

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 section160 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”

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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

DIRECTOR REPORT

To,
Dear Shareholders

Your directors have the pleasure in presenting their 25th Annual report of the company along with audited financial statements as required under the Ministry of Corporate Affairs' General Circular 08/2014 No. 1/19/2013-CL-V dated April 4, 2014, the Financial Statements and other reports required to be attached to the Annual Report for FY 2016-17 are governed by the relevant provisions, schedules, rules of the Companies Act, 2013.

1. FINANCIAL RESULTS

The results of your Company's financial prudence and business excellence for the year ended 31st March, 2017 are as follows:

| Particulars | Financial year ended 31.03.2017 | Financial year ended 31.03.2016 |
|--|--|--|
| Gross Income | 20.48 | 20.85 |
| Profit/(Loss) before Depreciation and Tax | 6.84 | (46.79) |
| Less: Depreciation | 0.32 | 0.20 |
| Profit/(Loss) before Tax | 6.52 | (46.59) |
| Add/Less: Provision for tax including deferred Tax | (1.16) | 0.02 |
| Profit/(Loss) after Tax | 5.36 | (46.57) |

2. BUSINESS PERFORMANCE

During the year under review, your company has incurred a Profit before depreciation and Income Tax of Rs. 6.84 lacs from its operation. After providing depreciation of Rs. 0.32 lacs and provisions of Income Tax of Rs 1.16 Lacs the company's net profits amounts to Rs. 5.36 Lacs as compared to loss of Rs. (46.57) earned previous year. Your Company continues to take effective steps in broad-basing its range of activities. The performance of the Company during the period under review has been satisfactory.

3. DIVIDEND

Keeping in view the future requirements of funds by the Company for its proposed growth and expansion, the Board expresses its inability to recommend any dividend from the available profit.

4. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs. 28647000. During the year under review the company has not issued any shares or any convertible instruments.

5. AMOUNT TRANSFERRED TO RESERVES

During the year under review, the company has transferred profit of Rs. 5.36 lacs to the reserves of the Company as per the norms of RBI Act, 1974.

6. FUTURE OUTLOOK

In the current year, your directors are putting up efforts and it is hoped that the company will do better in the current year. The outlook for the current year is also very bright and your directors are hopeful of doing a good business during the current year.

7. FIXED DEPOSITS

The Company has not accepted any public deposits during FY 2016- 17 within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under. As per NBFC Guidelines issued by the Reserve Bank of India, the Board of Directors has passed the required resolution confirming that the Company has neither accepted any public deposits and nor does it intend to do so in the coming year 2017-2018.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 may be taken as Nil.

9. MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes or any other commitments which may affect the financial position of the Company.

10. LISTING OF SHARES

The Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2017-18 to the above stock exchange.

11. SHARE TRANSFER SYSTEM

The request regarding physical share transfers and share certificates should be addressed to the Registrar and Transfer Agent. Such requests are processed within stipulated time from the date of receipt provided documents meet the stipulated requirement of statutory provisions in all respect. The share certificates duly endorsed are returned immediately to the shareholder by RTA. The details of transfer and transmission are placed before the Stakeholders Relationship Committee from time to time and the Board for noting and confirmation.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

At a board meeting held on 13.02.2017 the board had appointed Mrs Sarita Mantry as an additional director to hold office until the conclusion of the next Annual General Meeting as per the provisions of the Companies Act, 2013.

At a board meeting held on 12.11.2016 the board has accepted the resignation of Mr.Piyush Kumar from the post of Directorship of the company.

In accordance with the provisions of Companies Act, 2013 Shri Amit Dhantre (DIN: 01933623), Independent Director retires by rotation and being eligible offers himself for re-appointment.

12.1 BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

12.2 REMUNERATION POLICY

Board has on the recommendation of the Nomination & Remuneration committee framed a policy for the selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

12.3 BOARD MEETINGS

During the year Eight (8) Board meeting were held, details of which are given below:

| S. No. | Date of Board meeting | No. of Directors attended meeting |
|--------|----------------------------------|-----------------------------------|
| 1. | 30 th May, 2016 | 4 |
| 2. | 30 th July, 2016 | 3 |
| 3. | 11 th August, 2016 | 4 |
| 4. | 24 st August, 2016 | 4 |
| 5. | 30 th September, 2016 | 3 |
| 6. | 03 rd October 2016 | 3 |
| 7. | 12 th November, 2016 | 4 |
| 8. | 13 th February, 2017 | 4 |

13. COMMITTEE OF BOARD

13.1 AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

| Name | Status | Category |
|---------------|----------|----------------------|
| Sunil Chopra | Chairman | Independent Director |
| Amit Dhantre | Member | Independent Director |
| Sarita Mantry | Member | Additional Director |

13.2 NOMINATION AND REMUNERATION COMMITTEE

The company is having an Nomination and Remuneration committee comprising of the following directors:

| Name | Status | Category |
|---------------|----------|----------------------|
| Sunil Chopra | Chairman | Independent Director |
| Amit Dhanre | Member | Independent Director |
| Sarita Mantry | Member | Additional Director |

13.3 STAKEHOLDER RELATIONSHIP COMMITTEE

The company is having an Nomination and Remuneration committee comprising of the following directors:

| Name | Status | Category |
|---------------|----------|----------------------|
| Sunil Chopra | Chairman | Independent Director |
| Amit Dhanre | Member | Independent Director |
| Sarita Mantry | Member | Additional Director |

14. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

15. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit/loss of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

16. COMPANY POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company has formulated a remuneration policy which provides the manner of selection of Board of Directors, KMP and their remuneration. In case of appointment of independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to independent nature of the Directors viz-a-viz the company so as to enable the Board to discharge its performance and duties effectively

17. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

18. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of your company for the financial year ended on 31st March, 2017 is as under:

(a) Industry Structure and Development

Your Company is engaged in the financial activities and management expects that there is huge scope of development and growth in spite of competitive market conditions.

(b) Opportunities and Threats

The Company envisages huge growth in the financial activities sector as indicated in the current financial year. But increased cost of purchases, competitive market conditions and low margins are the major threats in the financial companies.

(c) Segment - Wise and Product - Wise Performance

The Company operates in single segment. Therefore, no Segment – Wise and Product –

Wise performance is done by the Company.

(d) Outlook

The Company does not foresee and major threat to the growth prospective. Since the company is presently engaged in the financial activities, there is huge scope of growth in the industry.

(e) Internal Control Systems and it Adequacy

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

(f) Material Development in Human Resources / Industrial Relations

The Company recognized the significance of human values and ensures that proper encouragement is given to the employees of the Company to motivate them. Employee's relations continued to be cordial throughout the year in the company.

(g) Cautionary Statement

The Statements in the "Management Discussion and Analysis Report" describe the Company's objectives, estimates and expectations, which may be a forward looking statement within the meaning of applicable laws, rules and regulations. The actual results may differ from those expressed or implied, depending upon the economic conditions and policies of the Government.

19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

20. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B".

21. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

22. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director so no sitting fees has been paid to any director during the year. The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are requiring particulars of the employees to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.1.20 Crore per year during the financial year 2016-17.

23. AUDITORS

23.1 STATUTORY AUDITORS

M/s. Adarsh Kumar & Co., Chartered Accountants (ICAI Reg. No. 087559, FRN – 013300N), , were appointed as statutory auditors of the Company upto the conclusion of 29th Annual General Meeting subject to ratification of their appointment at every annual general meeting to be held after 24th Annual General Meeting. They are eligible to be appointed as the statutory auditors and therefore, a resolution for the ratification of their appointment is recommended for the approval of the shareholders.

23.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Neha Jain (CP No.:14344, FCS:30822) Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure-A'.

23.3 INTERNAL AUDITORS

The company has appointed Neha Mantry as internal auditor of the company pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.

24. SUBSIDIARY COMPANIES

The Company does not have any subsidiary

25. DETAIL OF FAMILIARIZATION PROGRAMME OF THE INDEPENDENT DIRECTORS

During the year under review one familiarization Programme was conducted for the independent Directors of the Company.

26. NUMBER OF COMPLAINTS RECEIVED AND DISPOSED OFF DURING THE YEAR AS PER THE SEXUAL HARRASEMENT OF WORKMEN AT THE WORK PLACE ACT, 2013 - PROCTION, PROHIBITION AND REDRESSAL

During the year under review the company has not received any complaint as per the sexual Harassments of Workmen at the Work Place Act, 2013.

27. DETAIL OF SHARES IN UNCLAIMED SUSPENSE ACCOUNT

The Company has Nil shares in Unclaimed Suspense Account

28. STATEMENT INDIACTING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to the company. At present the Company has not identified any element of risk in the Company.

29. DISCLOSURE OF RELATIONSHIP BETWEEN THE DIRECTORS

The Directors are not related to each other.

30. CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the listing agreement and Regulation 17 to 27 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchanges is annexed as "Annexure-C".

31. ACKNOWLEDGEMENTS

The company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers and others associated with the Company.

Your Directors wish to thank the banks, shareholders and business associates for their continued support and cooperation. We look forward to receiving the continued patronage from all quarters to become a better and stronger company.

**For and on behalf of the Board of Directors
For Capfin India Limited**

Rachita Mantry
Whole Time Director
DIN: 03414391

Sarita Mantry
Director
DIN: 01111382

Place: Delhi

Dated: 30.05.2017

CIN: L74999DL1992PLC048032

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31st MARCH, 2017
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To,
The Members,
Capfin India Limited
PP-1, Gali No.-10,
Industrial Area,
Anand Parvat
Delhi West
Delhi-110005

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Capfin India Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Capfin India Limited for the financial year ended on March 31st, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder

to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Financial Year 2016-2017)**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Financial Year 2016-2017)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Financial Year 2016-2017)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Financial Year 2016-2017)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Financial Year 2016-2017)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Financial Year 2016-2017)**
- (vi) **Other Laws - specifically applicable to the Company as identified by the Management of the Company :**
- a) Income Tax Act 1961
 - b) Sales Tax Acts/ Value Added Tax Acts
 - c) Employees Provident Fund and Miscellaneous Provisions Act 1952 and the prescribed particulars and forms have also been filed with the concerned Authorities within the time

allowed by the Law

We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreement entered into by the Company with the BSE Ltd.;
- (c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Compliance by the Company of applicable financial laws, like Direct and Indirect Tax Laws, has not been reviewed in Audit since the same have been subject to review by Statutory Financial Audit and other designated professional.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (a) Public/ Rights/ Preferential Issue of Shares/ Debentures/ Sweat Equity
- (b) Redemption/ Buy-back of Securities
- (c) Merger/ Amalgamation/ Reconstruction etc;
- (d) Foreign Technical Collaborations

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For Neha Jain & Associates
Company Secretaries

Place: Ghaziabad
Date: 30th May 2017

Jain

Sd/- Neha

Company
Secretary
ACS No- 30822
C P No- 14344

“Annexure - B” to the Board Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | L74999DL1992PLC048032 |
| 2. | Registration Date | 16.03.1992 |
| 3. | Name of the Company | Capfin India Limited |
| 4. | Category/Sub-category of the Company | Company limited by shares Indian Non government company |
| 5. | Address of the Registered office & contact details | PP-1, Gali No.10, Industrial Area, Anand Parvat, New Delhi 110005 |
| 6. | Whether listed company | Yes |
| | Name, Address & contact details of the Registrar & Transfer Agent, if any. | LinkIn Time India Private Ltd 44, Community, Naraina Industrial Area Phase-I, New Delhi-110028 Tel: 011-41410592 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S.No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|-------|--|---------------------------------|------------------------------------|
| 1 | Shares, Stocks and Securities | 99713119 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S.No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | NONE | | | | |
| 2. | | | | | |

.IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 01-April-2016] | | | | No. of Shares held at the end of the year[As on 31-March-2017] | | | | % Change during the year |
|---------------------------|--|----------|--------|-------------------|--|----------|--------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 125710 | 0 | 125710 | 4.39 | 125710 | 0 | 125710 | 4.39 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (A)(1):- | 125710 | 0 | 125710 | 4.39 | 125710 | 0 | 125710 | 4.39 | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRIs-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

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| | | | | | | | | | |
|---|--------|---|--------|------|--------|---|--------|------|---|
| Sub-total (A) (2) :- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 125710 | 0 | 125710 | 4.39 | 125710 | 0 | 125710 | 4.39 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |

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| | | | | | | | | | |
|--|---------|---------|---------|-------|---------|---------|---------|-------|--------|
| i) Indian | 318989 | 144500 | 463489 | 16.18 | 392732 | 144500 | 537232 | 18.75 | 2.57 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 212110 | 417206 | 629316 | 21.97 | 211719 | 417100 | 628819 | 21.95 | (0.02) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 776197 | 860100 | 1636297 | 57.12 | 703637 | 860100 | 1563737 | 54.58 | (2.53) |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Hindu Undivided Family | 2 | 9200 | 9202 | 0.32 | 2 | 9200 | 9202 | 0.32 | 0 |
| Non Resident Indians | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members/ Custodian | 686 | 0 | 686 | 0.02 | 0 | 0 | 0 | 0 | (0.02) |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2):- | 1307984 | 1431006 | 2738990 | 95.61 | 1308090 | 1430900 | 2738990 | 95.61 | 0 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 1307984 | 1431006 | 2738990 | 95.61 | 1308090 | 1430900 | 2738990 | 95.61 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 1433694 | 1431006 | 2864700 | 100 | 1433800 | 1430900 | 2864700 | 100 | 0 |

ii) Shareholding of Promoter:-

| SN | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|----|-----------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
| | | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | |
| 1 | Piyush Kumar | 37900 | 1.32 | 0 | 0 | 0 | 0 | (1.32) |
| 2 | Sarita Mantry | 10000 | 0.35 | 0 | 125710 | 0 | 0 | 4.04 |
| 3 | Meena Aggarwal | 28010 | 0.98 | 0 | 0 | 0 | 0 | (0.98) |
| 4 | Kashmiri Devi | 49800 | 1.74 | 0 | 0 | 0 | 0 | (1.74) |
| | TOTAL | 125710 | 4.39 | 0 | 125710 | 0 | 0 | 0 |

iii) Change in Promoters' Shareholding (please specify, if there is no change)

| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Sarita Mantry | | | | |
| | At the Beginning of the year | 10000 | 0.35 | 10000 | 0.35 |
| | Increase / Decrease | 0 | 0 | 115710 | 4.04 |
| | At the End of the year | 10000 | 0.35 | 125710 | 4.39 |
| 2. | Kashmiri Devi | | | | |
| | At the Beginning of the year | 49800 | 1.74 | 49800 | 1.74 |
| | Increase / Decrease | 0 | 0 | (49800) | (1.74) |
| | At the End of the year | 49800 | 1.74 | 0 | 0 |
| 3. | Piyush Kumar | | | | |
| | At the Beginning of the year | 37900 | 1.32 | 37900 | 1.32 |
| | Increase / Decrease | 0 | 0 | (37900) | (1.32) |
| | At the End of the year | 37900 | 1.32 | 0 | 0 |
| 4. | Meena Aggarwal | | | | |
| | At the Beginning of the year | 28010 | 0.98 | 28010 | 0.98 |
| | Increase / Decrease | 0 | 0 | (28010) | (0.98) |
| | At the End of the year | 28010 | 0.98 | 0 | 0 |

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iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|-----|---|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Focus Stock Brokers Ltd | 192600 | 6.72 | 226200 | 7.90 |
| 2. | Jagjeet Kaur Malik | 111600 | 3.90 | 111600 | 3.90 |
| 3. | YDS Securities Ltd | 100000 | 3.49 | 100000 | 3.49 |
| 4. | Mantry Leasing & Financial Service Pvt. Ltd | 93600 | 3.27 | 93600 | 3.27 |
| 5. | Mantri Capital Services Ltd | 26200 | 0.91 | 65000 | 2.27 |
| 6. | Kaveri | 55900 | 1.95 | 55900 | 1.95 |
| 7. | Geeta Gupta | 41900 | 1.46 | 41900 | 1.46 |
| 8. | Madhu Agarwal | 40100 | 1.40 | 40100 | 1.40 |
| 9. | Raghav | 39100 | 1.36 | 39100 | 1.36 |
| 10. | Surya Prakash Maheshwari | 31832 | 1.11 | 31832 | 1.11 |
| 11. | Santosh Agarwal | 38800 | 1.35 | 0 | 0 |
| 12. | Sahas Agarwal | 33600 | 1.17 | 0 | 0 |

v) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|----|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Rachita Mantry | 25990 | 0.90 | 25990 | 0.90 |
| 2. | Sarita Mantry | 125710 | 4.39 | 125710 | 4.39 |

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/ accrued but not due for payment

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| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|--|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | ---- | ---- | ---- | ---- |
| ii) Interest due but not paid | ---- | ---- | ---- | ---- |
| iii) Interest accrued but not due | ---- | ---- | ---- | ---- |
| Total (i+ii+iii) | ---- | ---- | ---- | ---- |
| Change in Indebtedness during the financial year | ---- | ---- | ---- | ---- |
| * Addition | ---- | ---- | ---- | ---- |
| * Reduction | ---- | ---- | ---- | ---- |
| Net Change | ---- | ---- | ---- | ---- |
| Indebtedness at the end of the financial year | ---- | ---- | ---- | ---- |
| i) Principal Amount | ---- | ---- | ---- | ---- |
| ii) Interest due but not paid | ---- | ---- | ---- | ---- |
| iii) Interest accrued but not due | ---- | ---- | ---- | ---- |
| Total (i+ii+iii) | ---- | ---- | ---- | ---- |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|-----|---|-------------------------|------|------|--------------|
| | | Rachita Mantry WTD | ---- | ---- | --- |
| 1 | Gross salary | 144000 | | | 144000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 144000 | - | - | 144000 |
| | Ceiling as per the Act | - | - | - | - |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|------|------|-----|--------------|
| | | ----- | ---- | ---- | --- | |
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| SN | Particulars of Remuneration | Key Managerial Personnel | | | |
|----|---|--------------------------|-----------------------------|--------------------------|--------|
| | | CEO | CS Priyanka Chaudhary | CFO Rachita Mantry | Total |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | 120000 | 96000 | 216000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | - | 120000 | 96000 | 216000 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | NONE | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | NONE | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | NONE | | |
| Compounding | | | | | |

CORPORATE GOVERNANCE REPORT

I. 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 Regulation 17 to 27 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement is given below:

II. Board of Directors

A. BOARD'S COMPOSITION AND CATEGORY

At present, the Board comprises of Four (3) Non Executive directors and out of which 2 are independent directors and one (1) whole time director. The Company has a Non-Executive Chairman and the two Independent Directors comprise atleast 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 Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement and Section 149 of the Act

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 Stakeholder Relationship Committee (Erstwhile Investors' Grievance Committee), Nomination and Remuneration 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.

None of the present directors are “Relative” of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rule 2014.

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

| Name | Designation | Date of appointment | No. of Board Meetings of the Company\$ | | Last AGM attended | No. of other directorship and committee membership and chairmanship^^ | | | |
|--------------------|-----------------------------|---------------------|--|--------------------------|-------------------|---|--------------------------|----------------------|------------------------|
| | | | Held during the year | Attended during the year | | Other Board Directorship | Other Board Chairmanship | Committee Membership | Committee Chairmanship |
| Mr. Sunil Chopra | Non Executive & Independent | 26/3/2014 | 8 | 8 | Yes | Nil | Nil | Nil | Nil |
| Mr. Amit Dhanre | Non Executive & Independent | 13/8/2015 | 8 | 6 | No | Nil | Nil | Nil | Nil |
| Ms. Rachita Mantry | Whole Time Director | 29/9/2015 | 8 | 8 | Yes | Nil | Nil | Nil | Nil |
| Ms. Sarita Mantry | Non-Executive & Promoter | 13/2/2017 | 8 | 1 | No | 1 | Nil | Nil | Nil |

Private Limited Companies, Foreign Companies, Alternate Directorships and are excluded for the above purpose

**The Committee considered for the above purpose are those prescribed in the Listing Agreement i.e. Audit Committee and Shareholders' / Investors' Grievance Committee, Nomination and Remuneration committee.

B. BOARD MEETINGS AND ATTENDANCE

Your Company's Board met 8 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.

During the year the 2016-17, the Board met Eight (8) times as per the detail;

| S.No. | Date of board meeting held |
|-------|----------------------------------|
| 1 | 30 th May, 2016 |
| 2 | 30 th July, 2016 |
| 3 | 11 th August, 2016 |
| 4 | 24 th August, 2016 |
| 5 | 30 th September, 2016 |
| 6 | 3 rd October, 2016 |
| 7 | 12 th November, 2016 |
| 8 | 13 th February, 2017 |

i. Shareholding Of Non Executive Directors and Independent Directors

| Name of Director | Number of Shares |
|-------------------------|-------------------------|
| Mr. Sunil Chopra | NIL |
| Mr. Amit Dhanre | NIL |
| Mrs Sarita Mantry | 125710 |

ii Non Executive Directors' Compensation

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2017.

iii Details of Remuneration paid to the Directors as per Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2016-2017

III. COMMITTEES OF THE BOARD

AUDIT COMMITTEE:

The constituted Audit Committee of Directors which has the powers similar to those stated in the listing Agreement and the term of reference and role of the Audit Committee are as per the guidelines set out in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by board from time to time. The minutes of meeting of Audit committees are placed before the Board.

i) Composition of Audit Committee

As per listing agreement at least two-third of the members of Audit Committee shall be Independent Directors. The Audit Committee of the Board of your Company comprises of three members for the financial year end 31.03.2017. All members of audit committee are financially literate. Mr. Sunil Chopra has an accounting and related financial management expertise. The Statutory auditors of the company also attend the meetings.

| Name of Members | Designation | Status/ Position |
|------------------------|--------------------|-------------------------------|
| Mr. Sunil Chopra | Chairman | Non Executive and Independent |
| Mr. Piyush Kumar | Member | Resigned on 12/11/2016 |
| Mr. Amit Dhanre | Member | Non Executive and Independent |
| Mrs. Sarita Mantry | Member | Non Executive and Promoter |

ii) No. of meeting and attendance at meetings

During the year the Audit Committee meeting held as per the detail given below:

| S.No | Date of Meeting | Attendance |
|------|--------------------------------|--|
| 1 | 20 th May, 2016 | Mr. Piyush Kumar, Mr. Sunil Chopra, Mr.Amit Dhantrre |
| 2 | 30 th July, 2016 | Mr. Piyush Kumar, Mr. Sunil Chopra, Mr.Amit Dhantrre |
| 3 | 29 th October, 2016 | Mr. Piyush Kumar, Mr. Sunil Chopra, Mr.Amit Dhantrre |
| 4 | 29 th January, 2017 | Mr. Sunil Chopra, Mr.Amit Dhantrre |

iii) Powers and role of audit committee and review of information by it:

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of listing agreement. The major tasks performed by the audit committee may be grouped under the following heads:

Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

NOMINATION AND REMUNERATION COMMITTEE

A Committee has been constituted by the Board of Directors consists of Mr. Sunil Chopra, Mr. Piyush Kumar (resigned on 12/11/2016), Mr. Amit Dhantrre and Mrs Sarita Mantry non-executive Directors as its members. Mr. Sunil Chopra acts chairman of the meeting.

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees rendering clerical, administrative and professional services are suitably remunerated according to the industry norms. Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the Listing Agreement requirements and provisions of the Companies Act, 2013, the Company has a Stakeholders' Relationship Committee (formerly known as Shareholders Grievance Committee). The Committee comprises three members including two Independent Directors. A Committee has been constituted by the Board of Directors consists of Mr. Sunil Chopra, Mr. Piyush Kumar (resigned on 12/11/2016), Mrs Sarita Mantry and Mr. Amit Dhantre non-executive Directors as its members. Mr. Sunil Chopra acts chairman of the meeting

The Committee performs following functions:

- i) Transfer/Transmission of shares
- ii) Issue of Duplicate Share Certificates.
- iii) Review of Share dematerialization and rematerialization.
- iv) Monitoring the expeditious Redressal of Investor Grievances.
- v) Monitoring the performance of company's Registrar & Transfer Agent.
- vi) All other matters related to the shares.

During the year under review, the Company has not received any complaints.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met few times, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

RE-APPOINTMENT OF DIRECTORS

The company has appointed Mrs. Sarita Mantry as Non Executive director as per the applicability of the Companies Act, 2013 for a period of five years upto 31st March, 2022 in financial year 2016-2017.

The company has received declarations from the independent directors of the company confirming that the **they meet the criteria of independence as prescribed both under section 149(6) of the companies act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement.**

In accordance with the requirements of the Act and the Articles of Association of the Company, Mr. Amit Dhanre retires by rotation and is eligible for re-appointment.

Mr. Piyush Kumar, Non-Executive Director and Promoter has resigned from the board and the company appreciates the contribution given by him in the company.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company as on 31.03.2017.

GENERAL BODY MEETINGS

The Detail of the Annual General Meetings (AGM) held during the last three years is as under:

| Financial Year Ended | Date | Time | Venue |
|------------------------------|----------------------------------|-------------|--|
| 31 st March, 2016 | 27 th September, 2016 | 10.30 A.M. | HR-36, Gali No.10, First Floor, Anand Parbat, Industrial Area, New Delhi - 110005. |
| 31 st March, 2015 | 29 th September, 2015 | 10.00 A.M. | HR-36, Gali No.10, First Floor, Anand Parbat, Industrial Area, New Delhi - 110005. |
| 31 st March, 2014 | 28 th September, 2014 | 9.30 A.M. | Maheshwari Kala Kendra (Maheshwari Mandal), C-Block, Opp. C-160, Ashok Vihar, Phase-I, Delhi - 110052. |

Special Resolutions Passed at the Last Three AGMs

No special resolution was passed in last three AGMs

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CODE OF CONDUCT

The company has laid down a code of conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct for the financial year ended 31st March, 2017. The declaration to this effect signed by Ms.Rachita Mantry, director, forms part of the report.

CEO/CFO CERTIFICATION

As required Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 by the of the Listing Agreement, Ms.Rachita Mantry, Director, certified the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial year ending on 31.03.2017 and is hereby enclosed.

DISCLOSURES

i. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

Transactions with related parties if any are disclosed elsewhere in the Balance Sheet forming part of this Annual Report.

ii. Details of non-compliance by the Company

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchange as well as regulations and guidelines issued by SEBI. Hence, neither any penalty nor any stricture has been imposed by SEBI, Stock Exchange or any other Statutory Authority on any matter relating to capital markets during the last three years.

Or

There have been instances of receiving notice with regard to non – compliances by the Company and imposing of penalties and structures on the company by stock exchange which have been resolved to the benefit of the stock exchange, however, there were no instances of receiving notice with regard to non – compliances by the Company and imposing of penalties and strictures on the company by SEBI or any statutory authority or on any matter related to capital markets, during the last three years.

iii. There has been a whistle blower policy and no personnel have been denied access to the audit committee

Whistleblower Policy

Capfin India Limited is firmly committed to conducting its business and relationships with all stakeholders including employees, customers, shareholders and business associates in a manner that is lawful and ethically responsible and at all times, in a way that reflects the Company's values. It will not tolerate attitudes or activities that constitute a breach of law or trust or infringe collective or individual liberties in any way. This approach is described in the Company's Code of Conduct & Ethics. The Whistleblower policy formalizes Capfin's commitment to enabling employees and business associates to make fair and prompt disclosure of circumstances where it is genuinely believed that a part of Capfin's business is engaged in inappropriate practices and that the Code of Conduct & Ethics is being violated. The policy sets out arrangements that encourage individuals to report concerns about unethical behavior, actual or suspected fraud or violations of the Code of Conduct & Ethics, knowing that in so doing, they are acting in the best interests of all Capfin stakeholders. This policy also ensures that the whistleblower will be protected from retaliation and reprisal.

Confidentiality

The Company will treat all such disclosures in a sensitive manner and will endeavor to keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual, making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

Protection against retaliation

Capfin commits to ensure that no retaliatory action, of any sort, will take place against any employee or business associate making a disclosure in good faith.

Reporting

The Compliance Officer, the Director, the Chairman of the Audit Committee or the Chairman of the Board will be responsible for reporting any whistle blowing disclosures to the Audit Committee

iv. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company confirms that it has fully complied with all mandatory requirements of Regulation 17 to 27 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement relating to Corporate Governance.

The status of compliance with non-mandatory requirements of Regulation 17 to 27 of SEBI

(Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement are as detailed hereunder:

- a) **Board** -There was no fixed tenure for the Independent Directors as per Listing Agreement. However as per Companies Act, 2013 the independent directors has been appointed for a period of 5 consecutive years.
- b) **Remuneration Committee**- The company has constituted Nomination & Remuneration Committee as per Companies Act, 2013.
- c) **Shareholders' Rights**- The quarterly financial results are published in the newspapers as mentioned under the heading "Means of Communication". The results are not separately circulated to the shareholders.
- d) **Audit qualifications**- There are no audit qualifications in the Company's financial statements for the year under reference.
- e) **Disclosure of Accounting Treatment** - The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- f) **Subsidiary Companies**: The provisions relating to the subsidiary companies are not applicable to the company as the company does not have any subsidiary company.
- g) **Management**: Detailed report on Management Discussion and Analysis (MD & A) forms part of the Directors Report.
- h) **Risk Assessment**: The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that board controls risk through means of a properly defined framework.
- i) **Utilization of proceeds from Preferential Issue**: No proceeds have been received through public issue, right issue and preferential issue, etc. during the financial year ending on March 31, 2017.

MEANS OF COMMUNICATION

The primary source of information regarding the operations of the company is its website- www.capfinindia.com. The Company has promptly reported all material information including the declaration of quarterly financial results to all the Stock Exchanges, where the equity shares of the Company are listed.

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 the leading newspapers – English and Vernacular newspaper and displayed on company website.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting to be held:

| | |
|-------------|--|
| Date & Time | Tuesday, 19 th September, 2017 at 10:45 AM |
| Venue | HR36 – Gali No. 10, First Floor, Anand Parbat Industrial Area, New Delhi -110005 |

b) Tentative Financial Calendar for the year 2017-18

| | |
|---|------------------------------|
| Financial year | 1-April to 31-March |
| First Quarter results | Second week of August 2017 |
| Half Yearly results | Second week of November 2017 |
| Third Quarter results | Second week of January 2018 |
| Results for year-end *& Disclosure of Interest | Second week of May, 2018 |

c) Date of Book Closure

13th September, 2017 to 19th September, 2017 (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

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

f) Stock/Company/Security

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

g) Market Price Data:

The last traded price of company is 2.01/- as on 31st March, 2017.

h) Registrar and Transfer Agent

The Company has appointed M/s. **Link Intime India Private Limited** as Registrar to Transfer Agent who can handle share transfer work in physical form and other related

activities.

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, 2nd Floor, Naraina Industrial Area
 Phase-I, Near PVR Naraina, New Delhi 110028

i) Share Transfer System

The Company's shares are transferable through the depository system. However the shares in physical form are processed by the registrar & Transfer Agent and approved by the shareholders/ Investors grievance Committee. The Share Transfer process is reviewed by the said Committee. The Share Transfer in physical form is presently processed within a period of 15 days from the date of receipt. Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at their address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

j) Distribution of Shareholding:

The shareholding distribution of equity shares as on 31st March, 2017 given below:

| Sr. No. | Holding of Nominal Value of Rs. | No. of share holders | % of Total Shareholders | No. of shares | % of total |
|--------------|---------------------------------|----------------------|-------------------------|----------------|---------------|
| 1. | Upto 5000 | 424 | 67.4086 | 128852 | 4.4979 |
| 2. | 5001-10000 | 12 | 1.9078 | 8613 | 0.3007 |
| 3. | 10001-20000 | 46 | 7.3132 | 57299 | 2.0002 |
| 4. | 20001-30000 | 9 | 1.4308 | 23700 | 0.8273 |
| 5. | 30001-40000 | 8 | 1.2719 | 27500 | 0.9600 |
| 6. | 40001-50000 | 9 | 1.4308 | 41400 | 1.4452 |
| 7. | 50001-100000 | 40 | 6.3593 | 367789 | 12.8387 |
| 8. | 100001 and above | 81 | 12.8776 | 2209547 | 77.1301 |
| TOTAL | | 629 | | 2864700 | 100.00 |

Shareholding pattern as on 31st March, 2017:

CAPFIN INDIA LTD
ANNUAL REPORT
2016-2017

| Description of Investors | No. of shares held | % of shareholding |
|---|---------------------------|--------------------------|
| Promoters | 125,710 | 4.39 |
| Financial Institutions, Insurance Companies Banks and Mutual Funds etc. | NIL | NIL |
| Foreign Institutional Investors | NIL | NIL |
| Bodies Corporate | 537232 | 18.75 |
| NRIs/ OCBs | NIL | NIL |
| Clearing Member | NIL | NIL |
| Indian Public:- i) Individual shareholders holding Nominal share capital up to Rs. 1 lacs. | 628819 | 21.95 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lacs. | 1563737 | 54.59 |
| Others | 9202 | 0.32 |
| Total | 28,64,700 | 100 % |

a) Dematerialization of shares and liquidity

The Company shares can now be traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the demat system, the Company has executed agreements with Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL).

b) Investors' Correspondence may be addressed to:

The name and designation of the Compliance Officer is Mrs. Priyanka Chaudhary, Company Secretary 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

PP-1, Gali No.10, Industrial Area, Anand Parvat, Delhi-110005

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

**For and on behalf of the
Board of Directors
For Capfin India Limited**

Date: 24.08.2017

Place: New Delhi

CIN: L74999DL1992PLC048032

**Rachita Mantry
Director
(DIN: 03414391)**

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT PURSUANT TO REGULATION 17(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 OF THE LISTING AGREEMENT

As required by Regulation 17(5) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement with the Stock Exchanges, this is to confirm that the Company has adopted a Code of Conduct and Ethics for all Board Members and Senior Management of the Company. The Code is available on the Company's website. I further confirm that the Company has in respect of the financial year ended 31 March, 2017, received from all the Board Members and Senior Management of the Company, a declaration of compliance with the Code, as applicable to them. For the purpose of this declaration, Senior Management Team shall mean heads of the various functions of the Company.

For Capfin India Limited

Place: Delhi

Date: 30.05.2017

CIN: L74999DL1992PLC048032

Rachita Mantry
Whole Time Director
Din: 03414391

Declaration by Ms.Rachita Mantry, Director, under Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement regarding compliance with code of Conduct

In accordance with Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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, 2017.

For Capfin India Limited

Date: August 24, 2017

Place: New Delhi

CIN: L74999DL1992PLC048032

Rachita Mantry
Director
(DIN: 03414391)

Certification by Ms. Rachita Mantry, Director, pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Listing Agreement regarding financial statements

I, Rachita Mantry, 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, 2017 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 24, 2017
Place: New Delhi
CIN: L74999DL1992PLC048032

Rachita Mantry
Director
(DIN: 03414391)

AUDITORS CERTIFICATE ON COPROPRATE GOVERNANCE

As required by Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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 31st March, 2017 as stipulated in Regulation 34 of SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 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 Adarsh Kumar & Co.
Chartered Accountants

(Adarsh Kumar Aggarwal)
Partner
M.No.087559
FRN – 013300N

Place: Delhi
Date: August 24, 2017

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
CAPFIN INDIA LIMITED**

(CIN: L74999DL1992PLC048032, PAN: AABCC8829M)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **CAPFIN INDIA LIMITED** (the company), which comprise the Balance Sheet as at **31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended** and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the company as at **31st March, 2017**;
- (b) In the case of the Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure-B** and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ADARSH KUMAR & CO.
Chartered Accountants
Firm Registration No. 013300N

(ADARSH KUMAR AGGARWAL)
ICAI Membership No. 087559
PROPRIETOR

DELHI
30TH MAY, 2017

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

[Referred to in Paragraph 1 under the heading of
“Report on Other Legal and Regulatory Requirements” of our report of even date]

CAPFIN INDIA LIMITED YEAR ENDED 31ST MARCH, 2017

| Para No. | Sub Para No. | Particulars |
|----------|--------------|---|
| (i) | (a) | The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. |
| | (b) | As explained to us, these fixed assets have been physically verified by the management at reasonable intervals; no any material discrepancies were noticed on such verification. |
| | (c) | According to the information and explanations given to us, the title deeds of the investments made in immovable property are held in name of the Company. |
| (ii) | | According to the information and explanation given to us, the company is engaged in trading of shares. Further the company had no closing inventory whatsoever. |
| (iii) | | The Company has not granted any loans, secured or unsecured to Companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provision of clauses 3(iii) (a) to (c) of the Order are not applicable to the Company. |
| (iv) | | According to the information and explanations given to us, the said clause is inapplicable to the Company, being a non -banking financial company registered under Chapter IIIB of the Reserve Bank of India Act,1934 |
| (v) | | The Company has not accepted any deposits during the year, hence the directives issued by the Reserve Bank Of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable. |
| (vi) | | As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Act. Consequently, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company. |
| (vii) | (a) | According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income -tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31 st of March, 2017 for a period of more than six months from the date they became payable. |
| | (b) | According to the information and explanations given to us, there were no dues of Sales Tax or Service Tax or Duty of Custom or Duty of Excise or Value Added Tax have remained unpaid or disputed. |
| (viii) | | The Company has not availed any loan from any financial institution, bank, Government and there are no dues to debenture holders. Therefore, the provisions of clause (viii) of paragraph 3 of the order are not applicable to the Company. |

| | | |
|--------|--|---|
| (ix) | | During the year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and no term loan was raised by the Company. |
| (x) | | According to the information and explanations given to us, no instance of fraud on the Company by its officers or employees has been noticed or reported during the year. |
| (xi) | | The Company has paid remuneration to managerial personnel as per the provisions of Section 197 read with schedule V to the Companies Act, 2013. |
| (xii) | | In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company. |
| (xiii) | | The Company has not entered into related party transactions referred to in section 188 of the Act and also section 177 of the Companies Act, 2013 is not applicable. Consequently, the provisions of clause (xiii) of paragraph 3 of the Order are not applicable. |
| (xiv) | | The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore section 42 of the Companies Act, 2013 is not applicable. Consequently, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company. |
| (xv) | | The Company has not entered into any non-cash transactions with directors or persons connected with him, hence section 192 of Companies Act, 2013 is not applicable. Consequently the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company. |
| (xvi) | | The Company is registered under section 45 -IA of the Reserve Bank Of India Act, 1934 vide registration no. 14.00643 dated 06/04/19 98. Therefore, the provisions of clause (xvi) or paragraph 3 of the Order are applicable and have been complied with. |

For ADARSH KUMAR & CO.
Chartered Accountants
Firm Registration No. 013300N

(ADARSH KUMAR AGGARWAL)
ICAI Membership No. 087559
PROPRIETOR

DELHI
30TH MAY, 2017

“Annexure – B” to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of Capfin India Limited as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal financial control over financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide

reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For Adarsh Kumar & Co
Chartered Accountants

CA Adarsh Kumar Aggarwal
Proprietor
Membership No. 087559
Place: New Delhi
Date: 30th May, 2017

Balance Sheet as at 31st March 2017

₹ in rupees

| Particulars | Note No. | As at 31st March 2017 | As at 31st March 2016 |
|--|----------|-----------------------|-----------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholder's funds | | | |
| Share capital | 1 | 2,86,47,000.00 | 2,86,47,000.00 |
| Reserves and surplus | 2 | 32,07,279.64 | 26,71,328.01 |
| | | 3,18,54,279.64 | 3,13,18,328.01 |
| Non-current liabilities | | | |
| Deferred tax liabilities (Net) | | 0.00 | 4,113.00 |
| | | 0.00 | 4,113.00 |
| Current liabilities | | | |
| Other current liabilities | 3 | 1,06,878.00 | 1,54,319.00 |
| Short-term provisions | 4 | 1,24,364.00 | 0.00 |
| | | 2,31,242.00 | 1,54,319.00 |
| TOTAL | | 3,20,85,521.64 | 3,14,76,760.01 |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | 5 | | |
| Tangible assets | | 8,183.76 | 40,379.00 |
| Non-current investments | 6 | 1,59,65,866.00 | 1,59,65,866.00 |
| Long-term loans and advances | 7 | 1,45,47,487.00 | 1,37,60,681.00 |
| Deferred Tax Assets (Net) | 8 | 3,541.00 | 0.00 |
| | | 3,05,25,077.76 | 2,97,66,926.00 |
| Current assets | | | |
| Inventories | 9 | 0.00 | 0.00 |
| Trade receivables | 10 | 0.00 | 0.00 |
| Cash and cash equivalents | 11 | 12,91,842.88 | 12,73,733.01 |
| Short-term loans and advances | 7 | 2,68,601.00 | 4,36,101.00 |
| | | 15,60,443.88 | 17,09,834.01 |
| TOTAL | | 3,20,85,521.64 | 3,14,76,760.01 |
| SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS | 12 | | |
| RELATED PARTY DISCLOSURES | 13 | | |

The note referred above form an integral part of the Accounts

Audit Report as on even date attached

For ADARSH KUMAR & CO.

Chartered Accountants

(FRN: 013300N)

(M.No. 087559)

For and on behalf of the Board of Directors

ADARSH KUMAR AGGARWAL

PARTNER

Membership No.: 087559

Place: DELHI

Date: 30/05/2017

RACHITA MANTRY

Director

DIN: 03414391

SARITA MANTRY

Director

DIN: 01111382

Statement of Profit and loss for the year ended 31st March 2017

₹ in rupees

| Particulars | Note No. | 31st March 2017 | 31st March 2016 |
|--|-----------|---------------------|-----------------------|
| Revenue | | | |
| Revenue from operations | 14 | 19,65,869.38 | 20,85,075.72 |
| Other income | 15 | 822,33.00 | 0.00 |
| Total revenue | | 20,48,102.38 | 20,85,075.72 |
| Expenses | | | |
| Purchase of stock-in-trade | 16 | 0.00 | 2,72,265.00 |
| Changes in inventories | 17 | 0.40 | 4,67,778.40 |
| Employee benefit expenses | 18 | 6,33,035.00 | 5,61,957.00 |
| Depreciation and amortization expenses | 19 | 32,195.24 | 20,258.00 |
| Other expenses | 20 | 7,30,210.51 | 54,21,721.81 |
| Total expenses | | 13,95,440.75 | 67,43,980.21 |
| Profit before tax | | 6,52,661.63 | (46,58,904.49) |
| Tax expenses | | | |
| Current tax | | 124364.00 | 0.00 |
| MAT credit entitlement | | 0.00 | 0.00 |
| Deferred tax | | 0.00 | 0.00 |
| Excess/short provision relating earlier year tax | | (7,654.00) | (1,725.00) |
| Profit(Loss) for the period | | 5,35,951.63 | (46,57,179.49) |
| Earning per share | | | |
| Basic | 21 | | |
| Before extraordinary Items | | 0.19 | (1.63) |
| After extraordinary Adjustment | | 0.19 | (1.63) |
| Diluted | | | |
| Before extraordinary Items | | 0.19 | (1.63) |
| After extraordinary Adjustment | | 0.19 | (1.63) |
| SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS | 12 | | |
| RELATED PARTY DISCLOSURES | 13 | | |

The note referred above form an integral part of the Accounts

Audit Report as on even date attached

For ADARSH KUMAR & CO.

Chartered Accountants

(FRN: 087559)

For and on behalf of the Board of Directors

ADARSH KUMAR AGGARWAL
PARTNER

Membership No.: 087559

Place: DELHI

Date: 30/05/2017

RACHITA MANTRY
Director

DIN: 03414391

SARITA MANTRY
Director

DIN: 01111382

Notes to Financial statements for the year ended 31st March 2017

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

Note No. 1 Share Capital

₹ in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| Authorised : | | |
| 4000000 (31/03/2016:4000000) Equity shares of Rs. 10.00/- par value | 4,00,00,000.00 | 4,00,00,000.00 |
| Issued : | | |
| 3450000 (31/03/2016:3450000) Equity shares of Rs. 10.00/- par value | 3,45,00,000.00 | 3,45,00,000.00 |
| Subscribed and paid-up : | | |
| 2864700 (31/03/2016:2864700) Equity shares of Rs. 10.00/- par value | 2,86,47,000.00 | 2,86,47,000.00 |
| Total | 2,86,47,000.00 | 2,86,47,000.00 |

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares

₹ in rupees

| | As at 31st March 2017 | | As at 31st March 2016 | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| At the beginning of the period | 28,64,700 | 2,86,47,000.00 | 28,64,700 | 2,86,47,000.00 |
| Issued during the Period | 0.00 | 0.00 | 0.00 | 0.00 |
| Redeemed or bought back during the period | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding at end of the period | 28,64,700 | 2,86,47,000.00 | 28,64,700 | 2,86,47,000.00 |

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Note No. 2 Reserves and surplus

₹ in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|---------------------------------|-----------------------|-----------------------|
| Profit loss account | | |
| Opening Balance | (10,18,041.19) | 36,39,138.30 |
| Add: Profit for the year | 5,35,951.63 | 0.00 |
| Less: Loss for the year | 0.00 | (46,57,179.49) |
| Closing Balance | (4,82,089.56) | (10,18,041.19) |
| Capital reserve | | |
| Opening Balance | 36,89,369.20 | 36,89,369.20 |
| Add: Addition during the year | 0.00 | 0.00 |
| Less : Deletion during the year | 0.00 | 0.00 |
| Closing Balance | 36,89,369.20 | 36,89,369.20 |

Note No. 3 Other current liabilities

₹ in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|------------------------|-----------------------|-----------------------|
| Others payables | | |
| Expenses Payable | 1,06,878.00 | 1,54,319.00 |
| | 1,06,878.00 | 1,54,319.00 |
| Total | 1,06,878.00 | 1,54,319.00 |

Note No. 3(a) Other current liabilities:Expenses Payable

₹ in rupees

| Particulars | 31st March 2017 | As at 31st March 2016 |
|---|--------------------|-----------------------|
| Bhupinder Shah and Co. | 5,750.00 | 21,961.00 |
| Listing fees payable (Jaipur Stock Exchange) | 69,300.00 | 69,300.00 |
| Salaries Payable | 31,000.00 | 26,806.00 |
| Rent Payable | 0.00 | 5,000.00 |
| Telephone Expenses | 828.00 | 252.00 |
| Ex Gratia | 0.00 | 31,000.00 |
| Total | 1,06,878.00 | 1,54,319.00 |

Note No. 4 Provisions

₹ in rupees

| Particulars | As at 31st March 2017 | | | As at 31st March 2016 | | |
|----------------------------------|-----------------------|--------------------|-------------|-----------------------|-------------|-------------|
| | Long-term | Short-term | Total | Long-term | Short-term | Total |
| Other provisions | | | | | | |
| Provision for Current Income Tax | 0.00 | 1,24,364.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Provision for Leave Encashment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | 0.00 | 1,24,364.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 0.00 | 1,24,364.00 | 0.00 | 0.00 | 0.00 | 0.00 |

₹ in rupees

| Assets | Useful Life (in Years) | Gross Block | | | Accumulated Depreciation/ Amortisation | | | Net Block | |
|---------------------------|------------------------|------------------------------|---------------------------|--------------------------|--|--------------------------|---------------------------------------|-------------------------------|-------------------------------|
| | | Balance as at 1st April 2016 | Additions during the year | Deletion during the year | Balance as at 1st April 2016 | Provided during the year | Deletion/ adjustments during the year | Balance as at 31st March 2017 | Balance as at 31st March 2016 |
| A. Tangible assets | | | | | | | | | |
| Own Assets | | | | | | | | | |
| Printer | 5.00 | 8,295.00 | 0.00 | 0.00 | 5,140.00 | 2,648.00 | 0.00 | 7,788.00 | 3,155.00 |
| Office Equipments | 5.00 | 25,500.00 | 0.00 | 0.00 | 12,755.00 | 9,347.00 | 0.00 | 22,102.00 | 12,745.00 |
| Computer hardware | 3.00 | 41,700.00 | 0.00 | 0.00 | 17,221.00 | 20,200.00 | 0.00 | 37,421.00 | 24,479.00 |
| Total (A) | | 75,495.00 | 0.00 | 0.00 | 35,116.00 | 32,195.00 | 0.00 | 67,311.00 | 40,379.00 |
| P.Y Total | | 75,495.00 | 0.00 | 0.00 | 14,858.00 | 20,258.00 | 0.00 | 35,116.00 | 60,37.00 |

Note No. 6 Non-current investments

in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| Non-Trade Investment (Valued at cost unless stated otherwise) | | |
| Investments in equity Instruments (Unquoted) | | |
| In Others | | |
| 50000 Equity Shares of Rs. 10 each of Mantri Leasing and 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 and Cargo Ltd | 88,73,046.00 | 88,73,046.00 |
| Investment in Jewellery (Lower of cost and Market value) | 9,97,184.00 | 9,97,184.00 |
| Investment in Property | 26,69,636.00 | 26,69,636.00 |
| Gross Investment | 1,59,65,866.00 | 1,59,65,866.00 |
| Aggregate amount of unquoted investments | 1,59,65,866.00 | 1,59,65,866.00 |

Note No. 7 Loans and advances

in rupees

| Particulars | As at 31st March 2017 | | As at 31st March 2016 | |
|---|-----------------------|--------------------|-----------------------|--------------------|
| | Long-term | Short-term | Long-term | Short-term |
| Other loans and advances | | | | |
| Tax Deducted at Source | 0.00 | 87,097.00 | 0.00 | 67,014.00 |
| MAT credit entitlement | 0.00 | 79,917.00 | 0.00 | 79,917.00 |
| Capital Advances | 0.00 | 0.00 | 0.00 | 0.00 |
| Advances recoverable in Cash or in kind or for value to be received | 0.00 | 1,01,587.00 | 0.00 | 2,89,170.00 |
| Advance income tax | 0.00 | 0.00 | 0.00 | 0.00 |
| | 0.00 | 2,68,601.00 | 0.00 | 4,36,101.00 |
| Loans and Advances given to Parties | 1,45,47,487.00 | 0.00 | 1,37,60,681.00 | 0.00 |
| | 1,45,47,487.00 | 2,68,601.00 | 1,37,60,681.00 | 4,36,101.00 |
| Total | 1,45,47,487.00 | 2,68,601.00 | 1,37,60,681.00 | 4,36,101.00 |

Note No. 7(a) Loans and advances : Other loans and advances: Advance recoverable in cash or in kind or for value to be received

in rupees

| Particulars | As at 31st March 2017 | | As at 31st March 2016 | |
|-------------------------------------|-----------------------|-------------|-----------------------|-------------|
| | Long-term | Short-term | Long-term | Short-term |
| M.L. Rathi and Sons (HUF) | 0.00 | 0.00 | 10,75,000.00 | 0.00 |
| Golfink Hospitality Private Limited | 36,34,139.00 | 0.00 | 35,78,320.00 | 0.00 |
| Kusum Garments Private Limited | 41,40,000.00 | 0.00 | 38,40,000.00 | 0.00 |
| Solitaire Infrahome Pvt Ltd | 16,68,750.00 | 0.00 | 15,33,750.00 | 0.00 |
| Sushma Dalmia | 0.00 | 0.00 | 8,03,497.00 | 0.00 |
| Prem Rani Chaudhary | 8,15,726.00 | 0.00 | 7,43,225.00 | 0.00 |
| Tyag Readymix | 5,45,002.00 | 0.00 | 5,35,913.00 | 0.00 |
| DSM and Advisory Services Pvt Ltd | 0.00 | 0.00 | 15,47,992.00 | 0.00 |
| Sunita Agarwal | 0.00 | 0.00 | 1,02,984.00 | 0.00 |
| Vaibhav Vibhor Infrahome Pvt Ltd | 37,43,870.00 | 0.00 | 0.00 | 0.00 |
| Total | 1,45,47,487.00 | 0.00 | 1,37,60,681.00 | 0.00 |

Note No. 8 Deferred Tax

in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|--|-----------------------|-----------------------|
| Timing difference on account of Written Down Value of Depreciable Assets | | |
| On difference between book balance and tax balance of depreciable assets | | |
| (a) As per the Income Tax Act, 1961 | 19,643.35 | 27,069.00 |
| (b) As per the Companies Act, 1956 | 8,183.76 | 40,379.00 |
| Total = (a-b) | 11,459.59 | -13,310.00 |
| Deferred tax asset depreciation | 3,541.00 | 4,113.00 |
| Net deferred tax asset | 3,541.00 | 4,113.00 |

in rupees

Note No. 9 Inventories

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| (Valued at cost or NRV unless otherwise stated) | | |
| Traded goods | 0.00 | 0.00 |
| Total | 0.00 | 0.00 |

Note No. 10 Trade receivables

in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|----------------------------|-----------------------|-----------------------|
| Less than six months | | |
| Unsecured, Considered Good | 0.00 | 0.00 |
| Total | 0.00 | 0.00 |
| Total | 0.00 | 0.00 |

Note No. 11 Cash and cash equivalents

in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| State Bank of Bikaner and Jaipur | | |
| Balance other banks current account | 11,75,571.88 | 7,68,225.01 |
| Total | 11,75,571.88 | 7,68,225.01 |
| Cash in hand | | |
| in local currency | 1,16,271.00 | 5,05,508.00 |
| Total | 1,16,271.00 | 5,05,508.00 |
| Total | 12,91,842.88 | 12,73,733.01 |

Note No. 11(a) Cash and cash equivalents: State Bank of Bikaner and Jaipur: Balance other banks current account

in rupees

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|----------------------------------|-----------------------|-----------------------|
| State Bank of Bikaner and Jaipur | 11,75,571.88 | 7,68,225.01 |
| Total | 11,75,571.88 | 7,68,225.01 |

Note No. 14 Revenue from operations

in rupees

| Particulars | 31st March 2017 | 31st March 2016 |
|--------------------------------------|---------------------|---------------------|
| Sale of products | | |
| Quoted Listed Shares | 0.00 | 7,80,553.12 |
| | 0.00 | 7,80,553.12 |
| Other operating revenues | | |
| Income from Sale of Shares | 6,58,987.38 | 28,382.35 |
| Interest Income from Loan Advance | 13,06,882.00 | 12,48,862.00 |
| Dividend on Shares | 0.00 | 27,278.25 |
| | 19,65,869.38 | 13,04,522.60 |
| Gross revenue from operations | 19,65,869.38 | 20,85,075.72 |

Note No. 15 Other income

in rupees

| Particulars | 31st March 2017 | 31st March 2016 |
|--------------------------------------|------------------|-----------------|
| Interest on Income Tax Refund | 30,231.00 | 0.00 |
| Rent Income | 52,002.00 | 0.00 |
| Total | 82,233.00 | 0.00 |

Note No. 16 Purchase of stock-in-trade

in rupees

| Particulars | 31st March 2017 | 31st March 2016 |
|----------------------|-----------------|--------------------|
| Quoted Listed Shares | 0.00 | 2,72,265.00 |
| Total | 0.00 | 2,72,265.00 |

Note No. 17 Changes in inventories

in rupees

| Particulars | 31st March 2017 | 31st March 2016 |
|---|-----------------|--------------------|
| Inventory at the end of the year | | |
| Traded Goods | 0.00 | 0.00 |
| | 0.00 | 0.00 |
| Inventory at the beginning of the year | | |
| Traded Goods | 0.00 | 4,67,778.40 |
| | 0.00 | 4,67,778.40 |
| (Increase)/decrease in inventories | | |
| Traded Goods | 0.00 | 4,67,778.40 |
| | 0.00 | 4,67,778.40 |

Note No. 18 Employee benefit expenses

in rupees

| Particulars | 31st March 2017 | 31st March 2016 |
|---------------------------------|--------------------|--------------------|
| Salaries and Wages | | |
| Salaries (Other than Directors) | 5,53,000.00 | 5,05,306.00 |
| Leave encashment | 20,500.00 | 15,500.00 |
| | 5,73,500.00 | 5,20,806.00 |
| Staff welfare Expenses | 59,535.00 | 41,151.00 |
| Total | 6,33,035.00 | 5,61,957.00 |

Note No. 19 Depreciation and amortization expenses **in rupees**

| Particulars | 31st March 2017 | 31st March 2016 |
|---------------------------------|-----------------|------------------|
| Depreciation on tangible assets | 32195.24 | 20,258.00 |
| Total | 32195.24 | 20,258.00 |

Note No. 20 Other expenses **in rupees**

| Particulars | 31st March 2017 | 31st March 2016 |
|--|--------------------|---------------------|
| Bank charges | 2,961.50 | 4,912.72 |
| Books periodicals | 41,013.00 | 21,325.00 |
| Conveyance expenses | 57,377.00 | 37,922.00 |
| Demat charges | 1,150.00 | 1,814.00 |
| Electricity expenses | 0.00 | 3,800.00 |
| E-voting expenses | 2500.00 | 1000.00 |
| Filing Fees | 6,600.00 | 28,800.00 |
| General Meeting Expenses | 8,550.00 | 8,550.00 |
| Income Tax Paid | 10,490.00 | 42,360.00 |
| Legal and Professional Charges | 22,000.00 | 42,000.00 |
| General and Miscellaneous Expenses | 20403.38 | 10,015.62 |
| Postage and Courier | 11,199.88 | 3,189.00 |
| Printing and Stationery | 51,847.00 | 35,600.00 |
| Publication Expenses | 25,575.00 | 27,063.00 |
| Repairs & Maintainance :Furniture | 42,216.00 | 9300.00 |
| Vehicle Expenses | 66,700.00 | 44,200.00 |
| Securites Transaction tax | 1,411.00 | 59,714.00 |
| Shares Transfer and Registration Fees | 9,595.00 | 9,054.40 |
| Secretarial Auditor Fees | 21000.00 | 0.00 |
| Auditors reimbursement expenses | 5,750.00 | 5,725.00 |
| Short and Excess | 0.00 | (1.36) |
| Brokerage and other charges | 0.00 | 1,287.75 |
| Listing fees | 2,56,487.75 | 2,71,410.00 |
| Rent | 60,000.00 | 60,000.00 |
| Website expense | 2,500.00 | 2,500.00 |
| Share forfeiture fees | 0.00 | 11,450.00 |
| Telephone and postage expenses | 3,246.00 | 3,995.00 |
| Loss on trading of shares | 0.00 | 16,52,062.95 |
| Future and Option loss | 0.00 | 30,13,183.19 |
| Penalty on short margin on Future and option | 0.00 | 9,489.54 |
| Total | 7,30,210.51 | 54,21,721.81 |

Note No. 21 Earning Per Share **in rupees**

| Particulars | Before Extraordinary items | | After Extraordinary items | |
|---|----------------------------|--------------------|---------------------------|--------------------|
| | 31st March 2017 | 31st March 2016 | 31st March 2017 | 31st March 2016 |
| Basic | | | | |
| Profit after tax (A) | 5,35,951.63 | (46,57,179.49) | 5,35,951.63 | (46,57,179.49) |
| Weighted average number of shares outstanding (B) | 28,64,700 | 28,64,700 | 28,64,700 | 28,64,700 |
| Basic EPS (A / B) | 0.19 | (1.63) | 0.19 | (1.63) |
| Face value per share | 10.00 | 10.00 | 10.00 | 10.00 |

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 201 7

| | FOR THE YEAR ENDED 31.3.2017 | FOR THE YEAR ENDED 31.3.2016 |
|--|---|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax & extra ordinary item | 6,52,661.63 | -4,658,904.49 |
| Adjustment for : | | |
| Depreciation/Amortization Expense | 32,195.24 | 20,258.00 |
| Profit on Sale of Long Term Investment | 0.00 | 0.00 |
| Operating Profit Before Working Capital Changes | 6,84,856.87 | -4,638,646.49 |
| Adjustment for : | | |
| (Increase) /Decrease in Trade & Other Receivables | 2,91,864.00 | 31,67,992.90 |
| Increase / (Decrease) in Others Current Liabilities | -47,441.00 | -135,272.00 |
| Cash Generated From Operations | 9,29,279.87 | -1,605,925.59 |
| Income Tax Paid (Net) | 1,24,364.00 | 0.00 |
| Net Cash From Operating Activities | <u>8,04,915.87</u> | <u>-1,605,925.59</u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | 0.00 | 0.00 |
| Sale of Fixed Assets | 0.00 | 0.00 |
| Sale/(Purchase) of Other Investments | -7,86,806.00 | 22,95,044.63 |
| Net Cash Used in Investing Activities | <u>-7,86,806.00</u> | <u>22,95,044.63</u> |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Shares Capital | 0.00 | 0.00 |
| Proceeds from Capital Reserve | 0.00 | 0.00 |
| Net Cash Used in Financing Activities | <u>0.00</u> | <u>0.00</u> |
| Net Increase/ (Decrease) in Cash & Cash Equivalents | 18,109.87 | 6,89,119.04 |
| Cash & cash equivalents at the beginning of the period | 12,73,733.01 | 5,84,613.97 |
| Cash & cash equivalents at the end of the period | 12,73,733.01 | 12,73,733.01 |

Note:

Cash & Cash Equivalents includes:

| | | |
|--------------------|---------------------|---------------------|
| Cash in hand | 1,16,271.00 | 5,05,508.00 |
| Balance with banks | 11,75,571.88 | 7,68,225.01 |
| | <u>12,91,842.88</u> | <u>12,73,733.01</u> |

(RACHITA MANTRY)
WHOLE TIME DIRECTOR
DIN: 03414391
Address : 216, Kalyan Vihar,
Delhi-110009

(SARITA MANTRY)
DIRECTOR
DIN: 01111382
Address : 216, Kalyan Vihar,
Delhi-110009

AUDITORS' REPORT
As per audit report on even date.

For Adarsh Kumar & Co.
Chartered Accountants
Firm Registration No. 013300N

(ADARSH KUMAR AGGARWAL)
ICAI Membership No. 087559
PROPRIETOR

DELHI
30TH MAY, 2017

CAPFIN INDIA LIMITED

NOTE 12

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 all material aspects of the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company. 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 as at the date of financial statements and reported amounts of revenue and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from those estimates and the difference between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

3. Fixed Assets

Fixed assets are stated at cost of acquisition (net of CENVAT, where ever applicable), less accumulated depreciation till the end of financial year. Cost is inclusive of freight, duties, levies, installation expenses and any directly attributable cost of bringing the assets to their working condition for intended use which are capitalized till the assets are ready to be put to use.

4. Depreciation

Consequent to enforcement of Companies Act, 2013, Depreciation on Fixed Assets is provided to the extent of depreciable amount as per Schedule II of the said Act taking into account the useful life of the assets as given in the schedule.

5. Inventories

Inventory is physically taken and valued by the management at lower of cost or net realisable value. Although, the Company has no closing inventory.

6. Impairment

The company assesses at each balance sheet date whether there is any indication that an asset may

be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

7. Employee Benefits

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.

8. Investments

Non Current Investments in equity shares have been valued at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

9. Foreign Currency Transactions

There were no transactions in foreign currency.

10. Current Assets and Loans and Advances

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

11. Income Tax

**Provision for Income tax is `124364 /- (Previous year : `Nil-) during the year.
Deferred Income Tax Asset as on 31st March, 2017 is `(3,541/-) (Previous year : `(4,113/-))**

12. 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.

13. 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.

14. Contingent Liabilities and Provisions

The company recognizes 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.

Current Year : Nil (Previous Year : Nil)

15. Others

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

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

In order to produce documents or articles under sub-section (2) and (3) of section 50 of PMLA Act, 2002 by ED Lucknow the copy of the following documents of the Company were submitted during the year 2016-17

- Details of Loan along with the confirmation of accounts from 2009-10 to 2015-16
- ITR and Annual accounts from 2009-10 to 2015-16.
- Bank Statement for the period from 2007-08 to 2015-16

Notes 1 to 21 have been duly authenticated.

(RACHITA MANTRY)

DIRECTOR

DIN: 03414391

Address : 216, Kalyan Vihar, Delhi-110009

(SARITA MANTRY)

DIRECTOR

DIN: 01111382

Address : 216 Kalyan Vihar, Delhi 110009

AUDITORS' REPORT

As per audit report on even date.

For ADARSH KUMAR & CO.

Chartered Accountants

Firm Registration No. 013300N

(ADARSH KUMAR AGGARWAL)

ICAI Membership No. 087559

PROPRIETOR

DELHI

30TH MAY, 2017

CAPFIN INDIA LIMITED
YEAR ENDED 31ST MARCH, 2017

NOTE 13

Related Party Disclosures:

(i) As per Accounting Standard 18, the disclosures of transactions with the related parties are Given below:

(a) **Related Parties where control exists** : None

(b) Key Management Personnel :

- a) Ms. RACHITA MANTRY –Whole Time Director
- b) Ms. RACHITA MANTRY –CFO
- c) Mr. AMIT DHANTRE –Independent Director
- d) Mr. SUNIL CHOPRA –Independent Director
- e) Ms. PRIYANKA CHAUDHARY – Secretary
- f) Mrs SARITA MANTRY – Promoter and Non-Executive Director

(ii) **Transactions during the year with related parties:** None

(iii) **Balance Outstanding as of 31st March 2017:** None

(RACHITA MANTRY)
DIRECTOR
DIN: 03414391
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(SARITA MANTRY)
DIRECTOR
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Delhi 110009

AUDITORS' REPORT
As per audit report on even date.

For ADARSH KUMAR & CO.
Chartered Accountants
Firm Registration No. 013300N

DELHI
30TH MAY, 2017

(ADARSH KUMAR AGGARWAL)
ICAI Membership No. 087559
PROPRIETOR

CAPFIN INDIA LIMITED

CIN: L74999DL1992PLC048032

Registered Office:PP-1, Gali No. 10,Industrial Area, Anand Parvat, New Delhi-110005

Tel No.: 011-28762142; E- mail id: capfinindiaLtd@yahoo.co.in

Website: www.capfinindia.com

Form No. MGT – 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74999DL1992PLC048032
Name of the Company : Capfin India Limited
Registered Office : PP-1, Gali No.10, Industrial Area, Anand Parvat, New Delhi - 110005
Name of the member(s) :
Registered address :
E-mail Id :
Folio No. / Client Id :
DP ID :

I/ We, being the member(s) of ____ shares of the above named company, hereby appoint

1. **Name** :
Address :
E-mail Id :
Signature :.....or failing him

2. **Name:**
Address:
E-mail Id:
Signature :.....or failing him

3. **Name:**
Address:
E-mail Id:
Signature :.....

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 25th Annual General Meeting/ Extraordinary General Meeting of the Company, to be held on the **19day of September, 2017** at 10.45 a.m. at HR36 – Gali No. 10, First Floor, Anand Parbat Industrial Area, New Delhi -110005 and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No:

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 to offer himself for re-appointment.
3. To ratify the appointment of Adarsh Kumar & Co., Chartered Accountants (ICAI Reg. No. 087559), 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.

Signed 19th day of Sept, 2017

**Affix Revenue
Stamp**

Signature of the shareholder

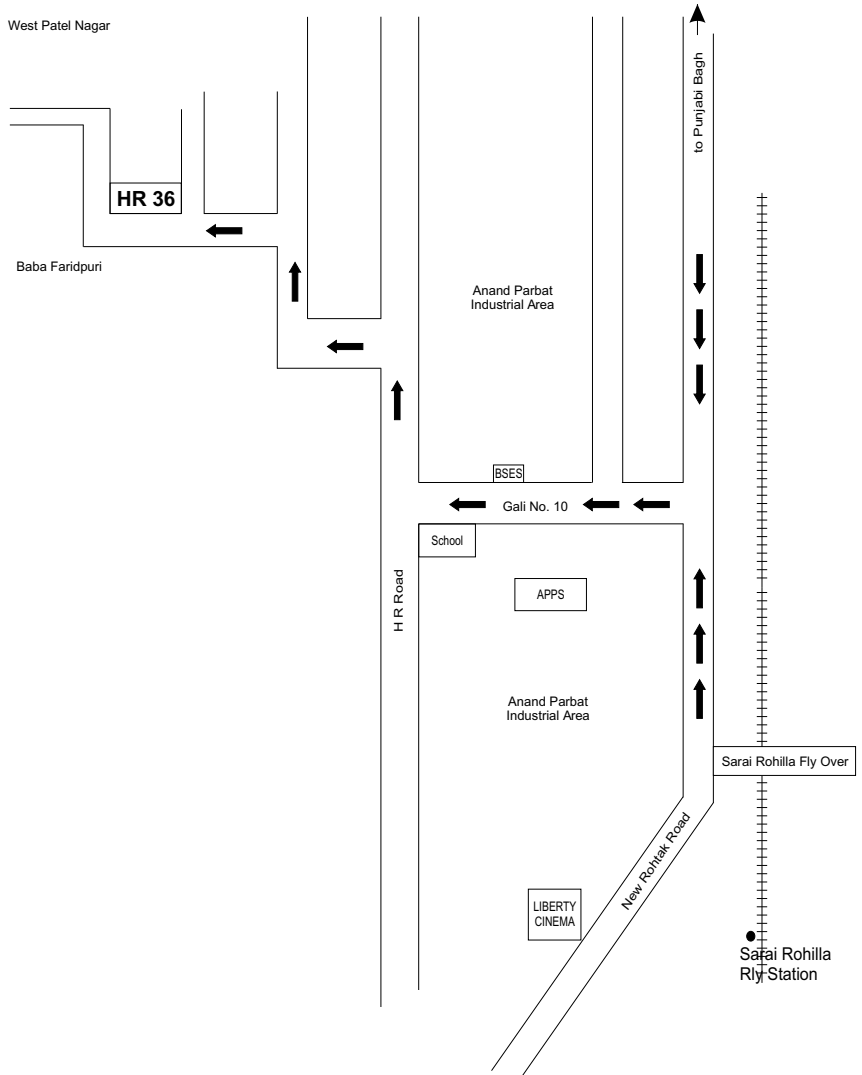
Signature of the Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BLANK

Road Map for Venue for AGM



BOOK POST

If undelivered please return to:

CAPFIN INDIA LIMITED

**Registered Office : PP-1, Gali No. 10, Industrial Area
Anand Parvat, West Delhi-110005**