

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

**Annual Report
2018-2019**

BOARD OF DIRECTORS

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

AUDITORS

M/S SRDP & Co.
Chartered Accountants
508, Arunachal - 5th Floor
19, Barakhamba Road,
New Delhi - 110 001.

COMPANY SECRETARY

MS. JUHI MATHUR

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Capital Finvest Limited will be held on Thursday, 26th Day of September, 2019 at 10.00 A.M. at the Registered Office of the Company at 1002, Arunachal, 19 Barakhamba Road, New Delhi - 110 001, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited financial statement of the company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Lalit Kumar (DIN 00059732), who retires by rotation and, being eligible offers himself for re-appointment.
3. To ratify appointment of M/s SRDP & Co., Chartered Accountants (Firm Registration No. 509930C) 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.

Dated: 14-08-2019
Place : New Delhi

By order of the Board of Directors
For CAPITAL FINVEST LIMITED
RATTAN SINGHANIA
Whole Time Director
DIN No. 00147685

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.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. 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.
3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 20th September, 2019 to 26th September, 2019, both days inclusive in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.
5. As a measure of economy and a step toward green initiative, Members are requested to bring copy of Annual Report / Notice to the meeting.
6. Members who have not already submitted their Permanent Account Number (PAN) & Email Id's, are requested to submit the same.
7. All documents referred in the accompanying Notice 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.

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8. 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.
9. 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.
10. The Registers maintained pursuant to provisions of Sections 170 and 189 of the Companies Act, 2013 and Rules made thereunder will be made available for inspection by Members of the Company at the Meeting.

**11. PROFILE OF DIRECTOR SEEKING REAPPOINTMENT AT THE ENSUING 34th AGM
(Refer Item NO. 2 of the Notice for AGM)**

Name of the Director	LALIT KUMAR
DIN	00059732
Date of Birth	12-01-1952
Date of Appointment	26-09-2012
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.
Qualifications	B.Com, FCA
List of directorship in other Public Companies. (As on 31st March 2019)	-----NIL-----
Shares held by the Director	501 Equity Shares
Relationship with other Director(s)	NONE

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 shareholders voting electronically are as under:

- (i) The voting period begins on 21st September, 2019 at 10.00 A.M. and ends on 25th September, 2019 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 19th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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.• 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 sequence number 1 then enter RA00000001 in the Pan field.
Dividend Bank Details OR Date Of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 in the new 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 other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (190729005) for the relevant <Capital Finvest Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

(XX) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

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

B. COMMON INSTRUCTION

- i. E-voting shall not be allowed beyond 5.00 p.m. on 25th September, 2019. During e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19TH September, 2019 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 19TH September, 2019.
 - iii. Ms. Richa Dhamija (Membership no. 9776) Company Secretary, 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.
 - 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 10 days before the Annual General Meeting, so that the same can be suitably replied.

Dated: 14-08-2019
Place : New Delhi

By order of the Board of Directors
For CAPITAL FINVEST LIMITED
RATTAN SINGHANIA
Whole Time Director
DIN No. 00147685

DIRECTORS' REPORT**To the Members of CAPITAL FINVEST LIMITED**

Your Directors have pleasure in presenting the 35th Annual Report together with the audited financial statements for the financial year ended 31st March, 2019.

1. FINANCIAL RESULTS

PARTICULARS	(Fig in Rs.) 2018-19	(Fig in Rs.) 2017-18
Income	3993888	4165197
Expenses	3373270	2962029
Profit (before financial charges, depreciation and tax)	620618	1203167
Net Finance Expense / (Income)	NIL	NIL
Depreciation and amortization Expenses	283164	290581
Profit before tax	337454	912585
Tax Expense / Written Back	31968	104435
Net Profit for the year	369422	808150

2. FINANCIAL PERFORMANCE & OUTLOOK

The total income for the financial year under review was Rs.39,93,888/- as against Rs. 41,65,197/- for the previous financial year. The profit before tax is 3,37,454/- as against Rs. 9,12,585/- of last year. Your company mainly operates in Capital Markets and Commodities markets by way of arbitrage, trading and investment activities on its own account. The markets remained full of volatility during the year. Unforeseen and unpredictable events happened during the year under reference affecting the performance of the company. The company is always on the lookout for alternative avenues for business opportunities. The company is managing various risks by maintaining a conservative financial profile and by following prudent business and risk management practices. Medium term to long term growth prospects look grim in view of the global slowdown in the world economy. However, 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, 2019.

4. TRANSFER TO RESERVES

The Company has transferred an amount of Rs. 67,000/- to the Statutory Reserve Fund under section 451C of the RBI Act 1934 and Rs. 3,00,000/- to the General Reserve for the Financial Year 2018-19 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 2018-19.

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:

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

8. DEPOSIT FROM PUBLIC

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:

- a. In the preparation of the annual accounts for the financial year 2018-19, the applicable accounting standards have been followed and there are no material departures;
- b. 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;
- c. 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;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly.
- f. 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 2018-19

There was no change in the Share Capital of the company.

12. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s SRDP & Co., Chartered Accountants (FRN 509930C) were appointed as Auditors of the Company, for a term of 5(five) consecutive years at the Annual General Meeting held on 26-09-2017. 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 2019. The observations and comments given by Auditors in their Report read together with the Notes to the Accounts are general in nature with no qualification and 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 of Managerial Personnel) Rules, 2014 the company has appointed Richa Dhamija & Company, a Company Secretary in practice to undertake the Secretarial Audit of the Company for the year 2018-19. The Secretarial Audit Report, as placed by the Auditors is annexed with this Report as Annexure -I.

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15. SECRETARIAL AUDITOR'S REPORT

There are no disqualifications or adverse remarks in the Secretarial Auditors Report.

16. INTERNAL AUDITORS

The Company has appointed **M/s SPDG & Associates** Chartered Accountants as Internal Auditor of the Company for a period of Five years till 31st March 2023. Their Report was 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

All the Directors have varied experience and specialized knowledge in various areas of relevance to the Company. The Board consists of directors appointed as per the provisions of the Companies Act, 2013.

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

19. NUMBER OF MEETINGS OF THE BOARD

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

The details of attendance of each Director at Board Meetings are as follows:

S.NO.	Name of the Director	Board Meetings	
		No. of Meetings held	No.of Meetings attended
1.	Shri Rattan Singhania	6	6
2.	Shri Arun Kumar Garg	6	6
3.	Shri Lalit Kumar	6	6
4.	Smt. Neeta Goel	6	6

Meetings were held on 30-05-18, 27-07-18, 17-08-18, 12-11-18, 12-02-19 and 30-03-19.

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 Key Managerial Personnel of which disclosures has been given in the notes to the financial statements.

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.

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 in place adequate internal financial control and procedures commensurate with its size, extent and nature of its activities alongwith periodical review of operational effectiveness. 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. This ensures orderly and efficient conduct of its business and policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

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 2018-19.

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 SEBI (Listing Obligations and Disclosure Requirements) 2015, 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 Non executive independent directors viz. Shri Arun Kumar Garg, Smt. Neeta Goel and Shri Lalit Kumar. There was no recommendation of the Audit Committee which was not accepted by the board. Four meetings were held during the year attended by the aforesaid directors as under :

S.NO.	Name of the Director	No. of Meetings held	No.of Meetings attended
1.	Shri Arun Kumar Garg	4	4
2.	Shri Lalit Kumar	4	4
3.	Smt. Neeta Goel	4	4

Meetings were held on 30-05-18, 27-07-18, 12-11-18 and 12-02-19.

32. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted a Nomination and Remuneration Committee consisting of three non-executive Independent directors viz. Shri Arun Kumar Garg, Smt. Neeta Goel and Shri Lalit Kumar. Two meetings were held during the year attended by the aforesaid directors as under :

S.NO.	Name of the Director	No. of Meetings held	No.of Meetings attended
1.	Shri Arun Kumar Garg	1	1
2.	Shri Lalit Kumar	1	1
3.	Smt. Neeta Goel	1	1

Meetings were held on 30-04-2018.

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.

35. PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosures as required under Rules 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

- (i) statement showing the details of the top 10 employees in terms of remuneration drawn is attached as Annexure 'V';
- (ii) statement showing the details of employees employed throughout the financial year and is in receipt of remuneration of Rs. 1,02,00,000/- (Rupees One Crore and Two Lacs only) or more, or employed for a part of the year and in receipt of Rs. 8,50,000/- (Rupees Eight Lacs and Fifty Thousand only) or more a month - Not Applicable as none of the employee received in excess of the aforesaid limits.

36. DEMATERIALISATION OF SHARES

As at March 31, 2019, 89.42% 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.

Consequent to SEBI having amended Regulation 40 of SEBI (LODR) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities, members are advised to get their physical certificates dematerialised. Physical certificates which are lodge for transfer will be mandatorily dematerialized with effect from 5th December 2018.

Further as per SEBI circular no. D & CC/FITTC/CIR-15/2002 dated 27th 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 - 110 020

Telephone No. : (011) 40450193-197

Fax No. : (011) 26812682

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.

**By Order of the Board of Directors
For CAPITAL FINVEST LIMITED
RATTAN SINGHANIA
Whole Time Director
DIN : 00147685
CHAIRPERSON**

**PLACE : NEW DELHI
DATED : 14-08-2019**

ANNEXURE - I

Richa Dhamija and Company
Companies Secretaries

E-mail id : hricha.dhamija@gmail.com
Address : C-553, Sector-19, Noida - 201301
Mobile No. 9911792770

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[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 my 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 31st March 2019 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 - 110 001 for the financial year ended on 31st March, 2019 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) 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;

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- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ; 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.

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 Director, 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 usually sent 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 no 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
DATED : 30th MAY 2019

For RICHA DHAMIJA & CO.
Company Secretaries
RICHA DHAMIJA
M. No. : F9776
C.P. No. : 12099

ANNEXURE -2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[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
CIN	: L67120DL1983PLC016575
Registration Date	: 20/09/1983
iName of the Company	: CAPITAL FINVEST LIMITED
Category / Sub-Category of the Company	: Company Limited by shares/ Indian Non- Government Company
Address of the Registered office and contact details	: 1002, Arunachal, 19 Barakhamba Road, New Delhi - 110001 Tel No.- 011-23315050 email: capital89@yahoo.com
Whether listed company Yes / No	: Yes (Listed on Metropolitan Stock Exchange)
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. : 40450193-197

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-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/ HUF	386395	-	386395	386395	-	386395	19.32
b) Central Govt.	-	-	-	-	-	-	NIL
c) State Govt.(s)	-	-	-	-	-	-	NIL
d) Bodies Corp.	341200	-	341200	341200	-	341200	17.06
e) Banks/ FI	-	-	-	-	-	-	NIL
f) Any Other	-	-	-	-	-	-	NIL
Sub Total A(1):-	727595	-	727595	727595	-	727595	36.38
(2) Foreign							
a) NRIs-Individuals	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-
Sub Total A(2):-	-	-	-	-	-	-	-
Total Shareholding of promoter (A)=(A)(1)+(A)(2)	727595	-	727595	727595	-	727595	36.38
B. Public Shareholding							
1. Institutions							
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

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g) F.I.I.s	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NIL
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NIL
i) Others (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NIL
Sub-Total (B) (1):-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NIL
2.Non-institutions																			
a) Bodies Corporate																			
i) Indian	807300	-	807300	40.37	807300	807300	807300	40.37	807300	807300	807300	40.37	807300	807300	40.37	807300	807300	40.37	NIL
ii) Overseas	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Individuals																			
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	26250	171605	197855	9.89	27250	170605	197855	9.89	27250	170605	197855	9.89	27250	170605	197855	170605	197855	9.89	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	226250	41000	267250	13.76	226250	41000	267250	13.76	226250	41000	267250	13.76	226250	41000	267250	267250	267250	13.76	NIL
c) Other (specify)																			
Non Resident Indians	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub total (B) (2):-	990300	282105	1272405	63.62	1060800	211605	1272405	63.62	1060800	211605	1272405	63.62	1060800	211605	1272405	1272405	63.62	63.62	NIL
Total Public Shareholding (B)=(B) (1)+(B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1717895	282105	2000000	100	1788395	211605	2000000	100	1788395	211605	2000000	100	1788395	211605	2000000	2000000	100	100	-

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	158394	7.92	-	158394	7.92	-	No change
2	Saroj Singhania	145000	7.25	-	145000	7.25	-	No change
3	Divya Singhania	53500	2.67	-	53500	2.67	-	No change
4	Devika Singhania	29000	1.45	-	29000	1.45	-	No change
5	Lalit Kumar	501	0.03	-	501	0.03	-	No change
6	Path Finders (P) Ltd.	341200	17.06	-	341200	17.06	-	No change
	Total	727595	36.38	-	727595	36.38	-	No change

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

S.No	Shareholding at the beginning of the year (01/04/2018)	Shareholding at the end of the year (31/03/2019)	Cumulative Shareholding during the year	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc.):
	-	-	-	
At the beginning of the year	-	-	-	
	NO CHANGE			
At the end of the year	-	-	-	

(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 01.04.2018	% of total shares of the Company	Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01.04.2018 - 31.03.2019)	
							No. of Shares	% of total Shares of the Company
1.	Ashoka Industrial Resources (P) Ltd.	390000	19.50	-	-	-	390000	19.50
2.	ESSKay Mercantiles Limited	204500	10.23	-	-	-	204500	10.23
3.	Svam Softwares Ltd.	140000	7.00	-	-	-	140000	7.00
4.	Midas Infra Trade Ltd.	72800	3.64	-	-	-	72800	3.64
5.	Sidhant Garg	69500	3.48	-	-	-	69500	3.48
6.	Ramesh Chand Garg	64250	3.21	-	-	-	64250	3.21
7.	Komal Gupta	35000	1.75	-	-	-	35000	1.75
8.	Isha Gupta	35000	1.75	-	-	-	35000	1.75
9.	Rajeev Goel	22500	1.13	-	-	-	22500	1.13
10.	Satish Monga	11000	0.55	-	-	-	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 (01/04/2018)		Cumulative Shareholding during the year (31/03/2019)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Rattan Singhania	158394	7.92	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.):	NIL			
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
	At the end of the year	163145	8.15	163145	8.15

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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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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. 14,40,000/-	-	Rs. 14,40,000/-
(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	-	-	-
Total	Rs. 14,79,600/-	-	Rs. 14,79,600/-
Ceiling as per the Act	Rs. 60,00,000/-		Rs. 60,00,000/-

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B. REMUNERATION TO OTHER DIRECTORS

Particulars of Remuneration	Name of Director			Total Amount
	Shri Arun Kumar Garg	Shri Lalit Kumar	Mrs. Neeta Goel	
Fee for attending Board/ committee meetings	Rs.6000/-	Rs.6000/-	Rs.6000/-	Rs.18,000/-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total	Rs.6000/-	Rs.6000/-	Rs.6000/-	Rs.18,000/-
Overall Ceiling as per the Act				

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

Particulars of Remuneration	Key Managerial Personnel (KMP)		
	MS ALKA SHARMA (CFO)	MS. JUHI MATHUR COMPANY SECRETARY	TOTAL Amount (in Rs.)
Gross Salary			
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 4,90,000/-	Rs. 2,16,000/-	Rs. 7,06,000/-
(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	-	-	-
Total	Rs. 4,90,000/-	Rs. 2,16,000/-	Rs. 7,06,000/-

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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)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

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 based on:

- 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.

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	6.76

- 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;**

The percentage increase	(a) Whole Time Director	9.09%
	(b) Chief Financial Officer	25.64%
	(c) Company Secretary	NIL (i.e. last year paid partly)

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

The percentage increase in the median remuneration was -2.41.

- iv) **The number of permanent employees on the rolls of company as on 31st March 2019**

The number of permanent employees on the rolls of the company as on 31st March 2019 was Five.

- 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) **Comparision 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 2018-2019	21,46,000/-
Revenue from Operations	39,93,888/-
Remuneration (as% of revenue)	53.73%
Remuneration (as% of PBT)*	635.94%

- 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 31st March 2019, 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**

CAPITAL FINVEST LIMITED

The average percentile increase made in Salaries of employees other than managerial personnel in 2018-2019 was around 10% whereas percentile increase in the managerial remuneration for the year was less than 10% for the same financial year.

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

Particulars	Mr. Rattan Singhania	Ms. Alka Sharma	Ms. Juhi Mathur
Remuneration	14,40,000/-	4,90,000/-	2,16,000/-
Revenue	39,93,888/-	39,93,888/-	39,93,888/-
Remuneration (as% of revenue)	36.05%	12.27%	5.41%
Profit before tax (PBT)	3,37,453/-	3,37,453/-	3,37,453/-
Remuneration (as% of PBT)*	426.72%	145.21%	64.01%

- x) the key parameters for any variable component of remuneration availed by the directors;
There are no variable components of salary paid in 2018-19 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 31st March 2019 is as per the Remuneration Policy of the Company.

ANNEXURE - V

DISCLOSURES PERTAINING TO STATEMENT SHOWING THE DETAILS OF THE TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWNAS REQUIRED UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of the Employee	Shri Rattan Singhania	Ms. Alka Sharma	Ms. Juhi Mathur	Mr. Umesh Kumar Ray	Mr. Maharaj Singh	Mr. Manoj kumar	Mr. Anil Kumar
Designation of the Employee	Whole Time Director	Chief Financial Officer	Company Secretary	Driver/Helper	Office Assistant	Office Assistant	Cleaner
Remuneration received (p.a.)	Rs. 1440000/-	Rs. 490000/-	Rs. 216000/-	Rs. 250790/-	Rs. 210000/-	Rs. 12000/-	Rs. 35200/-
Nature of Employment, whether contractual or otherwise	Permanent	Permanent	Permanent	Permanent	Permanent	Temporary	Temporary
Qualifications and experience of employee	Chartered Accountant	B.Com	Company Secretary	10th Class	10th Class	10th Class	5th Class
Date of commencement of employment	Since 2008	Since 2001	Since 2017	Since 2011	Since 2001	-	-
Age of Employee	69 Years	50 Year	28 Years	41 Years	35 Years	-	33 Years
Last employment held by such employee before joining the Company	Capital Securities Ltd.	Capital Securities Ltd.	NIL	Fortis Hospital	Capital Securities Ltd.	NIL	NIL
% of Equity shares held by the Employee in the Company	7.92 %	NIL	NIL	NIL	NIL	NIL	NIL
Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager	NO	NO	NO	NO	NO	NO	NO

For CAPITAL FINVEST LIMITED
 RATTAN SINGHANIA
 Whole Time Director
 DIN: 00147685
 C-704, 3rd Floor,
 New Friends Colony,
 New Delhi - 110025

INDEPENDENT AUDITORS REPORT

To the Members of CAPITAL FINVEST LIMITED

I. Report on the Audit of the Standalone Financial Statements

1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **Capital Finvest Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no matter to be described in key audit matters.

4. Information Other than the Standalone Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's Responsibility for the Standalone Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable

and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- H. 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, as amended 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.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

For SRDP & CO.
Chartered Accountants
FR No. 509930C
CA Pramod Kumar Agarwal
(Partner)
M. No. 084059

Place: New Delhi
Dated : 30th May 2019

Annexure 'A' to the Independent Auditors Report Pursuant to Companies (Auditor's Report) Order 2016

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

We have audited the internal Financial Controls over financial reporting of CAPITAL FINVEST LIMITED ("the Company") as at March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

CAPITAL FINVEST LIMITED

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SRDP & CO.
Chartered Accountants
FRNo. 509930C
CA Pramod Kumar Agarwal
(Partner)
M. No.084059

Place: New Delhi
Dated : 30th May 2019

**Annexure 'B' to the Independent Auditors Report
Pursuant to Companies (Auditors Report) Order 2016**

- (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.
- (c) As explained to us, there was no immovable property held by the company.
- (ii) 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. No material discrepancy was noticed.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause 3(iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.
- (v) The company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues of banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act.

CAPITAL FINVEST LIMITED

- (xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 4(xii) of the order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SRDP & CO.
Chartered Accountants
FRNo. 509930C
CA Pramod Kumar Agarwal
(Partner)
M. No.084059

Place: New Delhi
Dated : 30th May 2019

CAPITAL FINVEST LIMITED

BALANCE SHEET AS AT 31ST MARCH 2019

EQUITY AND LIABILITIES	NOTES	THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
SHARE HOLDER'S FUNDS			
SHARE CAPITAL	2	20000000.00	20000000.00
RESERVES & SURPLUS	3	14452181.49	14082759.69
		<u>34452181.49</u>	<u>34082759.69</u>
CURRENT LIABILITIES			
Short Term Provisions	4	51300.00	55447.00
		<u>34503481.49</u>	<u>34138206.69</u>
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	5	771157.65	927476.49
Intangible Assets	6	19972.14	86250.64
		<u>791129.79</u>	<u>1013727.13</u>
Non Current Investments	7	454267.90	492199.90
CURRENT ASSETS			
Inventories	8	24555735.09	20371468.69
Trade Receivables		679461.74	222522.34
Cash & Cash Equivalents		1847770.97	959588.63
Short Term Loans & Advances		6088200.00	11078700.00
Other Current Assets	9	86916.00	0.00
		<u>34503481.49</u>	<u>34138206.69</u>
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS			
	1		

AS PER OUR REPORT OF EVEN DATE

FOR SRDP & CO.

CHARTERED ACCOUNTANTS

(Firm Registration No. 509930C)

CA PRAMOD KUMAR AGARWAL

M.No. 084059

(PARTNER)

PLACE : DELHI

DATED : 30th MAY 2019

RATTAN SINGHANIA

Whole Time Director

DIN : 00147685

ALKA SHARMA

CFO

ARUN KUMAR GARG

DIRECTOR

DIN : 00161007

JUHI MATHUR

COMPANY SECRETARY

CAPITAL FINVEST LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2019

INCOME	NOTES	THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
Revenue from Operations	10	3993888.60	4165197.06
		<u>3993888.60</u>	<u>4165197.06</u>
EXPENSES			
Employee Benefits Expenses	11	2653990.00	2339994.00
Establishment Expenses	12	151043.00	150744.00
Other Expenses	13	568237.46	471291.71
Depreciation	14	283164.34	290581.40
		<u>3656434.80</u>	<u>3252611.11</u>
Profit Before Tax		337453.80	912585.95
Less : Current Year's Tax		0.00	108000.00
PROFIT AFTER TAX		337453.80	804585.95
Add / Less : Prior Year's Tax Adjustments		1670.00	(-) 627.00
		<u>339123.80</u>	<u>803958.95</u>
Less : Amount Written off		0.00	12500.00
		<u>339123.80</u>	<u>791458.95</u>
Add : Deferred Tax Written Back		30298.00	16692.00
		<u>369421.80</u>	<u>808150.95</u>
Add : Balance Brought Forward from Last Year		<u>42759.69</u>	<u>94608.74</u>
		<u>412181.49</u>	<u>902759.69</u>
Less : Transfer to Statutory Reserve Fund		<u>67000.00</u>	<u>160000.00</u>
		<u>345181.49</u>	<u>742759.69</u>
Less : Transfer to General Reserve		<u>300000.00</u>	<u>700000.00</u>
Balance Carried to Balance Sheet		<u>45181.49</u>	<u>42759.69</u>
Earning Per Share of Rs. 10 each			
Basic & Diluted (not annualised)		<u>0.18</u>	<u>0.40</u>

AS PER OUR REPORT OF EVEN DATE

FOR SRDP & CO.

CHARTERED ACCOUNTANTS

(Firm Registration No. 509930C)

CA PRAMOD KUMAR AGARWAL

M.No. 084059

(PARTNER)

RATTAN SINGHANIA

Whole Time Director

DIN : 00147685

ARUN KUMAR GARG

DIRECTOR

DIN : 00161007

ALKA SHARMA

CFO

JUHI MATHUR

COMPANY SECRETARY

PLACE : DELHI

DATED : 30th MAY 2019

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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 Net Realisable Value / Market Value Categorywise. 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 and commodities are valued at lower of cost or Net Realisable Value / Market Value categorywise.
- 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.

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

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 2019		As on 31st March 2018	
	No. of Shares	% of holding	No. of Shares	% of holding
Ess Kay Mercantiles Limited	204500	10.23	204500	10.23
Path Finders (P) Limited	341200	17.06	341200	17.06
Ashoka Industrial Resources Ltd.	390000	19.50	390000	19.50
Svam Software Limited	140000	7.00	140000	7.00
Rattan Singhania	158394	7.92	158394	7.92
Saroj Singhania	145000	7.25	145000	7.25

3 RESERVES & SURPLUS SHARE PREMIUM ACCOUNT		THIS YEAR (RS.)	PREVIOUS YEAR (RS.)
As per Last Balance Sheet GENERAL RESERVE		1545000.00	1545000.00
As per Last Balance Sheet		10800000.00	
Trfd. from Profit & Loss A/c		<u>300000.00</u>	10800000.00
Statutory Reserve Fund As per Last Balance Sheet		1695000.00	
Trfd. from Profit & Loss A/c		<u>67000.00</u>	1695000.00
Profit(+)/Loss(-) for the year as per Profit & Loss Account		45181.49	42759.69
		<u>14452181.49</u>	<u>14082759.69</u>
4 CURRENT LIABILITIES SHORT TERM PROVISIONS			
Expenses Payable		51300.00	45315.00
Income Tax Payable		0.00	9000.00
Deferred Tax		0.00	1132.00
		<u>51300.00</u>	<u>55447.00</u>

FIXED ASSETS

5 Tangible Assets

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Rate of Depreciation	As At 01/04/2018	Additions	As At 31/03/2019	Upto 01/04/2018	For the Year	Upto 31/03/2019	As At 31/03/2019	As At 01/04/2018
Car	15%	1648108.00	0.00	1648108.00	535126.67	195712.84	730839.51	721555.65	917268.49
Computers & Softwares	40%	164295.00	60567.00	224862.00	161959.20	21173.00	183132.20	49602.00	10208.00
TOTAL		1812403.00	60567.00	1872970.00	697085.87	216885.84	913971.71	771157.65	927476.49
Previous Year		1812403.00	0.00	1812403.00	689213.67	195712.84	884926.51	927476.49	1123189.33

CAPITAL FINVEST LIMITED

6. INTANGIBLE ASSETS

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Rate of Depreciation	As At 01/04/2018	Additions	As At 31/03/2019	Upto 01/04/2018	For the Year	Upto 31/03/2019	As At 31/03/2019	As At 01/04/2018
MCX-Listing	25%	399446.20	0.00	399446.20	313195.56	66278.50	379474.06	19972.14	86250.64
TOTAL		399446.20	0.00	399446.20	313195.56	66278.50	379474.06	19972.14	86250.64
Previous Year		649446.20	0.00	649446.20	455827.00	94868.56	550695.56	86250.64	193619.20

7 NONCURRENT INVESTMENTS

Long Term - At Cost - Other Than Trade

**THIS YEAR
(RS.)**

**PREVIOUS YEAR
(RS.)**

A. Quoted - Fully Paid up

Equity Shares in Body Corporates

Name of Security

Face Value

Nos.

Hind Unilever Ltd.	1	6000	189660.00	7200	227592.00
Oswal Chem & Fert.Ltd.	10	3000	70607.90	3000	70607.90

B. Unquoted - Fully Paid up

Key Estates Pvt. Ltd.	100	3900	78000.00	3900	78000.00
Redecon Properties Pvt. Ltd.	100	3850	116000.00	3850	116000.00

454267.90 492199.90

Market Value of Quoted Investments as on 31/03/2019			10481900.00	31/03/18	9871670.00
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8 CURRENT ASSETS

INVENTORIES

STOCK IN TRADE

At lower of cost or Market Price
as certified by the Management

24555735.09 20371468.69

24555735.09 20371468.69

TRADE RECEIVABLES

Unsecured Considered Good -
Less than Six Months

679461.74 222522.34

679461.74 222522.34

CASH & CASH EQUIVALENTS

Cash in Hand

56420.00 34420.00

Balance with Scheduled Banks
in Current Accounts

1791350.97 925168.63

1847770.97 959588.63

SHORT TERM LOANS & ADVANCES

Unsecured - Considered good - standard
Advances Receivable in Cash or in kind
or for value to be received

6088200.00 11078700.00

6088200.00 11078700.00

CAPITAL FINVEST LIMITED

9.	OTHERCURRENTASSETS		
	Income Tax Refund Receivable	57750.00	0.00
	Deferred Tax	29166.00	0.00
		<u>86916.00</u>	<u>0.00</u>
10	REVENUEFROMOPERATIONS		
	Income from Trading	728261.01	2820085.06
	Long Term Capital Gains	2079488.59	0.00
	Dividends	608639.00	351982.00
	Interest	577500.00	990000.00
	Interest on IT Refund	0.00	3130.00
		<u>3993888.60</u>	<u>4165197.06</u>
11	EMPLOYEEBENEFITSEXPENSES		
	Salaries	1213990.00	1019994.00
	Director's Remuneration	1440000.00	1320000.00
		<u>2653990.00</u>	<u>2339994.00</u>
12	ESTABLISHMENTEXPENSES		
	Society's Common Maintenance Charges	28888.00	29608.00
	Electricity Expenses	45240.00	35757.00
	Petty Office Expenses	17789.00	25631.00
	Staff Welfare Expenses	31672.00	29265.00
	Telephone Expenses	27454.00	30483.00
		<u>151043.00</u>	<u>150744.00</u>
13	OTHEREXPENSES		
	Audit Fee	17700.00	17700.00
	Tax Audit Fee	11800.00	11800.00
	Internal Audit Fee	10000.00	10000.00
	Director Meeting Fee	18000.00	18000.00
	Annual Listing Fee	64900.00	40250.00
	Annual Service Contracts	33882.00	35948.00
	Printing, Stationary & Postage	68831.00	40253.00
	Car Maintenance	165053.00	138849.00
	Bank Charges	0.00	230.00
	Advertisement Expenses	20286.00	17500.00
	Entertainment Expenses	24549.00	28265.00
	Professional Fee	91870.00	79789.00
	Conveyance Expenses	12000.00	9000.00
	Diwali Expenses	17810.00	16280.00
	Demat Transaction Charges	3906.46	1427.71
	Filing Fee	7650.00	6000.00
		<u>568237.46</u>	<u>471291.71</u>

CAPITAL FINVEST LIMITED

14	DEPRECIATION		
	On Tangible Assets	216885.84	195712.84
	On Intangible Assets	66278.50	94868.56
		<u>283164.34</u>	<u>290581.40</u>
15	Details of Purchases & Sales		
	Particulars	As on 31st March 2019 Rs.	As on 31st March 2018 Rs.
	Opening Stock	20371468.69	15059970.26
	Purchases	25486953.19	27863261.75
	Sales	22030947.80	25371848.38
	Closing Stock	24555735.09	20371468.69
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 YearNIL)		NIL
19	Earnings in foreign exchange during the year (Previous YearNIL)		NIL
20	Tax deducted at source on interest (Previous Year Rs. 99000/-)		Rs. 57750/-
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. 4,57,439/- from stock in trade (Previous year Rs. 2,22,382) and Rs. 1,51,200/- from Long Term Investments (Previous Year Rs.1,29,600).		
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 based on useful life prescribed in schedule II of the Companies Act 2013. Useful life of intangible assets has been taken as provided in Income Tax Rules.		
27	Inventories have been valued at lower of cost or net realisable value / market value categorywise as required under ICDS.		
28	Revenue from operations consist of trading income from securities, long term capital gains, dividends and interest income.		
29	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	
	Alka Sharma	Chief Financial Officer	
	Juhi Mathur	Company Secretary	

CAPITAL FINVEST LIMITED

Nature of Transactions with related Parties

	This Year (Rs.)	Previous Year (Rs.)
Remuneration to Rattan Singhania	1440000.00	1320000.00
Remuneration to Alka Sharma	490000.00	390000.00
Remuneration to Juhi Mathur	216000.00	72000.00
Remuneration to Swati Modi	0.00	99000.00
Director Meeting Fee to Lalit Kumar	6000.00	6000.00
Director Meeting Fee to Arun Kumar Garg	6000.00	6000.00
Director Meeting Fee to Neeta Goel	6000.00	6000.00

- 30 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.
- 31 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.
- 32 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 SRDP & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. 509930C)
CA PRAMOD KUMAR AGARWAL
M.No. 084059
(PARTNER)

PLACE : DELHI
DATED : 30th MAY 2019

RATTAN SINGHANIA
Whole Time Director
DIN : 00147685

ALKA SHARMA
CFO

ARUN KUMAR GARG
DIRECTOR
DIN : 00161007

JUHI MATHUR
COMPANY SECRETARY

CAPITAL FINVEST LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

A. CASH FLOW FROM OPERATING ACTIVITIES	CURRENT YEAR	PREVIOUS YEAR
Net Profit before tax as per Profit & Loss Account	337453.80	912585.95
Tax Provision / Refund for earlier year	(+ 1670.00)	(-) 627.00
Tax Provision for Current year	(-) 0.00	(-) 108000.00
Adjusted for Depreciation	(+ 283164.34)	(+ 290581.40)
Operating Profit before working Capital Changes	(+ 622288.14)	(+ 1094540.35)
Adjustment for		
Increase (-) / Decrease (+) in Inventories	(-) 4184266.40	(-) 5311498.43
Decrease (+) / Increase (-) in Trade Receivables	(-) 456939.40	(-) 222522.34
Decrease (+) / Increase (-) in Loans & Advances	(+ 4990500.00)	(+ 2803300.00)
Increase (+) / Decrease (-) in Current Liabilities	(-) 3015.00	(+ 16624.00)
Increase (-) / Decrease (+) in Other Current Assets	(-) 57750.00	(+ 56957.00)
	(+ 910817.34)	(+ -1562599.42)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase(-) / Decrease (+) in Fixed Assets	(-) 60567.00	(-) 0.00
Increase(-) / Decrease (+) in Investments	(+ 37932.00)	(+ 0.00)
	(+ -22635.00)	(+ 0.00)
(+) Increase/ (-) Decrease in Cash and Cash Equivalents (A+B)	888182.34	-1562599.42
Cash & Cash Equivalents as at 01/04/2018	959588.63	2522188.05
Cash & Cash Equivalents as at 31/03/2019	1847770.97	959588.63
Net Change (+) Increase / (-) Decrease) in Cash	888182.34	-1562599.42

AS PER OUR REPORT OF EVEN DATE

FOR SRDP & CO.

CHARTERED ACCOUNTANTS

(Firm Registration No. 509930C)

CA PRAMOD KUMAR AGARWAL

M.No. 084059

(PARTNER)

PLACE : DELHI

DATED : 30th MAY 2019

RATTAN SINGHANIA
Whole Time Director
DIN : 00147685

ALKA SHARMA
CFO

ARUN KUMAR GARG
DIRECTOR
DIN : 00161007

JUHI MATHUR
COMPANY SECRETARY

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 35th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at 10.00 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
1	Adoption of financial Statement and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31, 2019		
2.	Re-appointment of Shri Lalit Kumar who retires by rotation		
3.	Ratification of Auditors		

Signed this day of 2019.



Signature of the Member

Signature of the Proxy Holder(s)

Note:-

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

35TH ANNUAL GENERAL MEETING
Thursday, 26th SEPTEMBER, 2019, at 10:00 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.