grievances are pending for a period exceeding one month against the company as per records maintained by the company.

We further state that such compliances is neither an assurance as to future viability of the company nor the efficiency or the effectiveness with which management has conducted the affairs of the company.

**For Bhupinder Shah & Co.  
Chartered Accountants**

**Sd/-  
(Bhupinder Shah)  
Partner  
M.No. 84879**

**Place: New Delhi  
Date: 29.08.2013**

# CAPFIN INDIA LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2013

PARTICULARS	NOTE NO.	AS AT 31ST MARCH,	
		2013	2012
		AMOUNT IN `	
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	3,23,34,870.00	3,23,34,870.00
Reserves and Surplus	2	31,93,973.27	28,51,358.52
<b>Current Liabilities</b>			
Other Current Liabilities	3	1,93,030.00	3,15,138.75
Short-Term Provisions	4	51,196.00	84,932.00
<b>TOTAL</b>		<b>3,57,73,069.27</b>	<b>3,55,86,299.27</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	5		
Tangible Assets		8,156.00	3.00
Non-current investments	6	1,22,99,046.00	1,22,99,046.00
Deferred Tax Assets (Net)	7	5,389.00	6,522.00
Long-Term Loans and Advances	8	1,48,27,549.00	2,07,30,100.00
<b>Current Assets</b>			
Inventories	9	21,760.00	22,160.00
Cash and Bank Balances	10	60,19,026.27	2,34,003.27
Short-Term Loans and Advances	11	25,92,143.00	22,94,465.00
<b>TOTAL</b>		<b>3,57,73,069.27</b>	<b>3,55,86,299.27</b>
Significant Accounting Policies	12		
Notes on Financial Statements	13		

Sd/-  
(PIYUSH KUMAR)  
DIRECTOR

Sd/-  
(DINESH KUMAR)  
DIRECTOR

AUDITORS' REPORT  
As per our report of even date.  
For BHUPINDER SHAH & CO.  
Chartered Accountants  
Firm Registration No. 008169N

Sd/-  
(BHUPINDER SHAH)  
B.Com(H), FCA, DISA  
ICAI Membership No. 084879  
PARTNER

DELHI  
29TH AUGUST, 2013

# CAPFIN INDIA LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH,	
		2013	2012
		AMOUNT IN `	
<b>INCOME</b>			
Revenue from Operations	14	2,72,30,595.00	6,83,528.84
Other Income	15	14,83,972.00	15,74,269.00
<b>Total Income</b>		<b>2,87,14,567.00</b>	<b>22,57,797.84</b>
<b>EXPENSES</b>			
Purchases of Stock-in-Trade	16	2,72,46,198.00	0.00
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	17	400.00	5,87,245.00
Employee Benefits Expense	18	6,74,300.00	7,13,399.00
Depreciation and Amortization Expenses	5	142.00	1,597.00
Other Expenses	19	5,24,853.25	5,19,675.88
<b>Total Expenses</b>		<b>2,84,45,893.25</b>	<b>18,21,916.88</b>
<b>Profit before Tax</b>		<b>2,68,673.75</b>	<b>4,35,880.96</b>
<b>Tax Expense</b>			
Current Tax Expense for current year		51,196.00	84,932.00
(Less): MAT Credit entitlement relating to earlier years		16,206.00	0.00
(Less): MAT Credit entitlement relating to current year		1,10,064.00	0.00
Deferred Tax		1,133.00	678.00
<b>Profit after Tax for the year</b>		<b>3,42,614.75</b>	<b>3,50,270.96</b>
<b>Earnings per Equity Share</b>			
Basic		0.01	0.01
Diluted		0.01	0.01
Significant Accounting Policies	12		
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Sd/-  
(PIYUSH KUMAR)  
DIRECTOR

Sd/-  
(DINESH KUMAR)  
DIRECTOR

AUDITORS' REPORT

As per our report of even date.

For BHUPINDER SHAH & CO.

Chartered Accountants

Firm Registration No. 008169N

Sd/-  
(BHUPINDER SHAH)  
B.Com(H), FCA, DISA

ICAI Membership No. 084879  
PARTNER

DELHI  
29TH AUGUST, 2013

# CAPFIN INDIA LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	FOR THE YEAR ENDED 31.3.2013	FOR THE YEAR ENDED 31.3.2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & extra ordinary item	2,68,673.75	4,35,880.96
Adjustment for :		
Depreciation write off & Interest	142.00	1,597.00
Operating Profit before Working Capital Changes	2,68,815.75	4,37,477.96
Adjustment for :		
Increase /(Decrease) in Trade & other Receivables	57,31,543.00	-1,048,553.71
Increase /(Decrease) in Trade Payable	-122,108.75	1,48,693.75
	<u>58,78,250.00</u>	<u>-462,382.00</u>
Cash Generated From Operations		
Income Tax Paid	-84,932.00	-170,126.00
Net Cash Flow From Operating Activities	<u>57,93,318.00</u>	<u>-632,508.00</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-8,295.00	0.00
Net Cash Flow From Investing Activities	<u>-8,295.00</u>	<u>0.00</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Cash Flow From Financing Activities	<u>0.00</u>	<u>0.00</u>
Net Increase in Cash & Cash Equivalents	57,85,023.00	-632,508.00
Cash & Cash Equivalents (Opening)	2,34,003.27	8,66,511.27
Cash & Cash Equivalents (Closing)	60,19,026.27	2,34,003.27

Sd/-  
(PIYUSH KUMAR)  
DIRECTOR

Sd/-  
(DINESH KUMAR)  
DIRECTOR

AUDITORS' REPORT  
As per our report of even date.  
For BHUPINDER SHAH & CO.  
Chartered Accountants  
Firm Registration No. 008169N

Sd/-  
(BHUPINDER SHAH)  
B.Com(H), FCA, DISA  
ICAI Membership No. 084879  
PARTNER

DELHI  
29TH AUGUST, 2013

# CAPFIN INDIA LIMITED

## Note 1

### Share Capital

PARTICULARS	AS AT 31ST MARCH,	
	2013	
	NUMBER	AMOUNT IN `
<b>Authorised</b>		
Equity Shares of 10 each	4000000	4,00,00,000.00
<b>Issued</b>		
Equity Shares of 10 each	3450000	3,45,00,000.00
<b>Subscribed &amp; Paid-up</b>		
Equity Shares of 100 each fully paid	3450000	3,45,00,000.00
<b>Subscribed but not fully Paid up</b>		
Equity Shares	585700	21,65,130.00
<b>Total</b>	<b>28,64,300.00</b>	<b>3,23,34,870.00</b>

### Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	AS AT 31ST MARCH,	
	2013	
	NUMBER	AMOUNT IN `
Shares outstanding at the beginning of the year	2864300	3,23,34,870.00
Shares Issued during the year	0	0.0
Shares bought back during the year	0	0.0
Shares outstanding at the end of the year	<b>2864300</b>	<b>3,23,34,870.00</b>

## Note 2

### Reserves and Surplus

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	28,51,358.52	25,01,087.56
(+) Net Profit/(Net Loss) For the current year	3,42,614.75	3,50,270.96
Closing Balance	<b>31,93,973.27</b>	28,51,358.52
<b>Total</b>	<b>31,93,973.27</b>	28,51,358.52

## Note 3

### Other Current Liabilities

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Expenses Payable	1,93,030.00	3,15,138.75
<b>Total</b>	<b>1,93,030.00</b>	3,15,138.75

## Note 4

### Short-Term Provisions

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Provision for Current Income Tax	51,196.00	84,932.00
<b>Total</b>	<b>51,196.00</b>	84,932.00

## CAPFIN INDIA LIMITED

**Note 6**

**Non-current investments**

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b>Trade Investment (valued at cost unless stated otherwise)</b>		
<b>Unquoted equity instruments</b>		
50000 Equity Shares of Rs. 10 each of Mantri Leasing & Finance Services Ltd	5,00,000.00	5,00,000.00
275100 Equity Shares of Rs. 10 each of Focus Stock Brokers Ltd	27,51,000.00	27,51,000.00
17500 Equity Shares of Rs. 10 each of Mantri Capital Services Ltd	1,75,000.00	1,75,000.00
109565 Equity Shares of Rs. 10 each of ON DOT Couriers & Cargo Ltd	88,73,046.00	88,73,046.00
<b>Total</b>	<b>1,22,99,046.00</b>	<b>1,22,99,046.00</b>

**Note 8**

**Long-Term Loans and Advances**

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b>Loans to Parties</b>		
Unsecured, considered good	1,48,27,549.00	2,07,30,100.00
<b>Total</b>	<b>1,48,27,549.00</b>	<b>2,07,30,100.00</b>

No Related Party Transaction

**Note 9****Inventories**

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Stock-in-trade	21,760.00	22,160.00
<b>Total</b>	<b>21,760.00</b>	<b>22,160.00</b>

**Note 10****Cash and Bank Balances**

PARTICULARS	AS AT 31ST MARCH,	
	2012	2011
	AMOUNT IN `	
Cash and Cash Equivalents		
Cash in hand		
in local currency	38,726.00	35,056.00
Balances with Banks		
in local currency	59,80,300.27	1,98,947.27
<b>Total</b>	<b>60,19,026.27</b>	<b>2,34,003.27</b>

**Note 11****Short-Term Loans and Advances**

PARTICULARS	AS AT 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b>Others</b>		
Advance Income Tax	50,000.00	0.00
Tax Deducted at Source	15,053.00	80,497.00
MAT credit entitlement	1,26,270.00	0.00
Advance for purchase of property	22,34,977.00	20,48,125.00
Advances recoverable in cash or in kind or for value to be received	1,65,843.00	1,65,843.00
<b>Total</b>	<b>25,92,143.00</b>	<b>22,94,465.00</b>

# CAPFIN INDIA LIMITED

## Note 14

### Revenue from Operations

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Sales		
Quoted Listed Shares	2,71,43,902.00	6,83,528.84
Other Operating Revenues		
Income from Jobbing	86,693.00	0.00
<b>Total</b>	<b>2,72,30,595.00</b>	<b>6,83,528.84</b>

## Note 15

### Other Income

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Dividend on Shares	68,784.00	60.00
Interest Income	14,15,188.00	15,74,209.00
<b>Total</b>	<b>14,83,972.00</b>	<b>15,74,269.00</b>

## Note 16

### Purchases of Stock-in-Trade

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Purchases		
Quoted Listed Shares	2,72,46,198.00	0.00
<b>Total</b>	<b>2,72,46,198.00</b>	<b>0.00</b>

## Note 17

### Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b><u>Inventories at the end of the year:</u></b>		
<b>Closing Stock :</b>		
Traded Items	21,760.00	22,160.00
<b><u>Inventories at the beginning of the year:</u></b>		
<b>Opening Stock :</b>		
Traded Items	22,160.00	6,09,405.00
<b>Total</b>	<b>400.00</b>	<b>587,245.00</b>

## CAPFIN INDIA LIMITED

### Note 18

#### Employee Benefits Expense

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
Salaries and Incentives Others	6,08,230.00	6,62,000.00
Staff Welfare Expenses	66,070.00	51,399.00
<b>Total</b>	<b>6,74,300.00</b>	<b>7,13,399.00</b>

### Note 19

#### Other Expenses

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH,	
	2013	2012
	AMOUNT IN `	
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Bank Charges	1,672.00	1,049.00
Books, Papers & Periodicals	27,825.00	20,872.00
Conveyance	65,650.00	60,250.00
Data Processing/Demat Charges	9,421.00	13,410.00
Director's Sitting Fees	0.00	20,000.00
Electricity Expenses	54,050.00	47,995.00
Filing Fee	3,000.00	6,500.00
General Meeting Expenses	22,500.00	18,230.00
Income Tax paid	0.00	9,836.00
Legal and Professional Charges	23,000.00	58,000.00
Miscellaneous Expenses	65,357.25	52,311.59
Postage	29,455.00	26,830.29
Printing and Stationery	31,885.00	38,815.00
Publication Expenses	11,909.00	17,892.00
Repairs and Maintenance : Cars	8,560.00	15,000.00
Vehicle Expenses	53,750.00	64,763.00
Repairs and Maintenance :Computers	7,375.00	12,180.00
Securites Transaction tax	57,748.00	856.00
Shares Transfer & Registration Fees	46,696.00	29,886.00
Payments to the Auditor as auditor remuneration	5,000.00	5,000.00
<b>Total</b>	<b>5,24,853.25</b>	<b>5,19,675.88</b>

## CAPFIN INDIA LIMITED

Note 5

Fixed Assets

AMOUNT IN `

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK VALUE	
	AS AT 01.04.2012	ADDITIONS	Sales/ (Adjustments)	AS AT 31.03.2013	AS AT 01.04.2012	FOR THE YEAR	ON DISPOSALS	UP TO 31.03.2013	AS AT 31ST MARCH,	
									2013	2012
<b>Tangible Assets</b>										
<b>Owned</b>										
Furniture and Fixtures	35,400.00	0.00	0.00	35,400.00	35,399.00	0.00	0.00	35,399.00	1.00	1.00
Printer	0.00	8,295.00	0.00	8,295.00	0.00	142.00	0.00	142.00	8,153.00	0.00
Vehicles : Cars	1,35,000.00	0.00	0.00	1,35,000.00	1,34,999.00	0.00	0.00	1,34,999.00	1.00	1.00
Computer Hardwares	1,55,900.00	0.00	0.00	1,55,900.00	1,55,899.00	0.00	0.00	1,55,899.00	1.00	1.00
<b>Total</b>	<b>3,26,300.00</b>	<b>8,295.00</b>	<b>0.00</b>	<b>3,34,595.00</b>	<b>3,26,297.00</b>	<b>142.00</b>	<b>0.00</b>	<b>3,26,439.00</b>	<b>8,156.00</b>	<b>3.00</b>
Previous Year	3,26,300.00	0.00	0.00	3,26,300.00	3,24,700.00	1,597.00	0.00	3,26,297.00	3.00	1,600.00

## **CAPFIN INDIA LIMITED**

### **NOTES FORMING PART OF BALANCE SHEET AS ON 31.3.2013 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE.**

#### **NOTE 12 & 13**

#### **SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIALS STATEMENTS**

##### **1. Basis of Preparation of Financial Statement**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis i.e. mercantile system of accounting and on the basis of going concern with the accounting principles generally accepted in India 'GAAP' and comply with the mandatory Accounting Standards, Guidance Notes and other pronouncements issued by The Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 1956. Historical costs are not adjusted to reflect the changing value in the purchasing power of money.

##### **2. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements. Actual results if they differ from those estimates are recognized in the current and future periods.

##### **3. Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. Depreciation on fixed assets of the company has been on Straight Line Method, pro-rata on monthly balances and at the rates specified in schedule XIV of the Companies Act, 1956.

##### **4. Depreciation**

Depreciation on fixed assets of the company has been charged on Straight Line Method in the manner and at the rates specified in schedule XIV of the Companies Act, 1956.

##### **5. Employee Benefits**

The leave encashment expenses are accounted for on accrual basis. No provision of gratuity or any estimated contingent liability has been determined since The Payment of Gratuity Act, 1972 is not applicable to the enterprise for the time being. The provision of Employees' Provident Funds and Miscellaneous Provisions Act, 1952 were not applicable to the enterprise during the year.

6. Investments in unquoted equity shares have been valued at cost

##### **7. Foreign Currency Transactions**

There were no transactions in foreign currency.

#### **8. Inventories**

Inventory is physically taken and valued by the management at lower of cost or net realisable value.

9. With regard to clause 3(ii) of part II of Schedule VI of the Companies Act, 1956, in respect of its activities relating to sale and purchase of securities held as stock in trade, the company does not fall under the category of clause 3(ii)(a) "Manufacturing Company" or clause 3(ii)(b) "Trading Company" or clause 3(ii)(c) "company rendering or supplying services" but falls under the category of "other companies" as given in clause 3(ii)(e).

10. In the opinion of the directors of the company, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amounts at which they are stated.

#### **11. Income Tax :**

An amount of Rs. 51,196/- (Previous year : Rs. 84,932/-) has been provided towards Current Income Tax Liability during the year. Deferred Income Tax Asset as on 31st March, 2013 was Rs. 5,389/- (Previous year : Rs. 6,522/-).

12. Managerial Remuneration                      NIL

13. Auditors Remuneration  
Audit Fees    Rs. 5,000/-

#### **14. Tax Expenses**

Provision for income tax comprises of current tax and deferred tax charge or release. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian income tax act, 1961. Deferred tax is recognized, subject to consideration of prudence, on timing differences, being difference between taxable and accounting income and expenditure that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized unless there is "virtual certainty" that sufficient future taxable income will be available against which such deferred tax assets will be realized.

#### **15. Earnings Per Share**

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

## 16. Contingent Liabilities and Provisions

The company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Accounting policies not specifically referred to are consistent and in consonance with generally accepted accounting principles and conventions.

17. Previous period figures have been regrouped wherever necessary to conform to current year's presentation.

Sd/-

(PIYUSH KUMAR)  
DIRECTOR

Sd/-

(DINESH KUMAR)  
DIRECTOR

AUDITORS' REPORT  
As per audit report on even date.  
For BHUPINDER SHAH & CO.  
Chartered Accountants  
Firm Registration No. 008169N

Sd/-

(BHUPINDER SHAH)  
B.Com (H), FCA, DISA  
ICAI Membership No. 084879  
PARTNER

DELHI  
29<sup>TH</sup> AUGUST, 2013

**CAPFIN INDIA LIMITED**  
**PART IV OF SCHEDULE VI TO COMPANIES ACT, 1956**  
**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**1 REGISTRATION DETAILS**

Registration No.	L74999DL1992PLC048032
State Code No.	55
Balance Sheet Date	31.03.2013

**2 CAPITAL RAISED DURING THE YEAR**

(Amount in Rs. Thousand)

Public Issue	0
Rights Issue	0
Bonus Issue	0
Private Placement	0

**3 POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS**

(Amount in Rs. Thousand)

Total Liabilities	35529
Assets	35529
<b>SOURCES OF FUNDS</b>	
Paid Up Capital	32335
Reserves & Surplus	3194
Secured Loans	0
Unsecured Loans	0
Deferred Tax Liabilities	0
<b>APPLICATION OF FUNDS</b>	
Net Fixed Assets	8
Investments	12299
Net Current Assets	23217
Misc Expenditure	0
Deferred Tax Assets	5
Accumulated Losses	0

**4 PERFORMANCE OF COMPANY**

(Amount in Rs. Thousand)

Turnover	28714
Total Expenditure	28445
Profit/Loss Before Tax	269
Profit/Loss After Tax	0.01
Earning Per Share in Rs.	0.01
Dividend Rate %	0%

**5 GENERIC NAME OF TWO PRINCIPAL**

PRODUCTS/SERVICES OF COMPANY

(as per monetary terms, product/service description)

Loans & Advances, Investment

For and on Behalf of the Board

Sd/-  
**PIYUSH KUMAR**  
(DIRECTOR)

Sd/-  
**DINESH KUMAR**  
(DIRECTOR)

DELHI  
29TH AUGUST, 2013

**CAPFIN INDIA LIMITED**

Regd. Office: C-12, Raj Nagar, CHB Society, Pitampura, Delhi-110034

---

**Reg. Folio No.:**

**DPID:**

**Client ID:**

**PROXY FORM**

I/We ..... of  
..... being a member/members of Capfin  
India Limited hereby  
appoint.....of.....  
.....or..... failing  
him.....of.....o  
r..... failing him  
.....of.....  
... as my/our proxy to vote for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting to be held  
on Saturday, 28th day of September, 2013 at 9:15 A.M. or at any adjournment thereof. Signed this  
..... day of ..... 2013.

Affix a  
revenue  
stamp

**Note:** The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.  
The Proxy need not be a member of the Company.

**CAPFIN INDIA LIMITED**

Regd. Office: C-12, Raj Nagar, CHB Society, Pitampura, Delhi-110034

---

1. Full Name of shareholder/proxy.....
2. Registered folio No. /DPID-Client ID.....
3. If proxy, full name of shareholder.....

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting held at Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi-110052

[Signature of Shareholder/proxy]

**\*IMPORTANT**

This attendance slip may please be handed over at the entrance of the meeting hall

**BOOK POST**

If undelivered please return to :-

**CAPFIN INDIA LIMITED**

Regd Office : C-12, Raj Nagar,

C.H.B. Society, Pitampura, Delhi - 110034