

# **Annual Report 2014-2015**

## **CAPITAL FINVEST LIMITED**

Registered Office: 1002, Arunachal, 19 Barakhamba Road, New Delhi -110 001.

Tel. No. +91-11 23315050, 23718585, Email id:capital89@yahoo.com

CIN: L67120DL1983PLC016575

Website : [www.capfin.in](http://www.capfin.in)

**BOARD OF DIRECTORS**

SHRI RATTAN SINGHANIA  
SHRI LALIT KUMAR  
SHRI ARUN KUMAR GARG  
SMT NEETA GOEL

**AUDITORS**

M/S P.M. ARORA & CO.  
Chartered Accountants  
A-10, Commercial Complex  
Ranjit Nagar,  
New Delhi - 110 008.

**REGISTERED OFFICE**

Flat No. 1002,  
Arunachal - 10th Floor,  
19, Barakhamba Road,  
New Delhi - 110 001.

**REGISTRARS & SHARE TRANSFER AGENT**

SKYLINE FINANCIAL SERVICES PVT. LTD.  
D-153/A, First Floor,  
Okhla Industrial Area Phase - I,  
New Delhi - 110 020

## CAPITAL FINVEST LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of Capital Finvest Limited will be held on Wednesday, 30th Day of September, 2015 at 11.00 A.M. at Registered Office of the Company at 1002, Arunachal, 19 Barakhamba Road, New Delhi – 110 001, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, and Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Lalit Kumar (DIN 0059732), who retires by rotation and, being eligible offers himself for re-appointment.
3. To re-appoint M/s P.M.Arora & Co. Chartered Accountants (Firm Registration No. 1775N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors or any Committee thereof.

#### SPECIAL BUSINESS

4. To appoint Smt. Neeta Goel (DIN 07158388) as an Independent (Non-Executive) Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 “(the Act)” read with the companies (Appointment and Qualification of Directors) Rules, 2014 and the other applicable Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt Neeta Goel (DIN: 07158388) who was appointed as an Additional Director (Independent Non-Executive) in terms of Section 161(1) of the Act and Articles of Association of the Company on 15th April 2015 by the Board of Directors, whose term of office expires at the ensuing 31st Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for five(5) consecutive years upto March 31, 2020, not liable to retire by rotation.”
5. To consider and, if thought fit, to pass the following resolution with or without modification, as a special resolution:  
“Resolved that the existing Article 95 of the Articles of Association of the company be and is hereby substituted by the following Article  
“A Director may be paid out of the funds of the company a fee for attending meetings of the Board or a Committee of the Board as may be determined by the Board from time to time as permissible under the Companies Act, 2013. All other remuneration, if any payable by the company to each Director, whether in respect of his services as a Managing Director or a Director in the Whole or part-time employment of the company or otherwise shall be determined in accordance with and subject to the provisions of the Act. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending the Board and Committee meetings or otherwise incurred in the execution of their duties as Directors. The company in General Meeting may sanction a remuneration to all or any of the Directors or its Whole Time Director as may be permissible under the Act.”

Dated: 01-09-2015  
Place : New Delhi

By order of the Board of Directors  
For CAPITAL FINVEST LIMITED  
RATTAN SINGHANIA  
Whole Time Director

## CAPITAL FINVEST LIMITED

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015, both days inclusive.
6. As a measure of economy and a step toward green initiative, Members are requested to bring copy of Annual Report / Notice to the meeting.
7. Members who have not already submitted their Permanent Account Number (PAN) & Email Id's, are requested to submit the same.
8. All documents referred in the accompanying Notice, Explanatory and Statutory records etc. are open for inspection at the Office of the Company during office hours on all working days, up to and inclusive of the date of the Annual General Meeting.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
10. Electronic copy of the Notice of the Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 aforesaid documents are being sent by the permitted mode.
11. **PROFILE OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING 31<sup>ST</sup> AGM**  
(Refer Item NO. 2 & 4 of the Notice for AGM)

Name of the Director	(1) LALIT KUMAR	(2) NEETA GOEL
DIN	00059732	07158388
Date of Birth	12-01-1952	24-12-1974
Date of Appointment	26-09-2012	15-04-2015
Profile/ Expertise in Specific functional Areas	A Fellow Member of The Institute of Chartered Accountants of India having vast knowledge in financial and company law matters.	Graduate from Delhi University
Qualifications	B.Com, FCA	B.Com
List of directorship in other Public Companies. (As on 31 <sup>st</sup> March 2015)	—NIL—	—NIL—
Shares held by the Director	501	3250

## CAPITAL FINVEST LIMITED

### 12. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

#### The instructions for members for voting electronically are as under:-

- A. The voting period begins on 26th September, 2015 at 10.00 a.m and ends on 29th September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

#### In case of Members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now Enter your User ID,
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the Pan field.</li> <li>◆ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the Pan field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>◆ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cutoff date in the Dividend Bank details field.</b></li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.

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- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Capital Finvest Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than individual, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the accounts for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

### **In case of members receiving the physical copy:**

**B.** Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

### **C. COMMON INSTRUCTIONS**

- i. E-voting shall not be allowed beyond 5.00 p.m. on 29th September, 2015. During e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date of 23rd September, 2015.
- iii. Mr. Sanjay Sood (membership no. 88817) Chartered Accountant, has been appointed as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

## CAPITAL FINVEST LIMITED

- v. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman may offer an opportunity to such members to vote at the meeting for all business specified in the accompanying notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote at the meeting. The voting right of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
  - vi. The results shall be declared on or after the AGM of the Company. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite Number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's Notice Board and on the website of CDSL within 2 days of passing of resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting, so that the same can be suitably replied.

**Dated: 01-09-2015**  
**Place : New Delhi**

**By order of the Board of Directors**  
**For CAPITAL FINVEST LIMITED**  
**RATTAN SINGHANIA**  
**Whole Time Director**

## CAPITAL FINVEST LIMITED

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

#### **Item No. 4 : APPOINTMENT OF INDEPENDENT DIRECTOR**

As per the provisions of Section 149(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company Should have at least one Woman Director on the Board of the Company. Accordingly, pursuant to the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Smt. Neeta Goel (DIN 07158388) as an Additional (Independent Non-Executive) Director of the Company w.e.f. 15<sup>th</sup> April 2015 to hold office for five (5) consecutive years for a term up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company and she is not liable to retire by rotation."

The Board of Directors after consideration has recommended to appoint Smt Neeta Goel (DIN: 07158388) as a Non-Executive Independent Director within the meaning of Section 149 and 152 (including Section 149(10) of the new Companies Act, 2013 read with the Schedule IV attached thereto and Rules made under, not subject to retirement by rotation, for a term of five (5) consecutive years upto 31<sup>st</sup> March 2020 with effect from the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Smt. Neeta Goel for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act 2013. The notice received under section 160(2) is available for inspection during normal business hours on any working day of the Company.

The Company has received from Smt. Neeta Goel consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form Dir-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Smt. Neeta Goel (DIN 07158388), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board considers that her association would be immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

The said Independent Director is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel ) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (including relatives of directors or Key Managerial Personnel) other than the respective Non-Executive Independent Director herself is concerned or interested, financially or otherwise, In this resolution.

The Board recommends the resolutions set forth in Item No 4 for the approval of the members.

#### **Item No. 5 : INCREASE IN BOARD MEETING FEE**

The existing article has become obsolete in the context of present time. The Companies Act 1956 was amended from time to time and then repealed with the new Companies Act 2013.

Presently the maximum meeting fee that can be paid to the directors for attending a Board Meeting or a committee meeting is Rs. 250/- which is too low as it was fixed so long ago in the Companies Act, 1956. Now the times have changed. Directors need to be paid reasonable fee for attending Board Meetings or committees thereof. Further working directors or Whole Time Directors need to be paid as per the new Act. Hence the proposed resolution would enable the company to pay appropriate fee and remuneration to the directors as may be decided by the Board from time to time as may be permissible under the Act. The proposed article is in consonance with the changed times and the new Act.

Dated: 01-09-2015  
Place : New Delhi

By order of the Board of Directors  
For CAPITAL FINVEST LIMITED  
RATTAN SINGHANIA  
Whole Time Director



# CAPITAL FINVEST LIMITED

## DIRECTORS' REPORT

### To the Members of CAPITAL FINVEST LIMITED

Your Directors have pleasure in presenting the 31st Annual Report together with the audited statement of accounts for the financial year ended 31st March, 2015.

#### 1. FINANCIAL RESULTS

PARTICULARS	(Fig in Rs.) 2014-15	(Fig in Rs.) 2013-14
Income	3419545	4613995
Expenses	2159491	2174035
Profit (before financial charges, depreciation and tax)	1260054	2439960
Net Finance Expense / (Income)	NIL	NIL
Depreciation and amortization Expenses	293844	115017
Profit before tax	966210	2324943
Tax Expense	181006	341660
<b>Net Profit for the year</b>	<b>785204</b>	<b>1983283</b>

#### 2. FINANCIAL PERFORMANCE & OUTLOOK

Financial performance of the company for the year under review is obvious from the aforesaid results which is below expectations. Your company mainly operates in Capital Markets and Commodities markets by way of arbitrage, trading and investment activities on its own account. The economic slowdown in global markets and the volatility in these markets have increased affecting the operations of the company. The company is always on the lookout for alternative avenues for business opportunities. However, now with a stable Central Government, economy is expected to improve and grow with pragmatic policies and economic reforms and so should grow our company. The company is managing various risks by maintaining a conservative financial profile and by following prudent business and risk management practices. It is expected that our markets should remain less volatile and stable. Barring unforeseen circumstances, we expect better results in times to come.

#### 3. DIVIDEND

Your Directors feel that it is prudent to plough back profits for the company's future growth. Therefore, your Directors do not recommend any dividend for the year ended 31st March, 2015.

#### 4. TRANSFER TO RESERVES

The Company has transferred an amount of Rs. 1,82,524.82 to the Statutory Reserve Fund under section 451C of the RBI Act 1934 and Rs. 7,00,000/- to the General Reserve for the Financial Year 2014-15 out of Profit and Loss Account for the year.

#### 5. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the Financial Year 2014-15.

#### 6. SUBSIDIARY COMPANIES

The Company did not have any Subsidiary Company or any joint ventures during the year under review.

#### 7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Considering its nature of activities, the following disclosures are made as per the provisions of Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014:

- The Company has no activities relating to conservation of energy and technology absorption.
- There are no foreign exchange earnings or outgo during the period under review

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### 8. DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### 9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not made any loan or given any Guarantees or made any investment under Section 186 of the Companies Act, 2013.

### 10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act and based on the representations received from the management, the directors hereby confirm that:

- i. In the preparation of the annual accounts for the financial year 2014-15, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- iii. they have taken Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 11. CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR 2014-15

During the year under review, the company had made a preferential issue of 515000 equity shares of Rs.10/- each at Rs.13/- per share thus had raised aggregate amount of Rs. 6695000/-; Rs. 5150000/- on account of share capital and Rs. 1545000/- on account of share premium. This issue was made in accordance with the applicable rules and regulations ranking pari passu with the existing shares. The issue was made to argument its working capital resources and to meet listing requirements.

### 12. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s P.M.Arora &Co. Chartered Accountants (Firm Registration No. 1775N), were appointed as statutory auditors of the Company for a period of three years at the Annual General Meeting hold on 30-09-2014. Their continuance of appointment is placed for ratification at the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

### 12A. AUDIT REPORT

The Statutory Auditors have submitted the Audit Report on the Financial Statements of the Company for the accounting year ended 31st March 2015. The observations and comments given by Auditors in their Report read together with the Notes to the Accounts are self explanatory and require no comments.

### 13. COST AUDITORS

In view of the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to your company.

### 14. SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration

## CAPITAL FINVEST LIMITED

of Managerial Personnel) Rules, 2014 the company has appointed Mr. Sanjay Kumar, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for the year 2014-15. The Secretarial Audit Report, as placed by the Auditors is annexed with this Report as Annexure I.

### 15. SECRETARIAL AUDITOR'S REPORT

There are no disqualifications or adverse remarks in the Secretarial Auditors Report except that the company had not appointed a full time Company Secretary. The company could not appoint a full time company secretary as the company is a small company having limited operations and having only three wholtime employees and one wholtime director. Considering the nature, size and extent of its business it became difficult to find a company secretary at a reasonable remuneration as company could not afford high salary as being offered by other companies as demand for company secretaries had increased tremendously pursuant to Companies Act, 2013. The company had been making timely compliances as its directors are themselves qualified professionals as Chartered Accountants and had been engaging practicing company secretaries. However, the company has now finalised a full time company secretary and is in the process of its appointment.

### 16. INTERNAL AUDITORS

The Company has appointed M/s Sunil Kewal & Associates Chartered Accountants as Internal Auditor of the Company for the Financial Year 2014-2015. Their Report is placed before the Audit Committee of the Company from time to time.

### 17. ANNUAL RETURN

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 ( the "Act") is enclosed at **Annexure-II** in the prescribed form **MGT-9** and forms part of this Report.

### 18. DIRECTORS

Mr. Lalit Kumar, Director, retires by rotation and being eligible, has offered himself for re-appointment. The Board recommends the same for your approval.

Mrs. Neeta Goel was appointed as an additional independent director and retires at the ensuing Annual General Meeting and a Notice has been received from a member for her appointment. As she fulfils the conditions specified in the Act, the Board recommends the same for your approval.

### 19. NUMBER OF MEETINGS OF THE BOARD

Thirteen meetings of the Board of Directors of the Company were held during the year.

### 20. TRANSACTIONS WITH RELATED PARTIES

The Company has not entered into any contract or arrangement or transaction of material nature as specified u/s 188 (1) of the Act with any of the related party except the remuneration paid to its Wholtime Director of which disclosures has been given in the notes to the financial statement.

### 21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

### 22. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee and Board of the Company on a continuous basis. The Company has in place a mechanism to inform the Board about the risk assessment and minimisation procedures and periodical review to ensure that risk is controlled by means of a properly defined framework. In the Board's view, there are no material risks, which may threaten the existence of the Company.

### 23. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## CAPITAL FINVEST LIMITED

### 24. CORPORATE GOVERNANCE REPORT

Corporate Governance Report Pursuant to Clause 49 of the Listing Agreement is not applicable to the company as the Paid up capital of the company is less than 10 crores and networth less than Rs. 25 crores.

### 25. CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the company.

### 26. MATERIAL CHANGES AND COMMITMENTS:

No material changes or commitments which may affect the financial position of the Company has occurred between the end of the financial year of the Company and the date of this report.

### 27. BOARD EVALUATION

Pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI under Clause 49 of the Equity Listing Agreement, the Board of Directors has carried out an annual evaluation of its performance, and that of its Committees and Individual Directors.

The performance of the Board, Wholetime director and individual Directors was evaluated by the Board seeking inputs from the directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee reviewed the performance of the individual director.

The Criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning transparency and disclosures etc.

### 28. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has adequate system of internal control with reference to the financial statements commensurate with the size and nature its activities. 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. Company ensures proper and adequate systems and procedures commensurate with its size and nature of its business are kept and maintained.

### 29. LISTING

The Equity shares of your company are listed at Metropolitan Stock Exchange of India Limited. The Company has paid listing fees to the said Stock Exchange for the year 2014-15.

### 30. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and revised Clause 49 of the Listing Agreement, a Vigil Mechanism for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy has been established.

### 31. AUDIT COMMITTEE

The Company has constituted an Audit Committee consisting of two independent directors and its wholetime director. There was no recommendation of the Audit Committee which was not accepted by the board.

### 32. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted a Nomination and Remuneration Committee consisting of three non-executive directors out of which two are independent.

### 33. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has in place a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, Pursuant to the provisions of the Act, the same is annexed hereto as Annexure III.

### 34. REMUNERATION RATIO OF THE DIRECTORS

The information required pursuant to Section 197 (12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed at Annexure-IV.

## CAPITAL FINVEST LIMITED

### 35. PARTICULARS OF EMPLOYEES

The information required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as there was no Personnel who was in receipt of remuneration aggregating to Rs. 60,00,000/- per annum if employed throughout the financial year and Rs. 5,00,000/- per month if employed for a part of financial year.

### 36. DEMATERIALISATION OF SHARES

As at March 31, 2015, 89.37% of equity shares of the Company have been dematerialised by shareholders through National Securities Depository Limited & Central Depository Services Limited. The shareholders, who have not gone for dematerialization of the shares till date, are requested to opt for dematerialization of the shares at the earliest.

Further as per SEBI circular no. D & CC/FITTC/CIR-15/2002 dated 27<sup>th</sup> December, 2002; Company has appointed M/s Skyline Financial Services Pvt. Ltd., as Registrar for Share Transfer and Electronic connectivity. Accordingly all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer, demat/remat, change of address etc. to our Registrar at below mentioned address :

M/s Skyline Financial Services Pvt. Ltd.

(Unit : Capital Finvest Limited)

D-153A, 1st Floor,

Okhla Industrial Area Phase – I,

New Delhi – 110020

Telephone No. : (011) 26812682, 26812683

Fax No. : (011) 30857562

### 37. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

### 38. ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders and bankers for the continued support given by them to the Company and their confidence reposed in the management.

Dated: 01-09-2015

Place : New Delhi

By order of the Board of Directors  
For CAPITAL FINVEST LIMITED  
RATTAN SINGHANIA  
Whole Time Director  
CHAIRPERSON

## CAPITAL FINVEST LIMITED

### ANNEXURE - I

**SANJAY KUMAR**  
Companies Secretaries

E-mail id : cs.sanjaykumar@gmail.com  
Address : 4/64, Shalimar Park, Shahdara  
Delhi - 110032  
Mobile No. 9818220397

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 - FORM NO MR-3]*

**To,  
The Members,  
Capital Finvest Limited  
New Delhi**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Capital Finvest 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 31<sup>st</sup> March, 2015 complied with the statutory provisions to the extent applicable to it 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 the company having its registered office at 1002, Arunachal, 19 Barakhamba Road, New Delhi-110001 for the financial year ended on 31<sup>st</sup> March, 2015 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;
- (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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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;

## CAPITAL FINVEST LIMITED

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with MCX Stock Exchange . except that the company had not appointed a Company Secretary during the year.

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

**We further report that :**

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.

There were no dissenting views on any matter.

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 the company has on specific events /actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards, etc.

**Place: New Delhi**  
**Date: 29th May 2015**

For **SANJAY KUMAR**  
*Companies Secretaries*  
**SANJAY KUMAR**  
*C P No.:13560*

## CAPITAL FINVEST LIMITED

### ANNEXURE -II

Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015

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

#### I. REGISTRATION AND OTHER DETAILS:

Particulars	Details
i) CIN	: L67120DL1983PLC016575
ii) Registration Date	: 20/09/1983
iii) Name of the Company	: CAPITAL FINVEST LIMITED
iv) Category / Sub-Category of the Company	: Company Limited by shares/ Indian Non- Government Company
v) Address of the Registered office and contact details	: 1002, Arunachal, 19 Barakhamba Road, New Delhi - 110001 Tel No.- 011-23315050 email:capital89 @yahoo.com
vi) Whether listed company Yes / No	: Yes (Listed on Metropolitan Stock Exchange)
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: SKYLINE FINANCIAL SERVICES PRIVATE LTD. D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020 Phone No. : 26812682-83

#### 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.	Other Financial Service Activities	64990	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	-	-	-	-	-
2	-	-	-	-	-



## IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

## a) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	261395	261395	17.60	386395	-	386395	19.32	(+)1.72
b) Central Govt.	-	-	-	-	-	-	-	-	NIL
c) State Govt.(s)	-	-	-	-	-	-	-	-	NIL
d) Bodies Corp.	-	341200	341200	22.98	341200	-	341200	17.06	(-)5.92
e) Banks/FI	-	-	-	-	-	-	-	-	NIL
f) Any Other	-	-	-	-	-	-	-	-	NIL
<b>Sub Total A(1):-</b>	-	<b>602595</b>	<b>602595</b>	<b>40.58</b>	<b>727595</b>	-	<b>727595</b>	<b>36.38</b>	<b>(-)4.2</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of promoter (A)=(A)(1)+(A)(2)</b>	-	<b>602595</b>	<b>602595</b>	<b>40.58</b>	<b>727595</b>	-	<b>727595</b>	<b>36.38</b>	<b>(-)4.2</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual funds	-	-	-	-	-	-	-	-	NIL
b) Banks/FI	-	-	-	-	-	-	-	-	NIL
c) Central Govt	-	-	-	-	-	-	-	-	NIL
d.)State Govt(s)	-	-	-	-	-	-	-	-	NIL
e)Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
f) Insurance Companies	-	-	-	-	-	-	-	-	NIL

g) F.I.I.s	-	-	-	-	-	-	-	-	NIL
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
i) Others (Specify)	-	-	-	-	-	-	-	-	NIL
<b>Sub-Total (B) (1):-</b>	-	-	-	-	-	-	-	-	NIL
<b>2.Non-institutions</b>									
a) Bodies Corporate									
i) Indian	-	417300	417300	28.10	807300	-	807300	40.37	(+)12.27
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	204305	204305	13.76	26250	171605	197855	9.89	(-)3.87
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	-	260800	260800	17.56	156750	110500	267250	13.76	(-)3.80
c) Other (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub total (B) (2):-</b>	-	<b>882405</b>	<b>882405</b>	<b>59.42</b>	<b>990300</b>	<b>282105</b>	<b>1272405</b>	<b>63.62</b>	<b>(+)4.2</b>
<b>Total Public Shareholding (B)=(B) (1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>1485000</b>	<b>1485000</b>	<b>100</b>	<b>990300</b>	<b>282105</b>	<b>2000000</b>	<b>100</b>	<b>-</b>

**b) Shareholding of Promoters**

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.	Rattan Singhania	33394	2.25	-	158394	7.92	-	(+)5.67
2.	Saroj Singhania	145000	9.77	-	145000	7.25	-	(-)2.52
3.	Divya Singhania	53500	3.60	-	53500	2.68	-	(-)0.92
4.	Devika Singhania	29000	1.95	-	29000	1.45	-	(-)0.50
5.	Lalit Kumar	501	0.03	-	501	0.03	-	No change
6.	Path Finders (P) Ltd.	341200	22.98	-	341200	17.06	-	(-)5.92
	Total							

**(c). Change in Promoters' Shareholding (please specify, if there is no change)**

S.No I, Rattan Singhania	Shareholding at the beginning of the year (01/04/2014)		Cumulative Shareholding during the year (31/03/2015)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>At the beginning of the year</b>	<b>33394</b>	<b>2.25</b>	<b>158394</b>	<b>7.92</b>
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease(e.g. allotment / transfer /bonus/ sweat equity etc.):	On 3-1-2015 Fresh Allotment of 125000 Equity Share			
<b>At the end of the year</b>	<b>1,58,394</b>	<b>7.92</b>	<b>1,58,394</b>	<b>7.92</b>

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

Sl. No.	Name	No. of Shares at the beginning shareholding 01.04.2014	% of total shares of the Company	Date of Change	Increase/ Decrease In shareholding	Reason	Cumulative shareholding during the year (01.04.2014 - 31.03.2015)	
							No. of Shares	% of total Shares of the Company
1.	Ashoka Industrial Resources (P) Ltd.	NIL	NIL	03/01/15	19.50	Fresh Issue	390000	19.50
2.	ESSKay Mercantiles Limited	204500	13.77	-	0		204500	10.23
3.	Svam Softwares Ltd.	-	-	20/10/14	140000	Transfer	140000	7.00
4.	Midas InfraTrade Ltd.	-	-	20/10/14	72800	Transfer	72800	3.64
5.	Sidhant Garg	69500	4.68	-	-	-	69500	3.48
6.	Ramesh Chand Garg	64250	4.32	-	-	-	64250	3.21
7.	Komal Gupta	35000	2.36	-	-	-	35000	1.75
8.	Isha Gupta	35000	2.36	-	-	-	35000	1.75
9.	Rajeev Goel	22500	1.52	-	-	-	22500	1.13
10.	Satish Monga	11000	0.74	-	-	-	11000	0.55

**(E). Shareholding of Directors and Key Managerial Personnel**

S.N	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01/04/2014)		Cumulative Shareholding during the year (31/03/2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Rattan Singhania	33394	2.25	158394	7.92
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease(e.g. allotment / transfer /bonus/ sweat equity etc.):	On 3-1-2015 Fresh Allotment of 125000 Equity Share			
2.	Mr. Lalit Kumar	501	0.03	501	0.03
3.	Mr. Arun Kumar Garg	1000	0.05	1000	0.05
4.	Mrs. Neeta Goel	3250	0.16	3250	0.16
	<b>At the end of the year</b>	<b>38145</b>	<b>2.56</b>	<b>163145</b>	<b>8.15</b>

## CAPITAL FINVEST LIMITED

### V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

### VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Particulars of Remuneration	Mr.Rattan Singhania (Wholetime Director)		Total Amount
Gross Salary			
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 12,00,000/-	-	Rs. 12,00,000/-
(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	Rs. 39,600/-	-	Rs. 39,600/-
(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
- as % of profit	-	-	-
- Others, specify	-	-	-
Others, please specify	-	-	-
<b>Total</b>	<b>Rs. 12,39,600/-</b>	<b>-</b>	<b>Rs. 12,39,600/-</b>
<b>ceiling as per the Act</b>			

## CAPITAL FINVEST LIMITED

### B. REMUNERATION TO OTHER DIRECTORS

Particulars of Remuneration	Name of Director			Total amount
Fee for attending Board/ committee meetings				
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total				
<b>Overall Ceiling as per the Act</b>				

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

Particulars of Remuneration	Key Managerial Personnel (KMP)		Total Amount (in Rs.)
Gross Salary			
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961			
(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
- as % of profit			
- Others, specify	-	-	-
<b>Total</b>			

## CAPITAL FINVEST LIMITED

### VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## CAPITAL FINVEST LIMITED

### ANNEXURE – III REMUNERATION POLICY

#### **Remuneration Policy for Directors, Key Managerial Personnel and other employees**

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of law shall prevail and the company shall abide by the applicable law.

This policy has been framed keeping in view the nature of its activities, size, resources and its capacity to pay.

Key principles governing this remuneration policy are as follows:

#### **Remuneration for Independent Directors**

- Independent Directors are to be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). Quantum of sitting fees may be subject to review on a periodic basis, as required. In addition to the sitting fees, they are also eligible for out of pocket expenses incurred for attending the Board Meetings and Committees of the Board.
- Overall remuneration (sitting fees) should be fair and reasonable keeping in view the nature and size of the company's activities.

#### **Remuneration for Managing Director (MD) / Whole Time Director / KMP/ Rest of the employees**

The extent of overall remuneration should be sufficient to engage and retain suitable individuals. Hence remuneration should be:

- Qualification, experience and suitability to the company,
- Market competitiveness,
- Driven by the role played by the individual,
- Reflective of size of the Company, complexity of the sector / industry / company's operations and the company's capacity to pay.
- The remuneration mix for the MD / EDs or Wholetime Director is as per the terms approved by the Board and Members. In case of any change, the same would require the approval of the Members.
- Basic / fixed salary is provided to all employees as per terms agreed with them.
- In addition to the basic/ fixed salary, the company may provide employees with certain perquisites, allowances and benefits where possible like leave encashment, bonus, reimbursement etc. and annual increments.
- In addition to the fixed salary and perquisites as provided, the company may provide MD / EDs or Wholetime director such remuneration, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceiling stipulated in Section 197 of the Act.

#### **Policy implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.



## CAPITAL FINVEST LIMITED

### ANNEXURE – IV

#### DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Name of the Director	Ratio to Median Remuneration
Rattan Singhania – Wholetime Director	8.26

- ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; —NIL—

- iii) The percentage increase in the median remuneration of employees in the financial year

The percentage increase in the median remuneration was 1.60.

- iv) The number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2015

The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March 2015 was Four.

- v) The explanation on the relationship between average increase in remuneration and company performance;

The increase in remuneration is in the line with the market trends and represents Nominal annual increments only and has no correlation with company's performance.

- vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-2015	12,39,600/-
Revenue from Operations	3419545/-
Remuneration (as% of revenue)	36.25%
Remuneration (as% of PBT)*	128%

- vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variation in the net worth of the Company as at the close of the current financial year and previous financial year;

Earlier shares of the company were listed at the Delhi Stock Exchange which was lying closed for over a decade and as such there was no trading in the shares of the company. Shares of the company were listed at the Metropolitan Exchange of India only on 12-12-2014 and there was no trading in the shares of the Company till 31<sup>st</sup> March 2015, therefore, there is no informations or rates to be given in this respect.

- viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration

The average percentile increase made in Salaries of employees other than managerial personnel in 2014-2015 was around 10% whereas percentile increase in the managerial remuneration for the year was NIL for the same financial year.

## CAPITAL FINVEST LIMITED

**ix) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

<b>Particulars</b>	<b>Mr. Rattan Singhania</b>
Remuneration	12,39,600/-
Revenue	3419545/-
Remuneration (as% of revenue)	36.25%
Profit before tax (PBT)	966210/-
Remuneration (as% of PBT)*	128%

**x) the key parameters for any variable component of remuneration availed by the directors;**

There are no variable components of salary paid in 2014-15 linked with the performance of the Company for the said managerial personnel.

**xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

There is no such employee being paid higher than the highest paid director.

**xii) Affirmation that the remuneration is as per the remuneration policy of the Company**

It is hereby affirmed that the remuneration paid during the Financial Year ended 31<sup>st</sup> March 2015 is as per the Remuneration Policy of the Company.

# CAPITAL FINVEST LIMITED

## INDEPENDENT AUDITORS REPORT

### To the Members of CAPITAL FINVEST LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **CAPITAL FINVEST LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow 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 preparation of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. 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.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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.

## CAPITAL FINVEST LIMITED

- ( 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 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 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- ( f ) 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.

PLACE : NEW DELHI  
DATED : 30th MAY 2015

**FOR P.M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm Registration No. 1775 N )**  
**P.M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

## CAPITAL FINVEST LIMITED

### Annexure to the Independent Auditors Report Pursuant to Companies (Auditor's Report) Order 2015 (CARO, 2015)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year at reasonable intervals having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its business.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The Company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of stocks as compared to book records.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register to be maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weakness in internal control system.
- (v) Since the company has not accepted any deposit from the public directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act or rules framed thereunder are not applicable to it.
- (vi) The Company is not required to maintain any cost records specified by the Central Government under Section 148 (1) of the Companies Act, 2013.
- (vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax cess and any other statutory dues with the appropriate authorities as applicable to it.
- (b) According to the information and explanations given to us and the records of the Company, there are no disputed or undisputed statutory dues of Income Tax/ Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value added tax or Cess, that have not been deposited by the Company.
- (c) The company was not required to transfer any amount to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company neither have any accumulated losses at the end of the financial year, nor incurred cash losses during the current financial year and the immediately preceding financial year.
- (ix) No amounts were due to any financial institution or bank or debenture holders.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company
- (xi) The company has not taken any term loan
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

**FOR P.M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm Registration No. 1775 N )**  
**P.M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

**PLACE : NEW DELHI**  
**DATED : 30th MAY 2015**

## CAPITAL FINVEST LIMITED

### BALANCE SHEET AS AT 31ST MARCH 2015

<b>EQUITY AND LIABILITIES</b>	<b>NOTES</b>	<b>THIS YEAR (RS.)</b>	<b>PREVIOUS YEAR (RS.)</b>
<b>SHARE HOLDER'S FUNDS</b>			
SHARE CAPITAL	2	20000000.00	14850000.00
RESERVES & SURPLUS	3	12331286.22	10001081.89
		<u>32331286.22</u>	<u>24851081.89</u>
<b>CURRENT LIABILITIES</b>			
Short Term Provisions	4	56963.00	85817.53
Trade Payables		0.00	13863467.75
		<u>32388249.22</u>	<u>38800367.17</u>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>Fixed Assets</b>			
Tangible Assets	5	1536655.00	204954.00
Intangible Assets	6	383356.20	105469.00
		<u>1920011.20</u>	<u>310423.00</u>
Non Current Investments	7	549682.90	581292.90
<b>CURRENT ASSETS</b>			
Inventories	8	18542122.85	30571358.59
Trade Receivables		2117162.14	0.00
Cash & Cash Equivalents		3159695.71	548053.76
Short Term Loans & Advances		6081258.42	6769238.92
Other Current Assets	9	18316.00	20000.00
		<u>32388249.22</u>	<u>38800367.17</u>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS</b>			
	1		

AS PER OUR REPORT OF EVEN DATE

**FOR P.M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm Registration No. 1775 N )**  
**P.M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

**PLACE : DELHI**  
**DATED : 30th MAY 2015**

**RATTAN SINGHANIA**  
**Whole Time Director**  
**DIN : 00147685**

**ARUN KUMAR GARG**  
**DIRECTOR**  
**DIN : 00161007**

## CAPITAL FINVEST LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015

INCOME	NOTES	THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
Revenue from Operations	10	3419545.60	4613994.92
		<u>3419545.60</u>	<u>4613994.92</u>
<b>EXPENSES</b>			
Employee Benefits Expenses	11	1694200.00	1689185.00
Establishment Expenses	12	148481.00	174380.00
Other Expenses	13	316810.27	310469.92
Depreciation	14	293844.00	115017.00
		<u>2453335.27</u>	<u>2289051.92</u>
<b>Profit Before Tax</b>		<b>966210.33</b>	<b>2324943.00</b>
Tax Expenses			
Current Year's Tax		147930.00	341660.00
Deferred Tax		20446.00	0.00
Prior Year's Tax Adjustments		12630.00	0.00
<b>PROFIT AFTER TAX</b>		<b>785204.33</b>	<b>1983283.00</b>
Add : Balance Brought Forward from Last Year		108606.71	27473.71
		893811.04	2010756.71
Less : Transfer to Statutory Reserve Fund		182524.82	402150.00
		711286.22	1608606.71
Less : Transfer to General Reserve		700000.00	1500000.00
Balance Carried to Balance Sheet		<b>11286.22</b>	<b>108606.71</b>
<b>Earning Per Share of Rs. 10 each</b>			
Basic & Diluted (not annualised)		0.39	1.34

AS PER OUR REPORT OF EVEN DATE

**FOR P. M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
 (Firm Registration No. 1775 N )  
**P.M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

**RATTAN SINGHANIA**  
**Whole Time Director**  
**DIN : 00147685**

**PLACE : DELHI**  
**DATED : 30th MAY 2015**

**ARUN KUMAR GARG**  
**DIRECTOR**  
**DIN : 00161007**

## CAPITAL FINVEST LIMITED

### NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015

#### 1 SIGNIFICANT ACCOUNTING POLICIES

- i The financial statements are prepared on accrual basis under the historical cost convention in accordance with applicable mandatory Accounting Standards and relevant presentational requirements.
- ii The Company generally follows Mercantile System of accounting and recognises significant items of income and expenditure on accrual basis. All expenses debited to Statement of Profit & Loss are being accounted for on accrual basis. Dividend Income is accounted for on receipt basis.
- iii Fixed Assets are stated at historical cost less accumulated depreciation.
- iv Trade investments are the investments made to enhance the Company's business interests. All other investments other than trade. Investments are either classified as current or long-term, based on Management's intention at the time of purchase. Current investments are valued at lower of cost or fair market value on categorywise basis. Long term investments are valued at cost less permanent diminution, if any, of each investment.
- v The Company follows "FIFO Method" for calculating the cost of each investment or stock sold by the Company for arriving at the profit/loss..
- vi Inventories consisting of securities are valued at lower of cost or market price and commodities at the clearing rates upto which difference has been accounted for.
- vii Preliminary Expenses are amortized over a period of five years.
- viii Contingent Liabilities, if any, are not provided for in the accounts and are shown separately in Notes on Accounts.
- ix Accounting Policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles.

	<b>THIS YEAR (RS.)</b>	<b>PREVIOUS YEAR (RS.)</b>
<b>2 SHARE CAPITAL</b>		
<b>AUTHORISED CAPITAL</b>		
20,00,000 Equity Shares of Rs. 10/-each	<u>20000000.00</u>	<u>20000000.00</u>
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
20,00,000 Equity Shares of Rs. 10/-each fully paid up for cash at par (Previous Year 14,85,000)	<u>20000000.00</u> <u>20000000.00</u>	<u>14850000.00</u> <u>14850000.00</u>
<b>RECONCILIATION OF THE NUMBER OF SHARES</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
Outstanding at the beginning of the year	1485000	1485000
Outstanding at the end of the year	2000000	1485000

#### RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors and approved by the shareholders in the Annual General Meeting will be paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



## CAPITAL FINVEST LIMITED

### DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES

Name of the Shareholder	As on 31st March 2015		As on 31st March 2014	
	No. of Shares	% of holding	No. of Shares	% of holding
Ess Kay Mercantiles Limited	204500	10.23	204500	13.77
Path Finders (P) Limited	341200	17.06	341200	22.97
Ashoka Industries Resources Ltd	390000	19.50	0	0.00
Ambala Commercials (P) Limited	0	0.00	140000	9.43
Swan Software Limited	140000	7.00	0	0.00
Rattan Singhania	158394	7.92	33394	2.25
Saroj Singhania	145000	7.25	145000	9.77

3	RESERVES & SURPLUS SHARE PREMIUM ACCOUNT		THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
	As per Last Balance Sheet	0.00		
	Added during the year			
	on allotment of Shares	1545000.00	1545000.00	0.00
	GENERAL RESERVE			
	As per Last Balance Sheet	8750000.00		
	Trfd. from Profit & Loss A/c	700000.00	9450000.00	8750000.00
	Statutory Reserve Fund			
	As per Last Balance Sheet	1142475.18		
	Trfd. from Profit & Loss A/c	182524.82	1325000.00	1142475.18
	Profit(+)/Loss(-) for the year as per Profit & Loss Account		11286.22	108606.71
			<u>12331286.22</u>	<u>10001081.89</u>
4	CURRENT LIABILITIES			
	SHORT TERM PROVISIONS			
	Expenses Payable		36517.00	47377.53
	Income Tax Payable		0.00	38440.00
	Deferred Tax		20446.00	0.00
			<u>56963.00</u>	<u>85817.53</u>
	TRADE PAYABLES			
	Sundry Creditors		0.00	13863467.75
			<u>0.00</u>	<u>13863467.75</u>
	FIXED ASSETS			

### 5 Tangible Assets

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As At 01/04/2014	Sold during the year	Purchased during the year	As At 31/03/2015	Upto 01/04/2014	For the Year	Upto 31/03/2015	As At 31/03/2015	As At 01/04/2014
Car	500000.00	-500000.00	1648108.00	1648108.00	0.00	143701.00	143701.00	1504407.00	178922.00
Computers & Softwares	129495.00	0.00	34800.00	164295.00	103463.00	28584.00	132047.00	32248.00	26032.00
<b>TOTAL</b>	<b>629495.00</b>	<b>-500000.00</b>	<b>1682908.00</b>	<b>1812403.00</b>	<b>103463.00</b>	<b>172285.00</b>	<b>275748.00</b>	<b>1536655.00</b>	<b>204954.00</b>

## CAPITAL FINVEST LIMITED

### 6. INTANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As At 01/04/2014	Sold during the year	Purchased during the year	As At 31/03/2015	Upto 01/04/2014	For the Year	Upto 31/03/2015	As At 31/03/2015	As At 01/04/2014
NSEL									
Membership	250000.00	0.00	0.00	250000.00	144531.00	92969.00	237500.00	12500.00	105469.00
MCX Listing	0.00	0.00	399446.20	399446.20	0.00	28590.00	28590.00	370856.00	0.00
<b>TOTAL</b>	<b>250000.00</b>	<b>0.00</b>	<b>399446.20</b>	<b>649446.20</b>	<b>144531.00</b>	<b>121559.00</b>	<b>266090.00</b>	<b>383356.20</b>	<b>105469.00</b>

7	NONCURRENT INVESTMENTS		THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
	Long Term - At Cost - Other Than Trade			
	<b>A. Quoted - Fully Paid up</b>			
	Equity Shares in Body Corporates			
	<b>Name of Security</b>	<b>Face Value</b>	<b>Nos.</b>	
	Hind Unilever Ltd.	1	7500 237075.00	8500 268685.00
	Oswal Chem & Fert.Ltd.	10	3000 70607.90	3000 70607.90
	<b>B. Unquoted - Fully Paid up</b>			
	Key Estates Pvt. Ltd.	100	5100 102000.00	5100 102000.00
	Redecon Properties Pvt. Ltd.	100	5050 140000.00	5050 140000.00
			549682.90	581292.90
	<b>Market Value of Quoted Investments as on 31/03/2015</b>		<b>6858875.00</b>	<b>5461775.00</b>
8	CURRENT ASSETS			
	INVENTORIES			
	STOCK IN TRADE			
	At lower of cost or Market Price as certified by the Management		18542122.85	30571358.59
			18542122.85	30571358.59
	TRADE RECEIVABLES			
	Unsecured Considered Good - Less than Six Months		2117162.14	0.00
			2117162.14	0.00
	CASH & CASHEQUIVALENTS			
	Cash in Hand		31400.00	11800.00
	Balance with Scheduled Bank in Current Account		3128295.71	536253.76
			3159695.71	548053.76
	SHORT TERM LOANS & ADVANCES			
	Unsecured - Considered good - standard Advances Receivable in Cash or in kind or for value to be received		6081258.42	6769238.92
			6081258.42	6769238.92
9	OTHER CURRENT ASSETS			
	Income Tax Refund Receivable		18316.00	20000.00
			18316.00	20000.00

## CAPITAL FINVEST LIMITED

10	REVENUE FROM OPERATIONS		
	Income from Trading	1803820.86	1077650.66
	Dividends	189859.00	531917.60
	Interest	662455.00	782563.00
	Interest on IT Refund	1300.00	0.00
	Capital Gains - Long Term	731032.74	2221863.66
	Profit on Sale of Car	31078.00	0.00
		<u>3419545.60</u>	<u>4613994.92</u>
11	EMPLOYEE BENEFITS EXPENSES		
	Salaries	494200.00	489185.00
	Director's Remuneration	1200000.00	1200000.00
		<u>1694200.00</u>	<u>1689185.00</u>
12	ESTABLISHMENT EXPENSES		
	Society's Common Maintenance Charges	21304.00	42158.00
	Electricity Expenses	40418.00	37708.00
	Petty Office Expenses	44410.00	57199.00
	Telephone Expenses	42349.00	37315.00
		<u>148481.00</u>	<u>174380.00</u>
13	OTHER EXPENSES		
	Audit Fee	16854.00	8989.00
	Tax Audit Fee	11236.00	5618.00
	Internal Audit Fee	8427.00	4495.00
	Listing Fee	25281.00	5618.00
	Printing, Stationary & Postage	63792.00	58776.00
	Car Maintenance	88584.00	156841.00
	Bank Charges	983.15	1446.29
	Advertisement Expenses	32905.00	3190.00
	Entertainment Expenses	13662.00	35200.00
	Professional Fee	33011.00	10000.00
	Diwali Expenses	12890.00	15650.00
	Demat Transaction Charges	3785.12	556.45
	Filing Fee	5400.00	2500.00
		<u>316810.27</u>	<u>310469.92</u>
14	DEPRECIATION		
	On Tangible Assets	172285.00	79861.00
	On Intangible Assets	121559.00	35156.00
		<u>293844.00</u>	<u>115017.00</u>
15	Details of Purchases & Sales		
	<b>Particulars</b>	<b>As on</b>	<b>As on</b>
		<b>31st March 2015</b>	<b>31st March 2014</b>
		<b>Rs.</b>	<b>Rs.</b>
	Opening Stock	30571358.59	16475256.62
	Purchases	41385375.42	143214186.38
	Sales	55218432.02	130195735.07
	Closing Stock	18542122.85	30571358.59

## CAPITAL FINVEST LIMITED

- 16 Licensed capacity/installed capacity/actual production N.A.
- 17 Expenses in foreign currency incurred during the year (Royalty, Knowhow, Professional and Consultation Fee, Interest and other) (Previous Year NIL) NIL
- 18 Remittance in foreign currency during the year (Previous Year ....NIL) NIL
- 19 Earnings in foreign exchange during the year (Previous Year ....NIL) NIL
- 20 Tax deducted at source on interest (Previous Year Rs. 78217.40) RS. 66246/-
- 21 In the opinion of the Directors, Current Assets, loans and advances have the Value at which they are stated in the Balance Sheet, if realised in the ordinary course of business.
- 22 The company did not owe any sum to any small scale Industrial undertaking.
- 23 Dividends received consist of Rs.75,109/- from stock in trade (Previous year Rs.2,03,291.60) and Rs.1,14,750/- from Long Term Investments (Previous Year Rs.3,28,626/-).
- 24 Figures of previous year have been recast /re-arranged to make them comparable with that of current year.
- 25 In the opinion of the Company, there is mainly only one identified segment i.e. activities of NBFC for the purpose of Accounting Standard 17 and all the operations of the company were conducted within India as such there is no separate reportable geographical segment.
- 26 Depreciation on tangible assets has been provided on useful life prescribed in schedule II of the Companies Act 2013 Useful life of intangible assets has been provided in Income Tax Rules.
- 27 Disclosure of transactions with related parties as required by the Accounting Standard 18
- Key Management Personnel
- |                  |                       |
|------------------|-----------------------|
| Rattan Singhania | Director - Whole Time |
| Lalit Kumar      | Director              |
| Arun Kumar Garg  | Director              |
| Neeta Goel       | Director              |
- Nature of Transactions with related Parties
- |                                  | This Year<br>(Rs.) | Previous Year<br>(Rs.) |
|----------------------------------|--------------------|------------------------|
| Remuneration to Rattan Singhania | 1200000.00         | 1200000.00             |
- 28 Earning Per Share is calculated by dividing the profit after tax attributable to equity shareholders by the outstanding aggregate equity shares in accordance with the prescribed accounting standard. Earning Per Share is not annualised on funds raised during the year.
- 29 No provision has been made for the shortfall, if any, in respect of the cost value and the market value of long term investments as the Directors are of the opinion that diminution, if any, in value is not permanent.
- 30 Information pursuant to Non-Banking Financial ( Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 is appended in the annexure.
- 31 Additional information for disclosure required to be made pursuant to the provisions of Schedule III of the Companies Act, 2013 and Accounting Standards has been given to the extent applicable.

AS PER OUR REPORT OF EVEN DATE

**FOR P. M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm Registration No. 1775 N )**  
**P.M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

**PLACE : DELHI**  
**DATED : 30th MAY 2015**

**RATTAN SINGHANIA**  
**Whole Time Director**  
**DIN : 00147685**

**ARUN KUMAR GARG**  
**DIRECTOR**  
**DIN : 00161007**

## CAPITAL FINVEST LIMITED

### ANNEXURE NOTE

Balance Sheet of Capital Finvest Limited as at 31st March 2015 [as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. in Lakhs)

Particulars			
<b>Liabilities Side :</b>			
<b>(1)</b>	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :</b>	<b>Amount outstanding</b>	<b>Amount Overdue</b>
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature)	NIL	NIL

<b>Assets Side :</b>		<b>Amount Outstanding</b>
<b>(2)</b>	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>	
	(a) Secured	NIL
	(b) Unsecured	60.81

<b>(3)</b>	<b>Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>	
	(i) Lease asset including lease rentals under sundry debtors :	
	(a) Financial Lease	NIL
	(b) Operating Lease	NIL
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	NIL
	(b) Repossessed Assets	NIL
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	NIL
	(b) Loans other than (a) above	NIL



## CAPITAL FINVEST LIMITED

<b>(6)</b>	<b>Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted) :</b>		
	Category	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL
	2. Other than related parties	149.74	88.61
	Total	149.74	88.61
<b>(7)</b>	<b>Other Information</b>		
	<b>Particulars</b>	<b>Amount</b>	
	(i) Gross Non-Performing Assets		
	(a) Related Parties	NIL	
	(b) Other than related parties	NIL	
	(ii) Net Non-Performing Assets		
	(a) Related Parties	NIL	
	(b) Other than related parties	NIL	
	(iii) Assets acquired in satisfaction of debt	NIL	

**FOR P. M. ARORA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm Registration No. 1775 N )**  
**P. M. ARORA**  
**PROPRIETOR**  
**M.No. 013597**

**PLACE : DELHI**  
**DATED : 30th MAY 2015**

**RATTAN SINGHANIA**  
**Whole Time Director**  
**DIN : 00147685**

**ARUN KUMAR GARG**  
**DIRECTOR**  
**DIN : 00161007**

## CAPITAL FINVEST LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

A. CASH FLOW FROM OPERATING ACTIVITIES	CURRENT YEAR	PREVIOUS YEAR
Net Profit before tax as per Profit & Loss Account	966210.33	2324943.00
Tax Provision for earlier year	(-) 12630.00	(-) 0.00
Tax Provision for Current year	(-) 147930.00	(-) 341660.00
Adjusted for Depreciation	(+) <u>293844.00</u>	(+) <u>115017.00</u>
Operating Profit before working Capital Changes	<b>(+) 1099494.33</b>	<b>(+) 2098300.00</b>
Adjustment for		
Increase (-) / Decrease (+) in Inventories	(+) 12029235.74	(-) 14096101.97
Decrease (+) / Increase (-) in Trade Receivables	(-) 2117162.14	(+) 62454.00
Decrease (+) / Increase (-) in Loans & Advances	(+) 687980.50	(-) 4208138.92
Increase (+) / Decrease (-) in Current Liabilities	(-) 13912768.28	(+) 13819874.03
Increase (-) / Decrease (+) in Other Current Assets	(+) <u>1684.00</u>	(+) <u>5401.00</u>
	<b>(+) -2211535.85</b>	<b>(-) -2318211.86</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase(-) / Decrease (+) in Fixed Assets	(-) 1903432.20	(-) 0.00
Increase(-) / Decrease (+) in Investments	(+) <u>31610.00</u>	(+) <u>126440.00</u>
	<b>(+) -1871822.20</b>	<b>(+) 126440.00</b>
<b>CASH FLOW FROM CHANGING IN SHARE CAPITAL</b>		
Increase(-) / Decrease (+) in share capital	(+) 5150000.00	0.00
Increase(-) / Decrease (+) in share Premium	<b>(+) 1545000.00</b>	<b>0.00</b>
	<b>(+) 6695000.00</b>	<b>0.00</b>
<b>(+) Increase/ (-) Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b><u>2611641.95</u></b>	<b><u>-2191771.86</u></b>
Cash & Cash Equivalents as at 01/04/2014	548053.76	2739825.62
Cash & Cash Equivalents as at 31/03/2015	<u>3159695.71</u>	<u>548053.76</u>
<b>Net Change (+) Increase / (-) Decrease) in Cash and Cash Equivalents (A+B)</b>	<b><u>2611641.95</u></b>	<b><u>-2191771.86</u></b>

AS PER OUR REPORT OF EVEN DATE

FOR P. M. ARORA & CO.

CHARTERED ACCOUNTANTS

(Firm Registration No. 1775 N)

P.M. ARORA

PROPRIETOR

M.No. 013597

PLACE : DELHI

DATED : 30th MAY 2015

RATTAN SINGHANIA

Whole Time Director

DIN : 00147685

ARUN KUMAR GARG

DIRECTOR

DIN : 00161007



## PROXY FORM

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

### CAPITAL FINVEST LIMITED

Registered Office: 1002, Arunachal, 19 Barakhamba Road, New Delhi -110 001.

Tel. No. +91-11 23315050, 23718585, Email id : capital89@yahoo.com

CIN: L67120DL1983PLC016575

Name of the Member

Registered address

E-mail Id:

Folio No/

DP ID- Client ID

I/We, being the member of \_\_\_\_\_ Shares of above mentioned company hereby appoint:

Name

Address

E-mail Id:

Signature

**Or failing him / her**

Name

Address

E-mail Id:

Signature

**Or failing him / her**

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 Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.00 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional refer note 3 below	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2.	Re-appointment of Sh. Lalit Kumar, who retires by rotation		
3.	Re-appointment of Auditors		
<b>Special Business</b>			
4.	Appointment of Smt. Neeta Goel as Independent Director of the Company		
5.	Increase in Board Meeting Fee & director's remuneration		

Signed this ..... day of ..... 2015.

Signature of the Member

Signature of the Proxy Holder(s)

AFFIX REVENUE STAMP NOT LESS THAN Re0.15
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**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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

## CAPITAL FINVEST LIMITED

Registered Office: 1002, Arunachal, 19 Barakhamba Road, New Delhi -110 001.  
Tel. No. +91-11 23315050, 23718585, Email id:capital89@yahoo.com  
CIN: L67120DL1983PLC016575

### ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING  
WEDNESDAY, 30th SEPTEMBER, 2015, at 11:00 A.M. at  
1002, ARUNACHAL, 19 BARAKHAMBHA ROAD, NEW DELHI -110 001

Name of the Shareholder/Proxy*	
Folio No./DP ID & Client ID*	
Address	
No. of shares held	

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

(Signature of the shareholder/proxy\*  
to be signed at the attendance counter)

\*Delete whichever is not applicable

**Note :**

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and handover at the entrance gate. Only Members or their Proxies are entitled to be present at the Meeting.

*If undelivered, please return to :*

**CAPITAL FINVEST LIMITED**

**1002, Arunachal,  
19 Barakhamba Road,  
New Delhi -110 001.**