

Saturday, June 02, 2018

Ref No.: CIFL/BSE/2018-19

To,

Head - Listing Operations,

BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

(Scrip Code - 530879)

Sub: **Submission of the 24th Annual Report of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company") in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")**

Dear Sir/Ma'am,

With reference to the above captioned subject, we, **Capital India Finance Limited (formerly known as Bhilwara Tex- Fin Limited)**, hereby inform you that pursuant to Regulation 34 of the LODR Regulations, we submit herewith the 24th Annual Report of the Company for the Financial Year 2017-18, containing *inter alia* the Director's Report, Auditor's Report, the Audited Financial Statements (standalone and consolidated) as approved and adopted by the shareholders of the Company, at the 24th Annual General Meeting of the Company held on June 02, 2018.

We trust that the above information meets the requirements of the LODR Regulations and we would be grateful if you could take this information in your records.

For and on behalf of
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)



Rachit Malhotra
Company Secretary & Compliance Officer



Encl: 24th Annual Report of the Company

Corporate office :
A-1402, One Bkc, 14th Floor,
G - Block, Bandra Kurla Complex,
Bandra (East) Mumbai,
Maharashtra- 400051

Registered Office :
2nd Floor, DLF Centre,
Sansad Marg,
New Delhi - 110001

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(Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd)



CAPITALINDIA

Rediscover Business

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex - Fin Ltd)

24th ANNUAL REPORT 2017-18



CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

BOARD OF DIRECTORS

	DIN No.
Mr. Vinod Kumar Somani	: 00327231
Mr. Achal Kumar Gupta	: 02192183
Mrs. Promila Bhardwaj	: 06428534
Mr. Keshav Porwal	: 06706341
Mr. Rahul RameshKumar Jain	: 07541089
Mrs. Shraddha Kamat Suresh	: 07555355
Mr. Vineet Kumar Saxena	: 07710277
Mr. Subodh Kumar	: 07781250
Mr. Amit Sahai Kulshreshtha	: 07869849

KEY MANAGERIAL PERSONNEL (KMP)

Mr. Keshav Porwal	: Managing Director
Mr. Amit Sahai Kulshreshtha	: Chief Executive Officer
Mr. Rachit Malhotra	: Company Secretary
Mr. Neeraj Toshniwal	: Chief Financial Officer

AUDIT COMMITTEE

Mr. Vinod Kumar Somani	: Chairman
Mr. Achal Kumar Gupta	: Member
Mr. Vineet Kumar Saxena	: Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Achal Kumar Gupta	: Chairman
Mr. Vinod Kumar Somani	: Member
Mr. Vineet Kumar Saxena	: Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Vinod Kumar Somani	: Chairman
Mr. Achal Kumar Gupta	: Member
Mr. Vineet Kumar Saxena	: Member

STATUTORY AUDITOR

M/s. Divyank Khullar & Associates
Chartered Accountants
New Delhi

SECRETARIAL AUDITORS

M/s. Naveen Garg & Associates
Company Secretaries
New Delhi

INTERNAL AUDITORS

M/s P B & Co., Chartered Accountants

SHARE TRANSFER AGENT

Indus Portfolio Private Limited

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NOTICE

Notice is hereby given that the **24th Annual General Meeting** of the members of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company") for the Financial Year ended March 31, 2018, will be held on **Saturday, 02nd day of June 2018, at 9 A.M.** at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.
3. To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.

Special Business:

4. Appointment of Statutory Auditors to fill casual vacancy:

To consider and if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Sections 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board of Director(s) ('Board') in their meeting held on May 03, 2018, M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W / W100018), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.: 025755N) at such remuneration as may be mutually agreed between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, at such remuneration as may be mutually agreed by and between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT any Executive Director or Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be deemed necessary and incidental for giving effect to these resolutions including but not limited to filing of requisite forms and documents with the Registrar of Companies and any other authorities.

5. **Appointment of Mr. Keshav Porwal as the Managing Director of the Company:**

To consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the clause 118(i) of the Articles of Association of the Company, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the

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Companies Act, 2013, read with Schedule V thereof, and the rules made thereunder, any other applicable laws including any amendments or modifications thereto, from time to time, subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as the Managing Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Keshav Porwal (DIN: 06706341), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Keshav Porwal (DIN: 06706341) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

6. **Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company:**

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) as an Executive Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as an Executive Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Amit Sahai Kulshreshtha (DIN: 07869849), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of

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the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

7. **Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vineet Kumar Saxena (DIN: 07710277), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

8. **Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Shraddha Kamat Suresh (DIN: 07555355), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company), as a woman Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem

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fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

9. **Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Subodh Kumar (DIN: 07781250), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

10. **Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Somani (DIN 00327231), who was appointed as an Additional Director in the capacity of an Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act for proposing his candidature for the office of director of the Company, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

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11. **Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Achal Kumar Gupta (having DIN 02192183, who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

12. **Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Promila Bhardwaj (DIN 06428534), who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

13. **Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:**

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, as amended from time to time ("**Act**"), and all other applicable provisions, if any, of the Act, and in accordance

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with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time ("**Allotment Rules**"), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time ("**Capital Rules**"), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "**Competent Authorities**") enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited ("**BSE**"), where the equity shares of the Company are listed ("**Listing Agreement**"), subject to completion of withdrawal of the rights issue of the Company (along with completion and fulfillment of all other requirement in relation thereto) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to issue, offer and allot 3,96,83,000 (Three Crores Ninety Six Lakhs Eighty Three Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each ("**Equity Shares**") on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the ICDR Regulations, to the following subscribers (collectively known as "**Subscribers**"):

S No.	Details of the Subscriber	Number of Equity Shares	Consideration (including premium) (in Rs.)
1.	Capital India Corp LLP	2,73,83,000	1,72,51,29,000
2.	Samrat Banerjee	19,50,000	12,28,50,000
3.	Dharampal Satyapal Limited	45,00,000	28,35,00,000
4.	Sudhir Power Limited	19,50,000	12,28,50,000
5.	RJ Corp Limited	19,50,000	12,28,50,000
6.	Vasudevan Sathyamoorthy	19,50,000	12,28,50,000
	Total	3,96,83,000	2,50,00,29,000

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of the Equity Shares, on preferential allotment basis, in accordance with the ICDR Regulations shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the BSE on which the existing equity shares of the Company are listed.

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RESOLVED FURTHER THAT the said Equity Shares to be allotted to the Subscribers shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares shall only be allotted in dematerialized form to the Subscribers, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscribers and that the said Equity Shares shall rank, in all respects, pari passu with the existing equity shares of the Company including but not limited to, dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors with power to delegate to any officer(s) of the Company."

14. **Issue of non-convertible debentures / debt securities:**

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, any other rules, regulations, and guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and / or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "**Competent Authorities**") and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as

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the "**Debt Securities**"), denominated in Indian Rupees and / or foreign currency, in domestic and / or overseas market, on a private placement basis, up to an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only), on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to eligible investors, including bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider proper and most beneficial to the Company, during a period of 1 (One) year from the date of passing of this resolution."

15. **Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("**Act**") and the rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board (hereinafter referred to as the "**Board**", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten Only) each ("**Equity Shares**") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("**GDRs**"), American Depository Receipts

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("ADRs"), convertible preference shares, convertible debentures (compulsorily and/or optionally, fully and/or partly), Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds ("FCCBs"), Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("**Qualified Institutional Placement**" or "**QIP**") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("**QIBs**") in accordance with **Chapter VIII of the ICDR Regulations**, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead managers, advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary(ies) appointed and / or to be appointed by the Company ("**Issue**").

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into Equity Shares, the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 (Twelve) months from the date of this resolution, or such other time as may be allowed under the ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares

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shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs / ADRs / FCCBs / FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible Securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) / International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant bankers/ lead managers and/or other advisors as mentioned above, do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities),

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the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Authorized Persons in their absolute discretion may deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in their absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as they may in their absolute discretion deem fit."

**By order and on behalf of the Board
Capital India Finance Limited
Formerly known as Bhilwara Tex-Fin Limited**

**Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer**

**Place: New Delhi
Date: May 03, 2018**

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the items of Special Businesses as set out in Item No. 4-15 is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under item No. 5 to 12 of the Notice are also annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not less than 48 hours before the meeting.
4. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the Company. Provided that a member holding more than 10% (Ten Percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
5. If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
6. The proxy holder shall prove his / her identity at the time of attending the Meeting. A proxy form which does not state the name of the proxy shall be considered invalid. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
7. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
8. Requisition for inspection of proxies shall be received by the Company in writing from a member entitled to vote on any resolution at least three days before the commencement of the Meeting.
9. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting.
10. Corporate members intending to attend the meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
11. Members/ proxies should bring the attendance slip sent herewith, duly filled in, for attending the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
13. The Register of Contracts maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, read with rules issued thereunder are open for inspection by the members at the registered office of the Company on all working days, except Saturdays and Sundays, between 11:00 A.M. and 1:00 P.M. and also at the Annual General Meeting. Further, the Notice for this 24th Annual General Meeting along with requisite documents and the Annual Report for the Financial Year ended 2017 - 18 shall also be available on the Company's website, www.capitalindia.com under the "Investor" tab. Further, the notice received, if any, under Section 160 of Companies Act, 2013, will be put up on the website of the Company up to the date of the Meeting.
14. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.

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15. The Register of Members and Share Transfer Book of the Company will be closed from **May 17, 2018, to June 02, 2018 (both days inclusive)** for the purpose of holding the Annual General Meeting.
16. The dividend on equity shares, as recommended by the Board, if approved at the Annual General Meeting, will be payable within 30 days, not being later than Monday, July 02, 2018, to those members: (a) whose names appear as members in the Register of Members of the Company, as on May 14, 2018, (Record Date), after giving effect to valid share transfers in physical form lodged with the Company / the Company's Registrar and Transfer Agent; and (b) whose names appear as Beneficial Owners in the list of Beneficial Owners as on May 14, 2018, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent - M/s Indus Portfolio Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent.
18. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.
19. SEBI and the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Indus Portfolio Private Limited, the Registrar and Transfer Agent of the Company and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
20. In terms of Sections 101 and 136 of the Companies Act, 2013, read together with the rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc., and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the Registrar and Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to secretarial@capitalindia.com mentioning your Folio/DP ID & Client ID.
21. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
22. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Company's Registrar and Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon. secretarial
23. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Transfer Agent.

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25. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members of the Company with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
26. In terms of requirements of Secretarial Standard - 2 on "General Meetings" issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.
27. The instructions for e-voting are as under:

A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company / Depositories):

- i. Open the e-mail and also open PDF file namely "Capital India Finance e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder - Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
- viii. Select **"EVEN" (E-Voting Event Number) - 108356** of M/s Capital India Finance Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual-Shareholders, available at downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number) -108356, user ID (DP ID, Client ID, Folio No.) and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

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C. Other Instructions:

- i. The e-voting period commences on **May 30, 2018 (9.00 A.M.) and ends on June 01, 2018, (5.00 P.M.)**. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 26, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 26, 2018.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. May 26, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/ Indus Portfolio Private Limited (RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through polling paper. A person may participate in the Annual General Meeting even after exercising his/her vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- v. Mr. Aman Nijhawan (COP: 15768) or any other authorized representative of M/s Vinod Kothari and Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- vi. The Facility for voting through ballot will also be made available at the Annual General Meeting, and members attending the Annual General Meeting who have not already cast their vote by remote e- voting will be able to exercise their right at the Annual General Meeting. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the Annual General Meeting through ballot paper. Any Member, who has already exercised his votes through Remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.
- vii. The Chairman shall, at the Annual General Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.
- ix. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board, i.e. Mr. Aman Nijhawan (COP: 15768) or any other authorized representative of M/s Vinod Kothari and Company, at the Registered Office of the Company not later than Wednesday June 01, 2018 (5.00 P.M. IST).

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- x. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@capitalindia.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than June 01, 2018 (5.00 P.M. IST).
- xi. Ballot Form received after this date will be treated as invalid.
- xii. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- xiii. The Notice of the Annual General Meeting shall be placed on the website of the Company and can be access through <http://www.capitalindia.com/investor-corporate-announcement> and on the website of CDSL till the date of Annual General Meeting.
- xiv. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website <http://www.capitalindia.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.
- xv. Shareholders may send their concerns / queries to the Company Secretary and Compliance Officer of the Company at - secretarial@capitalindia.com. Telephone - +91-11-49546000. Website - www.capitalindia.com and/or at the registered office address of the Company.

By order and on behalf of the Board
Capital India Finance Limited
Formerly known as Bhilwara Tex-Fin Limited

Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer

Place: New Delhi
Date: May 03, 2017

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

Item No. 3. To take note of retirement of Mr. Rahul Rameshkumar Jain

Mr. Rahul Rameshkumar Jain was appointed as Additional Director on January 27, 2017 in the capacity of non-Executive Director which was duly approved by the members of the Company vide Postal Ballot resolution dated August 10, 2017. His appointment was regularized and was approved by the members as an Independent Director of the Company. He was further re-designated from being an Independent Director to Non-Executive Director by the Board of Directors in their meeting dated November 27, 2017. Pursuant to Section 152 of the Companies Act, 2013, Mr. Rahul Rameshkumar Jain was liable to retire by rotation at this Annual General Meeting of the Company but he expressed his unwillingness to be re-appointed as a Director of the Company in the meeting of the Board of Directors dated May 03, 2018, due to which he shall retire from his position as Director in this Annual General Meeting. There being no other director left on the Board who falls under the ambit of Section 152, no other director is being re-appointed under this section as all remaining directors were appointed on the Board of the Company during the year and each of their appointment has been put forth for approval by members in this Annual General Meeting. The members are therefore requested to take note of Mr. Rahul Rameshkumar Jain's retirement.

Item No. 4. Appointment of Statutory Auditors to fill casual vacancy:

M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:025755N), had tendered their resignation on May 02, 2018, from the position of Statutory Auditors of the Company, resulting in a casual vacancy in the office of Statutory Auditors of the Company. Pursuant to Section 139(8) of the Companies Act, 2013, any casual vacancy occurring in the office of Statutory Auditors of the Company due to resignation thereof, shall be filled by the Board within 30 days, subject to the approval of members at the general meeting within 3 months of the recommendation of the Board. Such Statutory Auditors shall hold office upto the date of the next Annual General Meeting.

With respect to the afore-mentioned provision, the Board has, in its meeting held on May 03, 2018, appointed M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company to fill the casual vacancy caused due the resignation of M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:025755N). Board has further approved and recommended appointment of M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting.

The members are further informed that a certificate of eligibility along with independence and consent to act as the Statutory Auditors of the Company has been received from M/s. Deloitte Haskins & Sells, LLP. The Auditors have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI.

In light of the above mentioned, pursuant to section 139 and other applicable provisions of the Companies Act, 2013, approval of members is required to appoint M/s. Deloitte Haskins & Sells, LLP as the Statutory Auditors of the Company in order to fill the casual vacancy and further to hold the office from the conclusion of 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company.

Members are hereby requested to consider approving the same by passing the afore-mentioned resolution mentioned in item no. 4 of the notice.

None of the Directors, Key managerial Personnel or their relatives, are, in any way, concerned or interested in the said resolution.

Item No. 5. Appointment of Mr. Keshav Porwal as the Managing Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Keshav Porwal (DIN: 06706341) was appointed by the Board as an Additional Director on the Board of the Company with effect

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from November 27, 2017, to hold office upto the date of ensuing Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from November 27, 2017, subject to the approval of the members.

Mr. Porwal, aged 41 years has more than 19 years of experience in real estate and financial services sector. Mr. Porwal brings considerable experience in successfully closing large and complex real estate transactions involving leading developers of the country as well as private investments. Prior to this, Mr. Porwal has worked with India Infoline Finance Limited, Société Générale, ABN AMRO and ICICI Bank. Mr. Porwal is a member of the Institute of Chartered Accountants of India and holds a Bachelor of Science degree from Kanpur University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Porwal, signifying his intention to propose his own appointment as the Managing Director of the Company. The remuneration and other terms and conditions of Mr. Porwal's appointment as Managing Director, as set out in the resolution, is subject to your approval.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Porwal and his relatives are, in any way, concerned or interested in the said resolutions. The resolutions as set out in Item No. 5 of this Notice are accordingly recommended for your approval.

Item No. 6. Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer ("CEO") of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Amit Sahai Kulshreshtha (DIN: 07869849) was appointed by the Board as an Additional Director on the Board with effect from November 27, 2017, to hold office upto the date of ensuing Annual General Meeting. He was also appointed as the Executive Director and CEO of the Company with effect from November 27, 2017, subject to the approval of the members.

Mr. Kulshreshtha, aged 42 years has over 19 years of varied professional experience in the areas of mergers & acquisitions, structured finance, equity fund raising, financial structuring, project finance, project development and management consulting. Prior to this, Mr. Kulshreshtha has worked with YES Bank Limited, Reliance Infrastructure, CRISIL Limited (an S&P Global Company) and RPG Enterprises. Mr. Kulshreshtha holds a B. Tech degree from IIT (BHU) Varanasi, a PGDM from IIM Kozhikode and an LLB degree from Mumbai University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Kulshreshtha, signifying his intention to propose his own appointment as an Executive Director of the Company. The remuneration and other terms and conditions of Mr. Kulshreshtha's appointment as an Executive Director, as set out in the resolution, is subject to your approval.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kulshreshtha and his relatives are, in any way, concerned or interested in the said resolutions. The resolutions as set out in Item No. 6 of this Notice are accordingly recommended for your approval.

Item No. 7. Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Vineet Kumar Saxena (DIN: 07710277) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director Mr. Saxena holds office till the date of the Annual General Meeting.

Mr. Saxena, aged 50 years has more than 23 years of experience in banking and financial services. He is a financial services professional with rich and diverse experience in commercial and retail lending across organizations

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like ICICI Bank, Barclays Bank, G.E Capital TFS, ABN AMRO Bank, Religare Finvest Limited and Star Agri Finance Limited. Mr. Saxena holds a B.E. (Electronics) from University of Pune and an M.B.A.(Finance) from University of Lucknow.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Saxena, signifying his intention to propose his own appointment as a Non-Executive Director of the Company. Mr. Saxena is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Saxena and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 7 of this Notice are accordingly recommended for your approval.

Item No. 8. Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Ms. Shraddha Kamat Suresh (DIN:07555355) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director Ms. Suresh holds office till the date of the Annual General Meeting.

Ms. Suresh, aged 33 years, has over 6 years of experience in corporate strategy in financial services industry and real estate sector. She holds a degree in MBA Finance from Narsee Monjee Institute of Management Studies and a degree in Bachelor's in Commerce from Mumbai University.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Ms. Suresh signifying her intention to propose her own appointment as a woman Non- Executive Director of the Company. Ms. Suresh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given her consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Suresh and her relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 8 of this Notice are accordingly recommended for your approval.

Item No. 9. Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Subodh Kumar (DIN: 07781250) as an Additional Director of the Company, liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Kumar holds office till the date of the Annual General Meeting.

Mr. Kumar, aged 41 years, is a competent professional with nearly 16 years of experience in telecom and hospitality sectors.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Kumar, signifying his intention to propose his own appointment as a non- Executive Director of the Company. Mr. Subodh Kumar is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

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None of the Directors, Key Managerial Personnel and their relatives, except Mr. Kumar and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 9 of this Notice are accordingly recommended for your approval.

Item No. 10. Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Vinod Kumar Somani (DIN: 00327231) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Somani holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Somani, signifying his intention to propose his own appointment as an Independent Director of the Company. The Company has also received a declaration from Mr. Somani confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Somani is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Somani fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and he is independent of the management.

Mr. Somani, aged 64 years, is a fellow member of Institute of Chartered Accountants of India. He is a senior partner with M/s KG Somani & Co., Chartered Accountants since 1986. He has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public-Sector Companies. He has a sound knowledge of finance, company laws and tax laws. Since M/s KG Somani & Co is registered as a SEBI Merchant Banker Category IV, Mr. Somani is well versed with Merchant Banking activities. He was a member of the MOU Task Force and Expert panel of the Task Force on the Memorandum of Understanding of Central Public Sector.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Somani and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 10 of this Notice are accordingly recommended for your approval.

Item No. 11. Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Achal Kumar Gupta (DIN: 02192183) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Gupta holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Mr. Gupta, signifying his intention to propose his own appointment as an Independent Director of the Company.

The Company has also received a declaration from Mr. Gupta confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Achal Kumar Gupta fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and he is independent of the management.

Mr. Gupta, aged 64 years, is a qualified CAIIB and MA. He has held top positions in SBI, SBI Mutual Fund, State Bank of Patiala and IFCI Limited. He was the Managing Director of State Bank of Patiala and SBI Mutual Funds

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Management Private Limited. Currently he is Non-Executive director in South Indian Bank Limited and an independent director in Canara Robecco Asset Management Company Limited.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Gupta and his relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 11 of this Notice are accordingly recommended for your approval.

Item No. 12. Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Ms. Promila Bhardwaj (DIN: 06428534) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing Annual General Meeting. As an Additional Director, Ms. Bhardwaj holds office till the date of the Annual General Meeting and is eligible for being appointed as an Independent Director.

Pursuant to Section 160 of Companies Act, 2013, the Company has received a notice from Ms. Bhardwaj, signifying her intention to propose her own appointment as an Independent Director of the Company. The Company has also received a declaration from Ms. Bhardwaj confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Bhardwaj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Bhardwaj fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and she is independent of the management.

Ms. Bhardwaj, aged 63 years is a former IRS officer (batch of 1979). She has more than 35 years of services with the Government of India as Commissioner, Chief Commissioner & Director General and has handled both domestic and International Taxation. She also worked as Director in Ministry of Finance, Ministry of Industry & Ministry of Human Resource Development. Ms. Bhardwaj did her bachelor's with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Bhardwaj and her relatives, are in any way, concerned or interested in the said resolution. The resolutions as set out in item No. 12 of this Notice are accordingly recommended for your approval.

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Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of Companies Act 2013 and Secretarial Standard-2)

Brief Profile of Director being appointed / re-appointed:

I.	Information about the appointee	
Name	Mr. Keshav Porwal	Mr. Amit Sahai Kulshreshtha
DIN	06706341	07869849
Age	41 years	42 years
Date of Appointment	November 27, 2017	November 27, 2017
Qualification PGDM Mumbai	Chartered Accountant	B. Tech from IIT (BHU) Varanasi, from IIM Kozhikode and LLB from University.
Terms and conditions of appointment	As may be approved by the Board of Directors subject to maximum ceiling limits of remuneration as per Act	As may be approved by the Board of Directors subject to maximum ceiling limits of remuneration as per Act
Experience and background	Experience of 19 years in real estate and financial service sector	Mergers & acquisitions, structured finance, equity fund raising, financial structuring, project finance, project development and management consulting
Recognition or awards	Nil	Nil
Job Profile and suitability	Based on his experience and background he is suitable for the position of Managing Director.	Based on his experience and background he is suitable for the position of Chief Executive Officer.
Remuneration sought to be paid	Rs. 1,11,85,096/- P. A.	Rs. 1,11,85,096/- P. A.
Remuneration last drawn by such person, if applicable	Rs.37,90,960/-	Rs. 36,34,891/-
Date of first appointment on the Board	November 27, 2017	November 27, 2017
Directorships (other than alternate directorships) held in other companies (excluding foreign companies and section 8 companies)	• CIFL Holdings Private Limited • CIFL Investment Manager Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • Capital India Home Loans Limited • Sahyog Dream Homes Private Limited • SBKP Consultancy Private Limited • Sahyog Homes Limited • Trident Realty UK Limited	• CIFL Holdings Private Limited • CIFL Investment Manager Private Limited • Capital India Asset Management Private Limited • Capital India Wealth Management Private Limited • Capital India Home Loans Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with the Company any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of meetings of Board attended during the year	4	4

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Details of Non-Executive Directors:

Name	Ms. Shraddha Kamat Suresh	Mr. Subodh Kumar	Mr. Vineet Kumar Saxena
DIN	07555355	07781250	07710277
Age	33 years	41 years	50 years
Date of Appointment	November 27, 2017	November 27, 2017	November 27, 2017
Qualification	MBA (Finance)	Graduate	B.E. (Electronics and MBA (Finance)
Expertise in specific functional area	Real estate and financial service sector	Telecom and hospitality sector	Banking and financial services
Remuneration sought to be paid	N.A.	N.A.	N.A.
Remuneration last drawn by such person, if applicable	Nil	Nil	Nil
Date of first appointment on the Board	November 27, 2017	November 27, 2017	November 27, 2017
Directorships held in other companies (excluding foreign companies and section 8 companies)	Nil	Nil	- Capital India Home Loans Limited - Fintree Finance Private Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee.)	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil

Details of Independent Directors

Name	Mr. Vinod Kumar Somani	Mr. Achal Kumar Gupta	Ms. Promila Bhardwaj
DIN	00327231	02192183	06428534
Age	64 years	64 years	63 years
Date of Appointment	December 20, 2017	December 20, 2017	December 20, 2017
Qualification	CA	CAIIB and MA	Bachelors with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration
Expertise in specific functional area	Banking and financial services	Banking and financial services	Former officer of Indian Revenue Services, and more than 35 years of experience working with the Government of India

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Name	Mr. Vinod Kumar Somani	Mr. Achal Kumar Gupta	Ms. Promila Bhardwaj
Remuneration sought to be paid	Nil (except sitting fee)	Nil (except sitting fee)	Nil (except sitting fee)
Remuneration last drawn by such person, if applicable	Nil (except sitting fee)	Nil (except sitting fee)	Nil (except sitting fee)
Date of first appointment on the Board	December 20, 2017	December 20, 2017	December 20, 2017
Directorships held in other companies (excluding foreign companies and section 8 companies)	• NTB International Pvt Ltd • K. G. Somani Management Consultants Private Limited • K. G. Somani Insolvency Professionals Private Limited	• The South Indian Bank Limited; • Canara Robeco Asset Management Company Limited.	• ACB (India) Power Limited • TRN Energy Private Limited • Sindhu Trade Links Limited • Apex Home Finance Limited • Spectrum Coal and Power Limited • Maruti Clean Coal and Power Limited
Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	The South Indian Bank Limited 1. Member - Audit Committee Canara Robeco Asset Management Company Limited Member - Audit Committee	Ms. Promila Bhardwaj is a member of Audit Committee of the following companies: a) Maruti Clean Coal and Power Limited b) Spectrum Coal and Power Limited Ms. Promila Bhardwaj is a Chairperson cum member of Audit Committee of the following companies: a) TRN Energy Private Limited b) ACB (India) Power Limited
Shareholding in the Company	Nil	Nil	Nil
Relationship with any Director(s), Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	Mr. Vinod Kumar Somani, aged 64 years, is a fellow member of Institute of Chartered Accountants of India. He is a senior partner with M/s KG Somani & Co., Chartered Accountants since 1986. He has been auditing the accounts of Nationalised Banks, Insurance Companies, Government and Public-Sector Companies. He has a sound knowledge of finance, company laws and tax laws. Since M/s KG Somani & Co is registered as a SEBI Merchant Banker Category IV, Mr. Somani is well versed with Merchant Banking activities. He was a member of the MOU Task Force and Expert panel of the Task Force on the Memorandum of Understanding of Central Public Sector.	Mr. Achal Kumar Gupta, aged 64 years, is a qualified CAIIB and MA. He has held top positions in SBI, SBI Mutual Fund, State Bank of Patiala and IFCI Limited. He was the Managing Director of State Bank of Patiala and SBI Mutual Funds Management Private Limited. Currently he is non-executive director in South Indian Bank Limited and an independent director in Canara Robeco Asset Management Company Limited.	Ms. Promila Bhardwaj, aged 63 years is a former IRS officer (batch of 1979). She has more than 35 years of services with the Government of India as Commissioner, Chief Commissioner & Director General and has handled both domestic and International Taxation. She also worked as Director in Ministry of Finance, Ministry of Industry & Ministry of Human Resource Development. Ms. Bhardwaj did her Bachelor's with Honours in English, Masters in English Literature, M Phil in Social Sciences and has obtained Post Graduate Diploma in Public Administration.

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Schedule V Information:

I	General Information
Nature of industry	The Company is a Non-Banking Financial Company engaged in the business of loans and investments. The industry is largely affected by the various macro and micro economic factors which are beyond the control of the Company. The current trend of the industry shows an upward trajectory in the financial markets backed by the government's move of infusing more funds in the economy to resolves the major issue of distressed assets in the economy. The Company is also prone to financial risks as the core nature of the industry, as stated above, depends on various uncontrollable aspects.
Date of commencement of commercial production	The Company was incorporated in the year 1994 and is actively doing business since then.
Financial performance	Attached audited Financial Statements of the Company show the financial position of the Company
Foreign investments or collaborations	No foreign investments were made by the Company during the period under review.
II.	Other Information
Reasons for loss or inadequacy of profits	The Company is operating in a risk prone environment and is liable to be affected by the macro and micro factors. Therefore, the performance of the Company is subject to the external factors and management anticipates that inadequacy or loss might trigger at the year end.
Steps taken or proposed to be taken for improvement	The Company is currently in profits and will ensure deploying all possible efforts for keeping the Company on a healthy and profitable track.
Expected increase in productivity and profits in measurable terms	NA

Item No. 13. Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:

1. Details required under Section 102 of the Companies Act, 2013, and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

With a view to raise further capital for the business, operational and general corporate requirements of the Company, the Board has approved, subject to the approval of the shareholders, the allotment and issue of up to 3,96,83,000 (Three Crores Ninety-Six Lakhs Eighty-Three Thousand) Equity Shares having face value Rs. 10/- (Rupees Ten Only) each, on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time, and on such terms and conditions and at such time as mentioned in the resolution at Item No. 13 of this Notice.

2. Under Section 42 and Section 62(1)(c) of the Companies Act, 2013 ("Companies Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Allotment Rules**"), and the Companies (Share Capital and Debentures) Rules, 2014 ("**Capital Rules**"), a company may, by Special Resolution, authorize the issue of shares on a private placement and preferential basis, subject to the conditions prescribed thereunder. The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Equity Shares to the Subscribers.**

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3. Additional details as required under Rule 13 of the Capital Rules and Rule 14 of the Allotment Rules are stated below:

Sr No.	Particulars	Details																					
1.	The objects of the issue	Fund raising for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company and capitalization of the subsidiaries																					
2.	The total number of securities to be issued	up to 3,96,83,000 Equity Shares																					
3.	The price or price band at/within which the allotment is proposed	Rs. 63/- per Equity Share (including a premium of Rs. 53/- (Rupees Fifty-Three only)																					
4.	Basis on which the price has been arrived at along with report of the registered valuer	As per ICDR Regulations																					
5.	Relevant date with reference to which the price has been arrived at	May 03, 2018																					
6.	The class or classes of persons to whom the allotment is proposed to be made	The Promoters, existing shareholders and 1 (One) investor (un-related)																					
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters are subscribing to the offer. No director/ key management personnel has an intention to subscribe to the offer.																					
8.	The proposed time within which the allotment shall be completed	Within 15 days from the date of the approvals and permissions from the Competent Authorities																					
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>S No.</th><th>Proposed Allottees</th><th>Post Issue Shareholding</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Capital India Corp LLP</td><td>68.58%</td></tr> <tr> <td>2.</td><td>Samrat Banerjee</td><td>4.90%</td></tr> <tr> <td>3.</td><td>Dharampal Satyapal Limited</td><td>11.34%</td></tr> <tr> <td>4.</td><td>Sudhir Power Limited</td><td>4.92%</td></tr> <tr> <td>5.</td><td>RJ Corp Limited</td><td>4.90%</td></tr> <tr> <td>6.</td><td>Vasudevan Sathyamoorthy</td><td>4.52%</td></tr> </tbody> </table>	S No.	Proposed Allottees	Post Issue Shareholding	1.	Capital India Corp LLP	68.58%	2.	Samrat Banerjee	4.90%	3.	Dharampal Satyapal Limited	11.34%	4.	Sudhir Power Limited	4.92%	5.	RJ Corp Limited	4.90%	6.	Vasudevan Sathyamoorthy	4.52%
S No.	Proposed Allottees	Post Issue Shareholding																					
1.	Capital India Corp LLP	68.58%																					
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4.	Sudhir Power Limited	4.92%																					
5.	RJ Corp Limited	4.90%																					
6.	Vasudevan Sathyamoorthy	4.52%																					
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control																					
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NA																					
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA																					

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

4. The pre-issue and post-issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue (As on March 31, 2018)		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoters' holding:				
1.	Indian:				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	2232300	63.73	29615300	68.58
	Sub Total	2232300	63.73	29615300	68.58
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	2232300	63.73	29615300	68.58
B	Non-Promoters' holding / Public:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Central Government/ State Government(s)/ President of India	NIL	NIL	NIL	NIL
3.	Non-Institution:				
	Private Corporate Bodies	747348	21.34	9147348	21.18
	Directors and Relatives	NIL	NIL	NIL	NIL
	Indian Public	522152	14.90	4422152	10.24
	Others (Including NRIs)	900	0.02	900	0.00
	Sub Total (B)	1270400	36.27	13570400	31.42
	GRAND TOTAL	3502700	100	43185700	100

5. Other Details Required under Section 102 of the Companies Act, 2013:

Particulars of Interested Persons	Details of the nature of concern or interest, financial or otherwise, if any, in respect of the items specified in the Notice
(i) Name of directors and the manager:	NIL
(ii) Names of every other key managerial personnel:	NIL
(iii) Names of relatives of the persons mentioned above:	NIL
Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision	NA

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

6. The information as required under the ICDR Regulations are set out below:

a) Objects of the Issue:

The proceeds of the preferential offer are proposed to be used for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company and capitalization of the subsidiaries.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer

The Promoters of the Company are subscribing to the offer. No director/key management personnel has an intention to subscribe to the offer.

c) Shareholding Pattern before and after issue of the Subscription Shares:

Sr. No.	Category	Pre Issue (As on March 31, 2018)		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoters' holding:				
1.	Indian :				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	2232300	63.73	29615300	68.58
	Sub Total	2232300	63.73	29615300	68.58
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	2232300	63.73	29615300	68.58
B	Non-Promoters' holding :				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Central Government/ State Government(s)/ President of India	NIL	NIL	NIL	NIL
3.	Non-Institution:				
	Private Corporate Bodies	747348	21.34	9147348	21.18
	Directors and Relatives	NIL	NIL	NIL	NIL
	Indian Public	522152	14.90	4422152	10.24
	Others (Including NRIs)	900	0.02	900	0.00
	Sub Total (B)	1270400	36.27	13570400	31.42
	GRAND TOTAL	3502700	100	43185700	100

d) Pricing of the Issue:

The Equity Shares will be issued at a price of Rs. 63/- (Rupees Sixty-Three only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) being a price which is higher than the price arrived at as per the provisions stipulated in Chapter VII of the ICDR Regulations (Regulation 76A - Infrequently Traded Shares). Since, the Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the Company shall not be required to recompute the price per Equity Share.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

The "**Relevant Date**" for the purpose of calculating the price of the Equity Shares shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

"**Stock Exchange**" shall mean BSE Limited.

- e) Proposed time limit within which allotment will be completed:

The proposed allotment of the Equity Shares will be completed within 15 days period from the later of: (i) date of passing of the Special Resolution; and (ii) the receipt of approval / permission from any regulatory authority.

- f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees with percentage of expanded capital to be held by them

S No.	Details of Subscriber	Category / Class of Subscriber	Beneficial Ownership	Post Issue % holding	Change in Control
1.	Capital India Corp LLP	Promoter	Mr. Sumit Kumar Narvar and Mrs. Poonam Narvar	68.58%	There will be no change in the control or composition of the Board of Directors of the Corporation consequent to the said issuances
2.	Dharampal Satyapal Limited	Non-Promoter	The natural persons who are the ultimate beneficial owners' of Dharampal Satyapal Limited are Rajiv Kumar, Sunita Gupta, Suruchi Saraf, Swati Saraf, Rohan Kumar Gupta, Riti Gupta, Ravinder Kumar, Rita Kumari, Ritesh Kumar, Raghav Kumar, Samit Goela, Puesh Kumar Gupta, Sudha Rani Gupta, Vipul Gupta, Ajay kumar Gupta, Vinod Kumari Gupta, Amogh Kumar Gupta, Dr. Ved Prakash Gupta, Rita Gupta, Rachna Gupta, Aruna Gupta, Rakesh Kumar Gupta, Rajesh Kumar Gupta, Satya Foundation (Rajiv Kumar Trustee)*** and S.R. Foundation (Rajiv Kumar Trustee)***. ***The natural persons who are the ultimate beneficial owners of Satya Foundation are SR Foundation, Saral Satya Trust, Rajiv Kumar, Sunita Gupta and Rohan Kumar Gupta; ***The natural persons who are the ultimate beneficial owners of SR Foundation are RR Foundation and Riti Gupta; ***The natural persons who are the ultimate beneficial owners' of RR Foundation are SR Foundation, Sanskritii Gupta and Rohan Kumar Gupta and his lineal descendants; and ***The natural persons who are the ultimate beneficial owners of Saral Satya Trust, are Suruchi Saraf and her lineal descendants, Swati Saraf and her lineal descendants and Riti Gupta and her lineal descendants.	11.34%	
3.	Sudhir Power Limited	Existing Equity Shareholder	The natural persons who are the ultimate beneficial owners' of Sudhir Power Limited are Sudhir Seth, Rahul Seth, Indu Seth, Kritika Seth, Kamala Seth, Sudhir Seth HUF with Sudhir Seth as karta and Rahul Seth HUF with Rahul Seth as karta.	4.92%	
4.	RJ Corp Limited	Existing Equity Shareholder	The natural persons who are the ultimate beneficial owners' of RJ Corp Limited are R K Jaipuria and Sons (HUF) with Ravi Kant Jaipuria as karta. Varun Jaipuria, Dhara Jaipuria, Devyani Jaipuria; Shabnam Properties Private Limited***, Sellwell Foods and Beverages Private Limited*** and Empire Stocks Private Limited*** ***The natural persons who are the ultimate beneficial owners of Empire Stocks Private Limited are R K Jaipuria and Sons (HUF) with Ravi Kant Jaipuria as karta, Varun Jaipuria and RJ Corp Limited; ***The natural persons who are the ultimate beneficial owners of Shabnam Properties Private Limited are Varun Jaipuria and RJ Corp Limited; and ***The natural persons who are the ultimate beneficial owners of Sellwell Foods and Beverages Private Limited are Vivek Gupta and RJ Corp Limited.	4.90%	

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

g) Lock-in:

- (i) The Equity Shares to be allotted on a preferential basis to the Promoter, up to 20% (Twenty Percent) of the post-issue paid-up capital of the Company, shall be locked-in for a period of 3 (Three) years from the date of trading approval granted for the Equity Shares in accordance with the ICDR Regulations.
- (ii) The Equity Shares to be allotted on a preferential basis to the Subscribers (in the case of the Promoter all shares held by them in addition to the locked-in shares under point (i) above), shall be locked-in for a period of 1 (One) year from the date of trading approval granted for the Equity Shares in accordance with the ICDR Regulations.
- (iii) The entire pre-preferential allotment shareholding of the Subscribers shall be locked-in from the Relevant Date up to a period of 6 (Six) months from the date of trading approval, in accordance with the ICDR Regulations.

h) Undertakings

The Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the disclosures under Regulation 73(1)(f) and (g) of the ICDR Regulations are not applicable. Provided however in the event the Company is required to recompute the price for any reason, the Company undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of the ICDR Regulations, if it is required to do so; and
 - (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- i) None of the Directors of the Company is in any way concerned or interested in the resolution.
- j) Other disclosures
- (i) A copy of the certificate from the Statutory Auditors of the Company, certifying that the preferential allotment being made in accordance with the requirements contained in the ICDR Regulations shall be available for inspection by the members at the registered office of the Company on any working day till the date of the Annual General Meeting, i.e., June 02, 2018, during business hours between 3.00 PM to 5.00 PM.
 - (ii) Neither the Company, nor the Promoter or the Directors are categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
 - (iii) The Subscribers have not sold Equity Shares of the Company in the six months preceding the Relevant Date.

The above proposal is in the interest of the Company and the Board of the Company thus recommends resolution at Item No. 13 for approval of the Members of the Company as a Special Resolution.

Item No. 14. Issue of non-convertible debentures / debt securities:

Pursuant to the provisions of Section 42 of the Act read with Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

being in force), a Company offering or making an invitation to subscribe to non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the "Debt Securities") on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations proposed to be made for such Debt Securities during the year. The Company may borrow up to Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) by way of issue of Debt Securities during the period of 1 (One) year from the date of passing of this proposed resolution. The proceeds from the issue of the Debt Securities are proposed to be utilised inter alia for business and operations requirements of the Company. Further, in order to maintain its regulatory capital adequacy requirements, the company would issue Debt Securities in the form of subordinated debt and perpetual debt instruments from time to time.

The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the Debt Securities, as stipulated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Item No. 15. Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws:

The Special Resolution proposed is an enabling resolution to facilitate and meet the Business expenditure requirements and to utilize the issue proceeds for general corporate purposes including but not limited to pursuing new business opportunities, meeting the issue expenses etc., The resolution contained in the attached Notice pertains to a proposal by the Company to offer, issue and allot equity shares, American Depository Receipts and other securities, as stated therein in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice. The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer. As per Section 62 of the Companies Act, 2013, and as per the rules and regulations applicable under the laws, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of existing members is being sought to empower the Board to issue, offer and allot Equity Shares at such price (at a discount of not more than 5% on the price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions, incorporated. The members' approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing shareholders. The Special Resolution also seeks to empower the Board (which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. The Special Resolution seeks to give the Board the powers to issue Equity Shares as the Board may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors. The Equity Shares so allotted would be listed. The issue / allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the BSE under the provisions of the Listing Regulations.

The Board recommends passing of the resolution set out as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolution.

**By order and on behalf of the Board
Capital India Finance Limited
(Formerly known as Bhilwara Tex-Fin Limited)**

**Sd/-
Rachit Malhotra
Company Secretary &
Compliance Officer**

**Place: New Delhi
Date: May 03, 2018**

CAPITAL INDIA FINANCE LIMITED
(Formerly Known as Bhilwara Tex-Fin Limited)
2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001
CIN: L74899DL1994PLC128577

PROXY FORM
Form No. MGT-11

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

CIN : L74899DL1994PLC128577
Name of the Company : Capital India Finance Limited (Formerly known as Bhilwara Tex-Fin Limited)
Registered Office : 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

Name of the Member	
Registered Address	
E-mail ID	
Folio No/ Client ID	
DP ID	

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

Name	
Address	
E-mail ID	
Signature	

Or failing him/her

Name	
Address	
E-mail ID	
Signature	

Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, the June 02, 2018 at 9.00 A.M at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business:
1.	To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.
2.	To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.
3.	To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.
	Special Business
4.	Appointment of Statutory Auditors to fill casual vacancy.
5.	Appointment of Mr. Keshav Porwal as the Managing Director of the Company.
6.	Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company.
7.	Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company.
8.	Appointment of Ms. Shraddha Kamat Suresh as Woman Non-Executive Director of the Company.
9.	Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company.
10.	Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company.
11.	Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company.
12.	Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company.
13.	Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.
14.	Issue of non-convertible debentures / debt securities.
15.	Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.

Signed this day ofof 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix a
Re. 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company at 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001, not less than 48 hours before the commencement of the Annual General Meeting.

CAPITAL INDIA FINANCE LIMITED
(Formerly Known as Bhilwara Tex-Fin Limited)
2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001
CIN: L74899DL1994PLC128577

FORM NO. MGT-12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1994PLC128577
Name of the Company : Capital India Finance Limited (Formerly known as Bhilwara Tex-Fin Limited)
Registered Office : 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

BALLOT PAPER

S. No.	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2	Postal Address	
3	Registered folio no./ *Client ID No.	
4	Class of shares	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.			
2.	To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.			
3.	To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.			
4.	Appointment of Statutory Auditors to fill casual vacancy.			
5.	Appointment of Mr. Keshav Porwal as the Managing Director of the Company.			
6.	Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company.			
7.	Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company.			
8.	Appointment of Ms. Shraddha Kamat Suresh as Woman Non-Executive Director of the Company.			
9.	Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company.			
10.	Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company.			
11.	Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company.			
12.	Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company.			
13.	Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.			
14.	Issue of non-convertible debentures / debt securities.			
15.	Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.			

Place:
Date:

(Signature of shareholder/Proxy)

CAPITAL INDIA FINANCE LIMITED

(Formerly Known as Bhilwara Tex-Fin Limited)

CIN: L74899DL1994PLC128577

Registered Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

Phone: 011-49546000

Email: secretarial@capitalindia.com, Website: www.capitalindia.com

ATTENDANCE SLIP

(24th Annual General Meeting on Saturday, 2nd June, 2018 at 9.00 A.M.)

1. Name(s) of Members(s) including joint holders, if any	
2. Registered Address of the Sole/First named Member	
3. DP ID No. & Client ID No. / Registered Folio No.	
4. No. of Shares held	
5. Name of Proxy (In case of proxies only)	

I hereby record my presence at the 24th Annual General Meeting of the Company being held at:

"Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003,
on Saturday, the 2nd June, 2018 at 9 AM

Signature of the Shareholder/Proxy/ Authorized Representative present

Notes:

1. Shareholder/Proxy/ Authorized representative wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.
2. **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

The map displays the Lodi Estate (लोदी एस्टेट) in Delhi, India. The estate is situated between Max Mueller Marg to the north and Lodhi Rd to the east. To the west of the estate is the Tughlak Road Area, which includes the Delhi Race Club and the Airforce Swimming Pool. To the south of the estate is the Jor Bagh area, which includes the Jor Bagh Colony and the Jor Bagh Market. The map also shows the surrounding roads, including Lodhi Rd, Safdarjung Rd, and Max Mueller Marg. Key landmarks include the Delhi Golf Club, Lodhi Garden, Lodhi Tomb, and the India Habitat Centre. The map is oriented with North at the top.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

BOARD'S REPORT

To,

The Members,

CAPITAL INDIA FINANCE LIMITED

(FORMERLY KNOWN AS BHILWARA TEX-FIN LIMITED)

Your directors have pleasure in presenting their 24th Annual Report together with the Audited Financial Statements (both Standalone and Consolidated) for the Financial Year ended on March 31, 2018 ("FY 2017-18" or "period under review"). The summarised Consolidated and Standalone financial performance of your Company is as follows:

1. FINANCIAL RESULTS

(Amount in Rs.)

Particulars	Consolidated*		Standalone	
	Year ended 31st March, 2018	Year ended 31st March, 2017	Year ended 31st March, 2018	Year ended 31st March, 2017
Total Income	26,04,60,113	NA	25,70,90,477	8,78,21,461
Total Expenditure	21,61,13,566	NA	21,06,34,455	8,33,67,339
Profit before tax	4,43,46,547	NA	4,64,56,022	44,54,122
Provision for tax (including Deferred Tax)	164,59,174	NA	1,69,69,426	21,02,197
Profit after tax	2,78,87,373	NA	2,94,86,596	23,51,925
Add: Profit and Loss account balance brought forward from previous year	26,46,488	NA	26,46,488	7,64,948
Transfer to Special Reserve under Section 45- IC of the RBI Act, 1934	58,97,319	NA	58,97,319	4,70,385
Surplus carried to Balance Sheet	2,46,36,542	NA	2,62,35,765	26,46,488

* The Company did not have any subsidiaries as on year ended March 31, 2017 and therefore, the consolidated figures are given for the Financial Year ended on March 31, 2018 in which the Company has 5 subsidiaries.

2. RESERVES

In order to comply with the provisions of Reserve Bank of India Act, 1934, the Company has transferred Rs. 58,97,319/- (Rupees Fifty Eight Lakhs Ninety Seven Thousand Three Hundred and Nineteen only) to Special Reserve Funds under Section 45-IC of the RBI Act, 1934 and has also made provision of Rs. 10,41,140/- (Rupees Ten Lakhs Forty One Thousand and One Hundred Forty Only) for Standard Assets during the year under review. Total provisions for Standard Assets of the Company at the Financial Year ended March 31, 2018 is Rs. 41,57,750/- (Rupees Forty One Lakhs Fifty Seven Thousand Seven Hundred and Fifty only).

Except as mentioned above, no amount was transferred to any reserve by the Company during the year under review.

3. SHARE CAPITAL

During the year under review, the Company had increased its authorised share capital to Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) from Rs. 4,00,00,000/- (Rupees Four Crores only). The increased share capital was approved by the shareholders through e-voting and postal ballot on January 27, 2018.

Consequently, the paid-up share capital and authorised share capital of the Company stands at Rs. 3,50,27,000/- (Rupees Three Crores Fifty Lacs and Twenty Seven Thousand only) and Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) respectively.

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4. INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY

Your directors intend to strengthen its core business operations in order to make the Company more profitable in the upcoming year. During the period under review, the name of the Company was changed from Bhilwara Tex - Fin Limited to Capital India Finance Limited. Further, your Company's entire Management and Control was changed during the year as Sainik Mining and Allied Services Limited, erstwhile promoters of the Company had divested their stake in favour of Capital India Corp LLP by adhering to the procedure laid down under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, RBI Master Directions for NBFCs and all other applicable laws.

During the year under review, the Company was engaged into the business of financing and doing investments as Non-Banking Financial Company without accepting public deposit for which the Certificate of Registration was obtained from the Department of Non-Banking Supervision, Reserve Bank of India. The Company had provided / taken inter-corporate loans and investments in ordinary course of business at Arm's Length Price (ALP), which forms part of the Financial Statements enclosed with this Annual Report.

On standalone basis, the Company's total income during FY 2017-18 was Rs. 25,70,90,477/- (Rupees Twenty Five Crores Seventy Lakhs Ninety Thousand Four Hundred and Seventy Seven only) as compared to Rs. 8,78,21,461/- (Rupees Eight Crores Seventy Eight Lakhs Twenty One Thousand Four Hundred and Sixty One only) in FY 2016-17 and the Company has earned a Profit Before Tax (PBT) of Rs. 4,64,56,022/- (Rupees Four Crores Sixty Four Lakhs Fifty Six Thousand and Twenty Two only) in FY 2017-18 as compared to Rs. 44,54,122 /- (Rupees Forty Four Lakhs Fifty Four Thousand One Hundred and Twenty Two only) in FY 2016-17. Further, the Company did not have any subsidiaries in the FY 2016-17 but during the period under review, the Company had incorporated 5 wholly owned subsidiary companies with an aim to further expand its business activities. The Financial Statements forming part of this Annual Report also includes the Consolidated Financial Statements for the FY 2017-18.

5. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business activity of the Company during the period under review. The Company has however, formed 5 wholly owned subsidiaries with an aim to expand its business activities in financial services, details of which are given below in Para 6.

6. HOLDING & SUBSIDIARY COMPANY

i) Holding Company

Your Company does not have any holding company.

ii) Subsidiary Company

Your Company has following 5 subsidiaries:

S.No	Company's name	Shareholding
1	Capital India Home Loans Limited	100%
2	Capital India Asset Management Private Limited	100%
3	Capital India Wealth Management Private Limited	100%
4	CIFL Holdings Private Limited	100%
5	CIFL Investment Manager Private Limited	100%

Note:

- As required under Rule 8 (1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on Standalone Financial Statements and a Report on Performance and Financial Position of each of the subsidiaries, as included in the Consolidated Financial Statements, is presented herewith in Form AOC-I as Annexure-I.

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- In accordance with third proviso of Section 136 (1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statements would be placed on the website of the Company at <http://capitalindia.com> under the "Investors" tab.

7. DIVIDEND

Your Directors recommend a final dividend of Rs. 1/- per equity share for the Financial Year 2017-18. The final dividend on the 35,02,700 equity shares, if approved by the members of the Company at the ensuing Annual General Meeting, would entail an outflow of Rs. 35,02,700/- (Thirty Five Lakhs Two Thousand and Seven Hundred Only) towards dividend and Rs. 7,13,069/- (Rupees Seven Lakh Thirteen Thousand and Sixty Nine only) towards dividend distribution tax @20.36%, resulting in a total outflow of Rs. 42,15,769/- (Rupees Forty Two Lakhs Fifteen Thousand Seven Hundred and Sixty Nine only).

8. INTERNAL CONTROL SYSTEM AND INTERNAL FINANCIAL CONTROLS

The Company has in place adequate Internal Financial Control System with reference to financial statements. The Company also has in place an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Directors had laid down Internal Financial Controls Procedures to be followed by the Company which ensure compliance with various policies, practices and statutes, keeping in view the organization's pace of growth and increasing complexity of operations for orderly and efficient conduct of its business. The Audit Committee of the Board, is vested with the powers to evaluate the adequacy and effectiveness of Internal Financial Control System of the Company, thereby ensuring that:-

- Systems have been established to ensure that all transactions are executed in accordance with management's general and specific authorization.
- Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) or any other criteria applicable to such Statements, and to maintain accountability for effectively and the timely preparation of reliable financial information.
- Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- The existing assets of the Company are verified /checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
- Appropriate systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's various policies as listed on the website and otherwise disseminated internally.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Board of Directors

As on March 31, 2018, the Board of Directors consists of following 9 directors:

Sr. No	Name	DIN	Designation	Details
1.	Mr. Vinod Kumar Somani	00327231	Independent Director	He was appointed as an Additional Director in the capacity of Non - Executive Independent Director of the Company w.e.f. December 20, 2017, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

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Sr. No	Name	DIN	Designation	Details
2.	Mr. Achal Kumar Gupta	02192183	Independent Director	He was appointed as an Additional Director in the capacity of Non - Executive Independent Director of the Company w.e.f. December 20, 2017, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.
3.	Ms. Promila Bhardwaj	06428534	Independent Director	She was appointed as an Additional Director in the capacity of Non - Executive Independent Director of the Company w.e.f. December 20, 2017, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.
4.	Mr. Keshav Porwal	06706341	Managing Director	He was appointed as an Additional Director of the Company and subsequently designated as the Managing Director of the Company w.e.f. November 27, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
5.	Mr. Amit Sahai Kulshreshtha	07869849	Executive Director and CEO	He was appointed as an Additional Director of the Company and subsequently designated as the Chief Executive Officer of the Company w.e.f. November 27, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
6.	Mr. Vineet Kumar Saxena	07710277	Non- Executive Director	He was appointed as an Additional Director of the Company in the capacity of Non - Executive Director of the Company w.e.f. November 27, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
7.	Mr. Rahul Rameshkumar Jain	07541089	Non- Executive Director	He was appointed as Non-Executive Director on the Board of the Company w.e.f. January 27, 2017. His appointment was duly approved by the shareholders as Independent Director of the Company through postal ballot dated August 10, 2017 and later on his designation was changed to Non- Executive director of the Company w.e.f. November 27, 2017. He is eligible to retire by rotation at the ensuing Annual General Meeting of the Company and has tendered his unwillingness to be re-appointed as director of the Company and therefore will retire at the ensuing Annual General Meeting of the Company.

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Sr. No	Name	DIN	Designation	Details
8.	Ms. Shraddha Kamat Suresh	07555355	Non- Executive Director	She has been appointed as an Additional Director of the Company in the capacity of Women Non - Executive Director of the Company w.e.f. November 27, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
9.	Mr. Subodh Kumar	07781250	Non- Executive Director	He was appointed as an Additional Director of the Company in the capacity of Non - Executive Director of the Company w.e.f. November 27, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

ii. **Ceased directorships during the year:**

Mr. Satish Kumar Sharma, Director of the Company had tendered his resignation from the Board w.e.f. November 27, 2017 due to change in management of the Company.

Mr. Samai Singh and Ms. Seema Kumari, being the Independent Directors of the Company had also tendered their resignation from the Board w.e.f. November 27, 2017 due to change in management of the Company.

iii. **Declaration of Independence:**

Pursuant to the provisions of Section 149 of the Act, Mr. Achal Kumar Gupta, Mr. Vinod Kumar Somani and Ms. Promila Bhardwaj were appointed as Independent Director(s) of the Company. They have submitted a declaration that each of them meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year. Further, none of the directors of your Company are disqualified under the provisions of Section 16(2)(a) & (b) of the Companies Act, 2013. During the year under review, the Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

As required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information on the particulars of the Directors proposed for appointment / re-appointment has been given in the Notice of the Annual General Meeting.

iv. **Retirement by Rotation of the Directors**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rahul Rameshkumar Jain, Non-Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and has tendered his unwillingness to be re-appointed as the director of the Company and therefore shall retire at the ensuing Annual General Meeting. The matter has been placed for noting by members at the ensuing Annual General Meeting, details of which are given in the Notice of Annual General Meeting.

v. **Change in Key Managerial Personnel**

During the period under review, Mr. Himmat Singh Bedla, Chief Executive Officer, Mr. Sukomal Bhuniya, Chief Financial Officer of the company had resigned w.e.f November 27, 2017. Ms. Archana Aggarwal, Company Secretary of the Company had resigned w.e.f. January 11, 2018.

Mr. Keshav Porwal was appointed and designated as Managing Director w.e.f. November 27, 2017. Mr. Amit Sahai Kulshreshtha was appointed and designated as Chief Executive Officer w.e.f. November 27, 2017.

Mr. Neeraj Toshniwal was appointed and designated as Chief Financial Officer w.e.f January 11, 2018. Mr. Rachit Malhotra was appointed and designated as the Company Secretary & Compliance Officer of the Company w.e.f January 11, 2018.

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As on March 31, 2018, the Company had following Key Managerial Personnel (KMPs) as per provisions of the Companies Act, 2013 and the Rules framed thereunder:-

Mr. Keshav Porwal	-	Managing Director
Mr. Amit Sahai Kulshreshtha	-	Chief Executive Officer
Mr. Neeraj Toshniwal	-	Chief Financial Officer
Mr. Rachit Malhotra	-	Company Secretary

vi. **Board Meetings**

During the financial year 2017-18, eleven (11) board meetings were held and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

vii. **Committees of the Board**

The following are 9 Committees constituted by the Board:

- Audit Committee;
- Stakeholder Relationship Committee;
- Nomination and Remuneration Committee;
- Management Committee;
- Risk Management Committee;
- Credit Committee;
- Asset-Liability Committee;
- Investment Committee; and
- Right Issue Committee.

viii. **The Composition of Board and Committees were as under:**

S.No	Committee meeting	Composition
1	Audit Committee	Mr. Vinod Kumar Somani (Chairman) Mr. Achal Kumar Gupta (Member) Mr. Vineet Kumar Saxena (Member)
2	Nomination and Remuneration Committee	Mr. Achal Kumar Gupta (Chairman) Mr. Vinod Kumar Somani (Member) Mr. Vineet Kumar Saxena (Member)
3	Stakeholders Relationship Committee	Mr. Vinod Kumar Somani (Chairman) Mr. Achal Kumar Gupta (Member) Mr. Vineet Kumar Saxena (Member)
4	Investment Committee	Mr. Achal Kumar Gupta (Chairman) Mr. Keshav Porwal (Member) Mr. Amit Sahai Kulshreshtha (Member)
5	Risk Management Committee	Mr. Achal Kumar Gupta (Chairman) Mr. Keshav Porwal (Member) Mr. Amit Sahai Kulshreshtha (Member)
6	Asset-Liability Committee	Mr. Vinod Kumar Somani (Chairman) Mr. Keshav Porwal (Member) Mr. Amit Sahai Kulshreshtha (Member)
7	Management Committee	Mr. Keshav Porwal (Chairman) Mr. Amit Sahai Kulshreshtha (Member) Mr. Vineet Kumar Saxena (Member)
8	Credit Committee	Mr. Keshav Porwal (Member) Mr. Amit Sahai Kulshreshtha (Member) Mr. Vineet Kumar Saxena (Member)
9	Right Issue Committee	Mr. Vinod Kumar Somani (Chairman) Mr. Keshav Porwal (Member) Mr. Amit Sahai Kulshreshtha (Member)

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ix. **Board and Committee Meetings**

Details of meetings of Board and various committees along with dates are as below:

S. No	Board / Committee	No. of meetings	Date of Meetings
1	Board Meeting (BM)	11	17 April 2017
			29 May 2017
			03 June 2017
			03 July 2017
			10 August 2017
			30 August 2017
			13 November 2017
			27 November 2017
			20 December 2017
			11 January 2018
			14 February 2018
2	Audit Committee (AC)	4	29 May 2017
			10 August 2017
			13 November 2017
			14 February 2018
3	Stakeholder Relationship Committee (SRC)	6	07 April 2017
			17 April 2017
			31 May 2017
			22 July 2017
			02 August 2017
			02 September 2017
4	Nomination and Remuneration Committee (NRC)	4	29 May 2017
			10 August 2017
			13 November 2017
			27 November 2017

Note: No meeting held for Risk Management Committee; Credit Committee; Asset-Liability Committee; Investment Committee; and Right Issue Committee during FY 2017-18.

x. **Attendance of directors/members at board and committee meetings**

As per Standard 9 of the Secretarial Standard on Meetings of the Board of Directors ('SS-1') issued by the Institute of Company Secretaries of India ('ICSI'), the attendance of Directors at Board and Committee meetings held during the Financial Year 2017-18 is provided as under:

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Name of Director	Board Meeting	Audit Committee Meeting	Stakeholders Relationship Committee	Nomination and Remuneration Committee
Mr. Vinod Kumar Somani	3	1	-	-
Mr. Achal Kumar Gupta	3	1	-	-
Ms. Promila Bhardwaj	3	NA	NA	NA
Mr. Keshav Porwal	4	NA	NA	NA
Mr. Amit Sahai Kulshreshtha	4	NA	NA	NA
Mr. Vineet Kumar Saxena	4	1	-	-
Mr. Rahul Rameshkumar Jain	7	3	6	3
Ms. Shraddha Kamat Suresh	1	NA	NA	NA
Mr. Subodh Kumar	3	NA	NA	NA
Mr. Satish Kumar Sharma	8	3	6	NA
Mr. Samai Singh	8	NA	NA	4
Ms. Seema Kumari	8	3	6	4

10 COMPANY'S POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND EVALUATION

The Board had formulated an Evaluation Policy (the Policy) for evaluating the performance of the Board, Managing Director, Executive Directors, Independent Directors, Non-executive Directors and its Committees. Since the management had undergone a change, performance evaluation of the directors could not be done for the period under review and the same is proposed to be done during the year 2018-19.

The Policy safeguards the interest of the Company and to ensure compliance of applicable provisions of the Act (defined hereinafter) and the Listing Regulations (defined hereinafter) (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors, the Board and its Committees on an annual basis;

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Expertise;
- Objectivity and Independence;
- Concern for stakeholders;
- Concern for working of the internal controls;
- Understanding of the Company's business;
- Leadership initiatives in terms of new ideas, planning for the Company and undertaking additional responsibilities;
- Team work attributes;
- Safeguarding confidential information;
- Rendering independent and unbiased opinions;
- Understanding and commitment to duties and responsibilities;
- Understanding the company and its unique requirements
- Willingness to devote the time needed for effective contribution to Company;
- Participation in discussions in effective and constructive manner;

The evaluation involves self-evaluation by the Board members and subsequent assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

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Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of directors and senior management and to fix their remuneration. The Nomination and Remuneration Policy can be viewed here <http://capitalindia.com>.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules) and have been appended as Annexure - II to this report. Further, details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Rules are available at the registered office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any shareholder on request.

11 SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has framed a Policy on Prevention of Sexual Harassment at Workplace in accordance with the applicable laws for all employees of the Company to inter alia ensure that the employees are not subject to any form of sexual harassment and to constitute the Internal Complaints Committee. Your company is fully committed to protect the rights of any women, of any age, whether employed or not, who alleges to have been subjected to any act of sexual harassment within the Company's premises. Your Company provides a safe and healthy work environment.

The Policy was approved and made effective by the Board from its meeting dated May 03, 2018. However, there were no cases reported otherwise, during the year ended on March 31, 2018 of sexual harassment.

12 MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

13 DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the Financial Statements for the Financial Year ended on March 31, 2018 and state:

- a. That in the preparation of Annual Accounts for the Financial Year ended as at March 31, 2018, the applicable Accounting Standards have been followed along with proper explanation relating to the material departures.
- b. That the directors have selected such Accounting Policies and applied them consistently and made judgements 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 Financial Year ended as at March 31, 2018 and of the profit and loss of the Company for the Financial Year ended on March 31, 2018.
- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting fraud or other irregularities.
- d. That the directors have prepared the annual accounts on a going concern basis.
- e. That the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2017-18.

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14 PUBLIC DEPOSITS

The Company did not accept any public deposits during the year under review. Therefore, the disclosures as required under the Companies Act, 2013 and the Rules framed thereunder, and RBI Directions are not applicable.

15 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in this report.

16 AUDITORS REPORT AND SECRETARIAL AUDIT REPORT

The Board of Directors had appointed **M/s Divyank Khullar & Associates, Chartered Accountants, (Firm Regn. No. : 025755N)**, for the FY 2017-18 to carry out the statutory audit for the period under review. The Statutory Auditors submitted their Report on the Financial Statements (both standalone and consolidated), which forms part of this Annual Report.

The Board of Directors had appointed **M/s Naveen Garg & Associates, Company Secretaries in Practice**, for the FY 2017-18 in terms of provisions of section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the purpose of carrying out the secretarial audit of the Company. The Secretarial Auditors submitted their Report in Form MR-3, which forms part of this Annual Report.

Further, the Statutory Auditors' report and Secretarial Auditors' report do not contain any qualifications, reservations or adverse remarks.

17 AUDITORS

a) STATUTORY AUDITORS:

M/s Divyank Khullar & Associates, Chartered Accountants, (Firm Regn. No.: 025755N), Statutory Auditors of the Company tendered resignation on May 2, 2018. Basis this, pursuant to provisions of Section 139 (8), the Board at the meeting held on May 03, 2018 appointed, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s Divyank Khullar & Associates, Chartered Accountants. The members, at the ensuing Annual General Meeting proposed to be held on June 02, 2018 shall consider approving the appointment of M/s. Deloitte Haskins & Sells, LLP as Statutory Auditor to hold office till ensuing Annual General Meeting.

Further, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) have offered themselves for appointment as Statutory Auditors to hold office from the date of conclusion of the 24th AGM of the Company till the date of conclusion of 29th Annual General Meeting. The Company has obtained a written consent from M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018) for their appointment. A certificate from them has been received to the effect that their appointment as Statutory Auditors of the Company, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013. The Auditors have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI.

b) SECRETARIAL AUDITOR

The Board of Directors at their meeting held on May 03, 2018 re-appointed M/s. Naveen Garg & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2018-19 in terms of provisions of section 204 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

c) INTERNAL AUDITOR

The Board of Directors has, at its meeting held on 3 May 2018 appointed M/s. Aneja Associates, Chartered Accountants, as the Internal Auditor to undertake Internal Audit of the Company for Financial Year 2018-19 in terms of provisions of section 138 of the Companies Act, 2013.

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18 EXTRACT OF ANNUAL RETURN

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

19 CORPORATE GOVERNANCE REPORT

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. The Company is **having a paid up equity share capital not exceeding Rs. 10 Crore and net worth not exceeding Rs. 25 Crore**, and hence, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Corporate Governance Requirements provided under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations are not applicable to your Company.

20 RELATED PARTY TRANSACTIONS

During the year under review, the main business of the Company was financing & investment and granting loans. All related party transactions entered into with related parties were placed before the Audit Committee for their approval in the meeting of Board and Audit Committee dated May 03, 2018. The Audit Committee decided that such transactions are in the ordinary course of business and are on arm's length basis. None of the transactions with related parties fall under the scope of section 188(1) of the Companies Act, 2013. Even though the provisions of Companies Act, 2013 read with rules made thereunder regarding related party transactions are not attracted to such transactions as these are in ordinary course of business and on an arm's length basis, some transactions were material related party transaction by virtue of the Listing Regulations and hence, the Board and Audit Committee ratified them.

All related party transactions so entered are disclosed in Note no. 29 of Financial Statements of the Company as attached herewith. Information on all transactions with related party pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are also annexed in Form AOC-2 and the same forms part of this report.

The Policy relating to related party transactions duly approved by the Board of Directors of the Company has been placed on the Company's website <http://capitalindia.com>.

21 CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the members of the Board and all employees in the course of day to day business operations of the Company. The Code has been placed on the Company's website <http://capitalindia.com>.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board members and the Senior Management personnel have confirmed compliance with the Code.

22 VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with the rules made thereunder and pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company has established a Vigil Mechanism to be known as the 'Vigil Mechanism Policy' for its Directors and Employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of Whistle Blower who avails the mechanism and also provides direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, Vigil Mechanism Policy has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Officer or the Chairman of the Audit Committee of the Company.

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The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

During the Financial Year 2017-18, no such complaint of unethical or improper activity has been received by the Company

23 PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

The Code can be viewed here <http://capitalindia.com/> .

24 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

a) CONSERVATION OF ENERGY

- (i) Steps taken or impact on conservation of energy - The operations of your Company are not energy-intensive. However, adequate measures have been initiated for conservation of energy.
- (ii) Steps taken by the Company for utilising alternate source of energy - though the operations of the Company are not energy intensive, the Company shall explore alternative source of energy, as and when the necessity arises.
- (iii) Capital investment on energy conservation equipment - Nil

b) TECHNOLOGY ABSORPTION

- (i) Efforts made towards technology absorption - The minimum technology required for the business has been absorbed.
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed; and
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof
- (iv) Expenditure incurred on Research and Development - Not Applicable

c) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, there were following foreign exchange transactions:

- 1. Earnings: Nil
- 2. Outgo: Rs. 20,44,853.04/-

25 FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013 to the Board of Directors during the year under review.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

26 DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future. It is to be noted that pursuant to the approval of appropriate authorities, Sainik Mining and Allied Services Limited, erstwhile promoters of the Company had divested their stake in favour of Capital India Corp LLP as a result of which there was a change in management and control of the Company by following the procedures laid down under the applicable laws.

27 MATERIAL CHANGES AND COMMITMENTS, IF ANY

There are material changes and commitments affecting the financial position of the Company which, inter-alia includes the following:

1. Company has changed the name of the Company from Bhilwara Tex-Fin Limited to Capital India Finance Limited, the same has been approved by the shareholders through Postal Ballot on January 27, 2017. Company has received the fresh Certificate of Incorporation from the Registrar of Companies, NCT of Delhi & Haryana for the same.
2. Company has shifted its registered office from 129, Transport Centre, New Rohtak Road, Punjabi Bagh, New Delhi - 110035 to 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001 on December 20, 2017.
3. Company had undergone change of management, which had been duly approved by the appropriate stakeholders and authorities which includes the approval of Reserve Bank of India and Securities Exchange Board of India.
4. Company had during the year under review proposed an issue of securities on Rights basis but the same was withdrawn on April 25, 2018.
5. Company has incorporated five wholly owned subsidiaries namely:
 - a. Capital India Home Loans Limited
 - b. Capital India Wealth Management Private Limited
 - c. Capital India Asset Management Private Limited
 - d. CIFL Holdings Private Limited
 - e. CIFL Investment Manager Private Limited

28 CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, provision of section 135 and Schedule VII of the Companies Act, 2013 pertaining to Corporate Social Responsibility are not applicable to our Company. Hence, details of expenditures on CSR activities are not required to be furnished.

29 CREDIT RATING

There was no credit rating obtained from any agency during the period under review.

30 CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements are provided in this annual report which have been prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).

31 RISK MANAGEMENT

The Risk Management Committee constituted by the Board of Directors of the Company has framed and implemented a Risk Management framework depicting the process for loan proposal approval, loan management post disbursement and day to day monitoring to manage credit risk. It sets out the standards helpful in achieving a high-quality loan portfolio with optimal returns.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

32 HUMAN RESOURCE-INITIATIVES

During the year under review, your Company has strengthened its Management team and Core Leadership team to steer the Company's business conscientiously and diligently. Efforts has been put in to attract the best Talent from Industry to build a strong foundation.

Your Company provides an employee friendly environment where employees are empowered and given an opportunity to demonstrate their talent, that eventually boost their career growth in the Company.

33 LISTING OF SECURITIES

Presently, the Securities of the Company are listed on BSE Limited, Mumbai. The listing fee for the Financial Year 2018-19 has been paid.

34 COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS

Your Company has complied with the applicable provisions of the Secretarial Standards -1 (SS-1) on Meetings of the Board of Directors issued by The Institute of Company Secretaries of India (ICSI).

35 GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. There was no issuance of any shares/options to the employees under the Employees Stock Option Scheme (ESOS) or Employees Stock Purchase Scheme (ESPS);
3. Issue of sweat equity shares;
4. There was no revision in the Financial Statements;
5. There was no change in the nature of business.

It is hereby intimated that your Company had initiated the procedure for issuance of Equity Shares of Rs. 525 crores to the existing shareholders on right issue basis. The proposed issue was withdrawn on April 25, 2018.

36 ACKNOWLEDGEMENTS

Your directors would gratefully like to place their appreciation for the assistance and co- operation received from the Company's bankers during the year under review. The directors also acknowledge with appreciation the support and co-operation rendered by various Government Agencies and Departments. Your Directors would also wish to place on record their deep sense of appreciation for the continued support from all the investors of the Company.

By order and on behalf of the Board

Capital India Finance Limited

(Formerly known as Bhilwara Tex-Fin Limited)

Sd/-

Keshav Porwal
Managing Director
DIN - 06706341

Sd/-

Amit Sahai Kulshreshtha
Director & CEO
DIN - 07869849

Place: New Delhi

Date: May 03, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Annexure-I

Form AOC-I

Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

**[Pursuant to first proviso to Sub-Section (3) of Section 129 of
Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]**

Sr. No.	Name of subsidiary companies	Capital India Home Loans Limited	Capital India Wealth Management Private Limited	Capital India Asset Management Private Limited	CIFL Holdings Private Limited	CIFL Investment Manager Private Limited
1	The date since when subsidiary was acquired	11 August 2017	29 August 2017	12 September 2017	18 September 2017	14 September 2017
2.	Reporting year for the subsidiary	31 March 2018	31 March 2018	31 March 2018	31 March 2018	31 March 2018
3.	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Share Capital	150,000,000	100,000	100,000	100,000	100,000
5.	Reserves & surplus	(1,471,308)	(31,985)	(32,010)	(31,960)	(31,960)
6.	Total Assets	152,662,557	99,950	99,925	99,975	99,975
7.	Total Liabilities	4,133,865	31,935	31,935	31,935	31,935
8.	Investments	-	-	-	-	-
9.	Turnover	3,369,636	-	-	-	-
10.	Profit before tax	(1,981,560)	(31,985)	(32,010)	(31,960)	(31,960)
11.	Provision for tax	(510,252)	-	-	-	-
12.	Profit after tax	(1,471,308)	(31,985)	(32,010)	(31,960)	(31,960)
13.	Proposed dividend	0%	0%	0%	0%	0%
14.	% of shareholding	100%	100%	100%	100%	100%

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Sr. No.	Name of subsidiary companies	Net Assets (i.e. Total Assets Less Total Liabilities)		Share in profit & loss	
		As a % of Consolidated Assets	Amount	As a % of profit or loss	Amount
	Parent Capital India Finance Limited	31.69%	6,90,18,874	105.73%	2,94,86,596
	Subsidiaries				
	<i>Indian:</i>				
1.	Capital India Home Loans Limited	68.19%	14,85,28,692	-5.28%	(14,71,308)
2.	Capital India Wealth Management Private Limited	0.03%	68,015	-0.11%	(31,985)
3.	Capital India Asset Management Private Limited	0.03%	67,990	-0.11%	(32,010)
4.	CIFL Holdings Private Limited	0.03%	68,040	-0.11%	(31,960)
5.	CIFL Investment Manager Private Limited	0.03%	68,040	-0.11%	(31,960)
	<i>Foreign:</i>				
	None				
	Minority interest in all subsidiaries	NA	-	NA	-
	Associates (Investments as per the Equity method)	NA	-	NA	-
	Joint Ventures (as per proportionate consolidation / investment as per the Equity method)	NA	-	NA	-

Notes:

1. Name of the Subsidiaries which are yet to commence operations:-
 - a. Capital India Home Loans Limited
 - b. Capital India Wealth Management Private Limited
 - c. Capital India Asset Management Private Limited
 - d. CIFL Holdings Private Limited
 - e. CIFL Investment Manager Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: NIL

Part B: Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

The Company has no Associate or Joint Venture Company.

For and on behalf of Board of Directors
Capital India Finance Limited
(Formerly known as Bhilwara Tex-Fin Limited)

Sd/-
 Keshav Porwal
 Managing Director
 DIN - 06706341

Sd/-
 Amit Sahai Kulshreshtha
 Director & CEO
 DIN - 07869849

Sd/-
 Neeraj Toshniwal
 CFO
 PAN - ACCPT2249N

Sd/-
 Rachit Malhotra
 Company Secretary
 M. No. - A39894

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Annexure- II

A. Particulars of employees for the year ended March 31, 2018 as required under Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

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 the median
	Amit Sahai Kulshreshtha	10 : 1
	Keshav Porwal	10 : 1
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Name of Director/CS/CFO	% increase
	Nil	Nil
The percentage increase in the median remuneration of employees in the financial year;	There was no increase in the remuneration of employees during the Financial year 2016-17	
The number of permanent employees on the rolls of Company;	32	
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;	There was no increase in the remuneration of employees during the Financial year 2016-17	
Affirmation that the remuneration is as per the remuneration policy of the company.	Yes; the remuneration is as per the remuneration policy of the company.	

B. Particulars of employees for the year ended March 31, 2018 as required under Section 197 of the Companies Act, 2013 read with rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

In terms of the provisions of Section 136(1) of the Companies Act, 2013 read with the said rules, the Directors' Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5.2 of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary. The inspection is to be carried out at the Company's Registered Office or at its Corporate Office, during business hours on working days of the Company up to date of ensuing Annual General Meeting.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

To,

The Members,

Capital India Finance Limited

(Formerly Known as Bhilwara Tex-fin Limited)

CIN:-L74899DL1994PLC128577

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Capital India Finance Limited. (Formerly Known as Bhilwara Tex-Fin Limited) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (The Company has changed its management on November 27, 2017)
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Company is in the process of issue of equity share on rights basis, Further Letter of Offer had also been filed with SEBI during the period under review)**
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulation, 2014;
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued and listed any debt Securities during the financial year under review)**
 - (vi) 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; **(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent During the financial year under review)**
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the period under review).**

and

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable as the Company has not bought back / proposed to buy-back any of its securities during the period under review).**
- (vi) I have relied on the representation made by the Company and its officer for system and mechanism framed by the Company for compliances under the following Act, Laws & Regulations of the Company
- Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948
 - Workmen's Compensation Act, 1923, Equal Remuneration Act, 1976, and all other allied labour laws, as informed / confirmed to me:
 - Income Tax Act, 1961
 - Finance Act, 1994
 - Prevention of Money Laundering Act, 2002
 - Delhi Shops and Commercial Establishment Act, 1954
 - Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 - Reserve Bank of India Act, 1934 and rules, regulations, circulars, notification issued by Reserve Bank of India from time to time for Non-Banking Finance Company

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

- (i) Secretarial Standards with regard to Meeting of Board of Director (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015;

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

I further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Independent Directors and Woman Director. 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/Committee Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- All decision of the Board and Committees were carried with requisite majority while the dissenting members' views are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Director at their meeting(s), I have opinion 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.

I further report that during the audit period the Company has following specific events / actions having a major impact on Company's affair in pursuance of the referred laws, rules, regulations, standards etc.:

- o Issue of equity shares on rights basis.

**For Naveen Garg & Associates
(Company Secretaries)**

**Sd/-
(Naveen Garg)
Proprietor**

Date: 3 May 2018

Place:- New Delhi

**Membership No: - 32159
CP No: -11815**

This report is to be read with my letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

"Annexure A"

To,
The Members,
Capital India Finance Limited
(Formerly known as Bhilwara Tex-fin Limited)
CIN: -L74899DL1994PLC128577

Our Secretarial Audit Report for the Financial Year March 31, 2018 is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for my opinion.
4. Wherever required, I have obtained the management's representation about compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future visibility of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For Naveen Garg & Associates
(Company Secretaries)

Sd/-
(Naveen Garg)
Proprietor
Membership No: - 32159
CP No: -11815

Date: 3 May 2018
Place:- New Delhi

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Annexure-III

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

I. REGISTRATION & OTHER DETAILS:

CIN:	:	L74899DL1994PLC128577
Registration Date	:	16/11/1994
Name of the Company	:	Capital India Finance Limited
Category / Sub-Category of the Company	:	Company limited by Shares
Address of the Registered office and contact details	:	2nd Floor, DLF Centre Sansad Marg New Delhi-110001 Phone: 011-46546000
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Indus Portfolio Private Limited G- 65, Bali Nagar, New Delhi 110015 Contact No: 91-11-47671214 Fax No: 91-11- 25449863 E-mail: cs.anamika@indusinvest.com

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	Investment & Financing - granting loans	65923	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ subsidiary/ Associate	% of share held	Applicable Section
1	Capital India Home Loans Limited	U65990DL2017PLC322041	Subsidiary	100%	Section 2(87)(ii)
2	Capital India Asset Management Private Limited	U65999DL2017PTC323549	Subsidiary	100%	Section 2(87)(ii)
3	Capital India Wealth Management Private Limited	U65999DL2017PTC322881	Subsidiary	100%	Section 2(87)(ii)
4	CIFL Holdings Private Limited	U65990DL2017PTC323832	Subsidiary	100%	Section 2(87)(ii)
5	CIFL Investment Manager Private Limited	U65929DL2017PTC323719	Subsidiary	100%	Section 2(87)(ii)

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)									
d) Bodies Corp	1467800	-	1467800	41.90	2232300	-	2232300	63.73	21.83
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other..	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	1467800	-	1467800	41.90	2232300	-	2232300	63.73	21.83
2) Foreign -	-	-	-	-	-	-	-	-	-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	1467800	-	1467800	41.90	2232300	-	2232300	63.73	21.83
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs -	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	942	49542	50483	1.45	742448	4900	747348	21.34	(19.89)
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	-	1006957	1006957	28.75	63152	266200	329352	9.40	19.35
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	977100	977100	27.90	192800	-	192800	5.50	22.40
c) Others(Specify)									
i) Non-Resident Indian	-	-	-	-	-	400	-	0.01	(0.01)
ii) Clearing Member	-	-	-	-	500	-	-	0.01	(0.01)
iii) Clearing House	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	942	2033599	2034541	58.10	998900	271500	1435400	36.27	21.83
Total Public Shareholding (B)=(B)(1) + (B)(2)									NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1468742	2033599	6202341	100.00	3231200	271500	3667700	100	-

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

(ii) Shareholding of Promoter

S N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share-holding 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	Sainik Mining And Allied Services Limited	1467800	41.90	N.A.	N.A	N.A	N.A	(100)
2	Capital India Corp LLP (Formerly known as Trident Holding LLP)	N.A	N.A	N.A	2232300	63.73	N.A	100
	Total	1467800	41.90	N.A.	2232300	63.73	N.A	N.A

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

S N.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total share of the Company	No. of shares	% of total share of the Company
1	SAINIK MINING AND ALLIED SERVICES LIMITED				
	At the beginning of the year	1467800	41.90	1467800	41.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A.	N.A.	(1467800)*	(41.90)
	At the End of the year	Nil	Nil	Nil	Nil
2	CAPITAL INDIA CORP LLP				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A.	N.A.	2232300**	63.73
	At the End of the year	Nil	Nil	2232300	63.73

* Shares transferred to Capital India Corp LLP pursuant to Share Purchase Agreement (SPA)

** Shares acquired amounting to 41.90% from Sainik Mining and Allied Services Limited vide SPA. Further, shares acquired through Open Offer amounting to 21.83% thereby making total holding to 63.73%

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

S N.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total share of the Company	No. of shares	% of total share of the Company
	For each of Ten Shareholders				
	At the beginning of the year	353600	10.09	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	61850*	17.66
	At the End of the year(or on the date of separation, if separated during the year)	353600	10.09	972100	27.75

* Change is pursuant to normal trading and share transfer at stock exchanges during the year.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No	Name	Shareholding		Date	Increase/ Decrease In share- holding	Reason	Reason Cumulative Share- holding during the year	
		No. of Shares at the Beginning /end of the year	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	Directors (including independent Directors)							
1.	Satish Kumar Sharma	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2.	Rahul Rameshkumar Jain	N.A	N.A	N.A	N.A	N.A	N.A	N.A
3.	Samai Singh	N.A	N.A	N.A	N.A	N.A	N.A	N.A
4.	Seema Kumari	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5.	Vinod Kumar Somani	N.A	N.A	N.A	N.A	N.A	N.A	N.A
6.	Achal Kumar Gupta	N.A	N.A	N.A	N.A	N.A	N.A	N.A
7.	Promila Bhardwaj	N.A	N.A	N.A	N.A	N.A	N.A	N.A
8.	Keshav Porwal	N.A	N.A	N.A	N.A	N.A	N.A	N.A
9.	Amit Sahai Kulshreshtha	N.A	N.A	N.A	N.A	N.A	N.A	N.A
10.	Vineet Kumar Saxena	N.A	N.A	N.A	N.A	N.A	N.A	N.A
11.	Shraddha Kamat Suresh	N.A	N.A	N.A	N.A	N.A	N.A	N.A
12.	Subodh Kumar	N.A	N.A	N.A	N.A	N.A	N.A	N.A
B	Key Managerial Personnel(s)							
13.	Himmat Sigh Bedla (Erstwhile CEO)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
14.	Sukomal Bhuniya (Erstwhile CFO)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
15.	Amit Sahai Kulshreshtha (Present CEO)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
16.	Neeraj Toshniwal (Present CFO)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
17.	Archana Aggarwal (Erstwhile CS)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
18.	Rachit Malhotra (Present CS)	N.A	N.A	N.A	N.A	N.A	N.A	N.A

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NA			
i) Principal Amount		1,37,68,00,000		1,37,68,00,000
ii) Interest due but not paid		Nil		Nil
iii) Interest accrued but not due		1,41,05,394		1,41,05,394
Total (i+ii+iii)		1,39,09,05,394		1,39,09,05,394
Change in Indebtedness during the financial year				
Addition				
Reduction		1315378361		
Net Change		1315378361		
Indebtedness at the end of the financial year			NA	
i) Principal Amount		7,00,00,000		7,00,00,000
ii) Interest due but not paid		Nil		Nil
iii) Interest accrued but not due		55,27,033		55,27,033
Total (i+ii+iii)		7,55,27,033		7,55,27,033

CAPITAL INDIA FINANCE LIMITED

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD/MTD/Manager			Total Amount
		Keshav Porwal (MD)*	Amit Sahai Kulshreshtha (Director)*	Satish Kumar Sharma (ED)*	
1	Gross Salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	37,90,960	36,34,891	NIL	7425851
	Value of perquisites u/s 17(2) Income-tax Act, 1961				
	Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission -as % of profit -others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	37,90,960	36,34,891	NIL	7425851
	Ceiling as per the Act	1,68,00,000	1,68,00,000	NIL	

* Mr. Amit Sahai Kulshreshtha and Mr. Keshav Porwal were appointed w.e.f. November 27, 2017. Mr. Satish Kumar Sharma ceased to be director of the Company w.e.f. November 27, 2017.

Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors									Total
		Rahul Ramesh kumar Jain (ID and NED)*	Samai Singh (ID)	Seema Kumari (ID)	Vinod Kumar Somani (ID)	Achal Kumar Gupta (ID)	Promila Bhardwaj (ID)	Vineet Kumar Saxena (NED)**	Shraddha Kamat Suresh (NED)	Subodh Kumar (NED)	
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL	3,00,000	3,00,000	3,00,000	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL	
	Total (1)	NIL	NIL	NIL				NIL	NIL	NIL	
2.	Other Non- Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
	Total (B)=(1+2)	NIL	NIL	NIL				NIL	NIL	NIL	
	Total Managerial Remuneration	NIL	NIL	NIL				NIL	NIL	NIL	
	Overall Ceiling as per the Act	NIL	NIL	NIL				NIL	NIL	NIL	

* Mr. Rahul Rameshkumar Jain was appointed as Independent Director. However, he was re-designated as Non-Executive Director from August 10, 2017.

** Mr. Vineet Kumar Saxena was paid remuneration in his capacity as CEO of Capital India Home Loans Limited, a wholly owned subsidiary of the Company

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B. Remuneration to Key Managerial Personnel Other Than MD/Manager/WT

(Amount in Rs.)

Sl. No.	Particular of Remuneration	Name of Key Managerial Personnel				
		Rachit Malhotra (CS)*	Archana Aggarwal (CS)*	Sukomal Bhunya (CFO)**	Neeraj Toshniwal (CFO)**	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	5,58,151	1,08,000	5,81,800	15,95,994	28,43,945
2.	Stock Option	N.A.	N.A.	N.A.		N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.		N.A.
4.	Commission - as % of profit - others, specify...	N.A.	N.A.	N.A.		N.A.
5.	Others, please specify	N.A.	N.A.	N.A.		N.A.
	Total (B)	5,58,151	1,08,000	5,81,800	15,95,994	28,43,945

* Ms. Archana Aggarwal ceased to be Company Secretary w.e.f. January 11, 2018; Mr. Rachit Malhotra was appointed as Company Secretary w.e.f. January 11, 2018;

** Mr. Sukomal Bhuniya ceased to be the CFO w.e.f. November 27, 2017; Mr. Neeraj Toshniwal was appointed as CFO on January 11, 2018.

VII. PENALTY / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type		Section of the Companies Act	Brief description	Details of Penalty/ Punishment /Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made, If any (give details)
A.	Company					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B.	Directors					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
C.	Other Officers in default					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

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Annexure-IV

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

S. No	Particulars	Details
a)	Name(s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements /transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis:

Nature of the Transaction	Subsidiary Companies									
	Capital India Home Loans Limited		Capital India Asset Management Private Limited		Capital India Wealth Management Private Limited		CIFL Holding Private Limited		CIFL Investment Manager Private Limited	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Transactions during the year										
Reimbursement of expenses\$	49,82,686	-	26,935	-	26,935	-	26,935	-	26,935	-
Investment in equity shares	15,00,00,000	-	1,00,000	-	1,00,000	-	1,00,000	-	1,00,000	-
Closing balances										
Receivable/(payable)	40,24,569	-	26,935	-	26,935	-	26,935	-	26,935	-

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Nature of the Transaction	Enterprise having significant influence		Enterprise where key management personnel exercise significant influence		Key Managerial Personnel			
	Sainik Mining and Allied Services Limited	31 March 2017	Capital India Corp LLP	31 March 2017	Sahyog Homes Limited	31 March 2017	Mr. Keshav Porwal	Mr. Amit Sahai Kulshreshtha
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Transactions during the year								
Interest income	24,63,452	6,61,95,160	-	-	1,08,01,729	-	-	-
Interest expense	-	-	52,79,454	-	-	-	-	-
Reimbursement of expenses	-	-	-	-	20,08,998	-	-	-
Remuneration paid	-	-	-	-	-	-	37,90,960	36,34,891
Share application money	-	-	1,25,00,00,000	-	-	-	-	-
ICD taken#	-	-	15,00,00,000	-	-	-	50,000	-
ICD repaid	-	-	15,00,00,000	-	-	-	50,000	-
Inter Corporate deposits given#	3,00,00,000	2,40,00,000	-	-	19,80,00,000	-	-	-
Inter Corporate deposits received back	3,00,00,000	62,42,57,903	-	-	19,80,00,000	-	-	-
Closing balances								
Share application money	-	-	1,25,00,00,000	-	-	-	-	-
Receivable/(payable)	-	-	-	-	20,08,998	-	-	-

CAPITAL INDIA FINANCE LIMITED

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is a NBFC which has been in existence for more than two decades. At present, the Company falls within the category of "Non-Banking Finance Company - Non-Systemically Important Non-Deposit taking Company". Your Company is registered with the RBI as a NBFC without accepting public deposits under section 45 IA of the RBI Act, 1934. Capital India is a professionally managed finance company with registered office at Delhi and Corporate office at Mumbai. Main objects of the Company are as under:

- To provide financial services of all kinds, including fund based financial services
- To carry on business, profession or vocation of acting as consultants, advisors for all matters

The Company intends to focus on being a partner credit institution and will seek to provide customised technology driven tailor-made financial solutions to Indian Corporates and Enterprises for their growth and working capital requirements. Your Company will provide financing solutions primarily in situations where there is an 'asset' available as collateral sufficient to secure the lending. Capital India has an in-house team of experts to evaluate, value and estimate marketability of all kinds of assets. The Company will significantly focus on Commercial Real Estate sector for structured solutions to residential and commercial projects in Tier 1 towns of India, primarily Mumbai MMR, Delhi NCR, Bangalore, and Pune.

The Company's product suite is as follows:

- **Real Estate Project Finance (CRE)**

Project finance is required for meeting project acquisition/construction cost for Residential, Commercial, Retail or other real estate development. Under this product, loans are offered to the developers/builders for acquisition, construction & development of their projects.

- **Promoter's Funding / Loan Against Shares (LAS)**

Promoters of the companies, in order to raise funds for either personal or company needs, pledge their holding to financial institutions. For availing such loans against shares, any shareholder can pledge shares to the lender.

- **Loan Against Property (LAP) / Lease Rental Discounting (LRD)**

Under this product loans are offered against an existing ready property/land/any other assets of HNIs/Developers/Customers. End use of funds may be for general business purpose or purchase of land/FSI or it may be for debt consolidation or takeover of existing facility.

- **Non-Residential Property (NRP) / Commercial Property Purchase Loan**

NRP is a secured form of financing where the borrower seeks finance towards purchase or construction of commercial property under consideration.

- **Unsecured Loans / Personal Loans**

Capital India will offer Business Loans (BL) to business community so as to cater to their short term funds requirements either for capex or working capital gap. Similarly, Personal Loans (PL) will be offered to salaried borrowers for their personal needs.

- **Non - Convertible Debentures (NCD)**

NCDs are typically secured /unsecured debt instruments issued by companies incorporated under the companies act. NCD's, which will be subscribed by Capital India, are to be secured against the security of any asset in line with product norms.

- **Structured Finance**

With increase in economic activity in corporate sector and need for innovative financial products, there is huge business potential for lending to established corporate sector and new enterprise. There is demand for general business purpose loans, structured financing solutions for acquisition, expansion, exit to Private Equity partners, buyout of partners stake, pre IPO financing needs & business diversification etc.

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GROWTH OF COMPANY'S LENDING BUSINESS

The Company has identified the lending business as one of its key focus areas to expand its presence in the financial sector. The management of the Company believe that they are well placed to expand the lending business, by acquiring new customers, providing a seamless experience to customers and offering differentiated lending solutions to meet the specific needs of particular customer demographics.

As part of its strategy to focus on the lending business, the Company intends to customize and introduce innovative loan products and evaluate other financing opportunities. Company's Management also intend to improve their lending processes and enhance distribution channels. They believe that such customer service initiatives coupled with the use of technology will allow them to increase their presence in the lending market and secure both new and repeat business in our lending operations.

Competitive Strengths

- **Proven track record of Management Team with relevant domain expertise**

Your Company is spearheaded by management professionals with combined experience of several decades on the wholesale and retail lending side. The team has exposure of whole sale lending to various sectors, having seen credit cycles, ability to understand various intricacies of structured lending and real estate lending. The team members have been part of reputed Banks, Corporates and NBFCs in their previous assignments.

- **Diversified product offerings presenting significant growth opportunities**

Your Company will offer an integrated financial services platform, where the product suite would include the whole sale lending products encompassing multiple sectors. The Company will also have a strong retail loans presence through its home loans offerings through wholly owned subsidiary subject to receiving approval from the requisite authority. Company's lending philosophy on the offerings would be assets and cash flows backed.

- **Deep market knowledge with strong relationships**

By virtue of its seasoned management team, the company has deep insights in the segments that it intends to build loans portfolios. Specifically, in the real estate by virtue of senior management experience, the platform will have advantage of very deep rooted relationships, with developers in the industry. These relationships will also help the subsidiary build on the home loans portfolio through ready accesses to the good residential projects through these relationships and tie ups.

RISK MANAGEMENT

Risk management forms an integral part of Company's business. As an NBFC, the Company is exposed to various risks related to its lending business and operating environment. The objective is to evaluate and monitor various risks that the Company is subject to and follow stringent policies and procedures to address these risks. The Company's Risk Management Committee would assist the Board in addressing various risks and discharging duties relating to corporate accountability. A documented, systematic assessment of processes and outcomes surrounding key risks including internal control will be undertaken from time to time. The Risk Management Committee will review the effectiveness of risk management systems in place and ensure that they are effectively managed. The Risk Management Committee also will provide an independent and objective oversight on corporate accountability and risks, and consider reports of the Audit Committee on all categories of identified risks.

Changes in interest rates are expected to have significant impact on the Company's business and operations. Finance costs are dependent on various external factors, including Indian and global credit markets and, in particular, interest rate movements and adequate liquidity in the debt markets. Changes in RBI repo rates could affect the interest charged on interest-earning assets and the interest rates paid on interest-bearing liabilities. Adverse conditions in the global and Indian economy resulting from economic dislocations or liquidity disruptions may adversely affect availability of credit, and decreased liquidity may lead to an increase in interest rates.

POSSIBLE THREATS

As we get into an environment which is likely to be largely positive over medium to long term, there may be significant roadblocks in the shorter term. The post-GST implementation period is likely to cause certain short

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term variances. Real Estate (Regulation and Development) Act, 2016 (RERA), too will cause some turbulence and consolidation in the real estate sector which might affect the Company's funding plans to such class of customers. Despite recent push by the RBI, the resolution of stressed assets in the system is likely to take more time. Also, the effect of various loan waivers on credit culture in the rural areas is still to be seen.

Your Company acknowledges these possible negative factors and has a plan to mitigate them through its deep domain knowledge, strong risk framework and an efficient collection mechanism under the stewardship of the management team.

RBI GUIDELINES

The Company has complied with all the applicable regulations of the Reserve Bank of India.

HUMAN RESOURCES

The Company has a dedicated team that has been contributing to the progress and growth of the Company. Your company has further strengthened the management team to propel the business expeditiously. The manpower requirement at the offices of the Company is assessed continuously and recruitment is conducted accordingly.

PERFORMANCE DURING THE YEAR

During the year under review, the Company earned a Profit Before Tax (PBT) of Rs. 4,64,56,022/- (Rupees Four Crores Sixty Four Lakhs Fifty Six Thousand and Twenty Two only) in Financial Year 2017-18 as compared to Rs. 44,54,122/- (Rupees Forty Four Lakhs Fifty Four Thousand One Hundred and Twenty Two only) in the previous year. The Y-O-Y growth in the PBT is 10.42 times.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, Government policies & regulations, economic development within/outside country etc.

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CERTIFICATE FOR COMPLIANCE WITH CODE OF CONDUCT

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Place: New Delhi
Date: May 03, 2018

Sd/-
Amit Sahai Kulshreshtha
Chief Executive Officer

CAPITAL INDIA FINANCE LIMITED

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CEO & CFO Certificate

To,
The Shareholders and Board of Directors,
Capital India Finance Limited,
(Formerly known as Bhilwara Tex-Fin Limited)

Sub: CEO & CFO Certificate under Regulation 33(2)(a) of SEBI (LODR) Regulation, 2015 March 31, 2018

We, Amit Sahai Kulshreshtha, Chief Executive Officer and Neeraj Toshniwal, Chief Financial Officer, of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited), to the best of our knowledge and belief, certify that:

- A. We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2018 (hereinafter referred to as the year) and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity during the quarter ended March 31, 2018 which are fraudulent, illegal or violative of the code of conduct of the Company.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting and that they have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the quarter;
 - ii. that there are no significant changes in accounting policies during the quarter; and that the same have been disclosed in the notes to the financial results; and
- E. To the best of our knowledge and belief, there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role.

Sd/-
Amit Sahai Kulshreshtha
Chief Executive Officer

Sd/-
Neeraj Toshniwal
Chief Financial Officer

Date: 3 May, 2018

Place: New Delhi

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
CAPITAL INDIA FINANCE LIMITED
(formerly known as Bhilwara Tex-Fin Limited)

Report on the Standalone Financial Statements

We have audited the accompanying financial statements ('standalone financial statements') of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("the Company"), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2018, and its profit and its cash flows for the year ended on that date.

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Report on Other Legal and Regulatory Requirements

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 the "Annexure (A)" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the Directors as on 31 March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) There is no pending litigation which would have its impact on standalone financial statement of the Company.
 - (ii) The Company has made provision, where ever required as required under the applicable law or accounting standards, for material foreseeable losses, if any, on the long term contract and company has not entered in any derivative contracts under audit.
 - (iii) There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No.: 528399

Place: New Delhi

Date: 3 May, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

ANNEXURE (A) TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CAPITAL INDIA FINANCE LIMITED (formerly known as Bhilwara Tex-fin Limited)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2018, we report that:

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipment).
- (b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all fixed assets (property, plant and equipment) are verified at reasonable intervals. According to that programme, the Company has during the year physically verified certain assets and no material discrepancies were noticed during physical verification of fixed assets (property, plant and equipment).
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company didn't have any immovable properties in its name and therefore the paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) As per the information and explanations provided to us, the Company is in the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits and does not hold any physical inventories; hence the paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations provided to us, the Company has granted loans to a Company covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Company listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the Company;
 - (b) In the case of the loans granted to Company listed in the register maintained under section 189 of the Act, the borrower has been regular in the repayment of the principal and payment of interest on such loans as and when demanded by the Company as stipulated;
 - (c) There is no overdue amount in respect of the loans granted to a Company listed in the register maintained under section 189 of the Act;
- (iv) In our opinion and according to the information and explanations provided to us, the Company has complied with provisions of section 186 of the Act, with respect to the loans, investments, guarantees and securities made. Further, the Company is exempted from compliance of section 185 of the Act.
- (v) According to the information and explanations provided to us, the Company has not accepted any deposits from the public. Accordingly, the directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder, are not applicable.
- (vi) According to the information and explanations provided to us, the Central Government has not specified for maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the activities carried on by the Company. Hence, the provisions of paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) In respect of statutory dues;
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, service tax, goods and service tax and other material statutory dues, as applicable. As explained to us, the Company did not have any dues on account of employees' state insurance.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Further, there are no undisputed amounts payable outstanding as at 31 March, 2018 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities 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 to financial institutions. Further, the Company did not have any outstanding dues to banks, Government or debenture holders during the year.
- (ix) According to the information and explanations provided to us, the company has raised share application money by way of further public offer against which shares has not been allotted and the same has been reflected under "share application money pending allotment" in the standalone financial statements and not availed the facility of term loans during the year.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud on or by the company or any fraud by its officers or employees was noticed or reported during the year.
- (xi) To the best of our knowledge and according to the information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable;
- (xvi) To the best of our knowledge and according to the information and explanations given to us, the company has registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No.: 528399

Place: New Delhi

Date: 3 May, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

ANNEXURE- (B) TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CAPITAL INDIA FINANCE LIMITED (formerly known as Bhilwara Tex-fin Limited)

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

We have audited the internal financial controls over financial reporting of CAPITAL INDIA FINANCE LIMITED (formerly known as Bhilwara Tex-fin Limited), ("the Company") as of 31 March, 2018 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and those receipts and expenditures of the company are being made only in accordance with authorizations of management and directors

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2018, 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 DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No.: 528399

Place: New Delhi

Date: 3 May, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Balance sheet as at 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Notes	As at 31st March 2018	As at 31st March 2017
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	3,50,27,000	3,50,27,000
(b) Reserves and surplus	4	3,39,91,874	45,05,278
		6,90,18,874	3,95,32,278
(2) Share application money pending allotment		1,25,00,00,000	-
(3) Non-current liabilities			
(a) Long-term borrowings	5	7,00,00,000	1,37,68,00,000
(b) Other long term liabilities	6	55,27,033	-
(c) Long-term provisions	7	5,24,823	31,16,610
		7,60,51,856	1,37,99,16,610
(4) Current liabilities			
(a) Other current liabilities	6	14,45,07,035	1,63,74,541
(b) Short term provisions	7	48,86,408	-
		14,93,93,443	1,63,74,541
Total		1,54,44,64,173	1,43,58,23,429
II. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment			
(i) Tangible assets	8	8,29,98,797	-
(ii) Intangible assets	8	2,36,740	-
(iii) Capital work in progress		2,04,96,665	-
(iv) Intangible assets under development		30,25,000	-
(b) Non-current investments	9	15,04,00,000	-
(c) Deferred tax assets (net)	12	28,04,004	-
(d) Long-term loans and advances	10	11,56,47,433	79,19,41,888
		37,56,08,639	79,19,41,888
(2) Current assets			
(a) Trade receivables	13	32,40,000	40,32,000
(b) Cash and cash equivalents	14	16,75,65,758	53,43,78,198
(c) Short-term loans and advances	10	98,45,63,101	9,00,11,440
(d) Other current assets	11	1,34,86,675	1,54,59,903
		1,16,88,55,534	64,38,81,541
Total		1,54,44,64,173	1,43,58,23,429
Background & Significant accounting policies	1 & 2		

As per our report of even date attached
For DIVYANK KHULLAR & ASSOCIATES
Chartered Accountants
Firm Registration No. : 025755N

For and on behalf of the Board
CAPITAL INDIA FINANCE LIMITED

Sd/-
Divyank Khullar
(Proprietor)
Membership No. 528399

Sd/-
Keshav Porwal
Managing Director
DIN : 06706341

Sd/-
Amit Sahai Kulshreshtha
Director & CEO
DIN : 07869849

Sd/-
Neeraj Toshniwal
Chief Financial Officer

Sd/-
Rachit Malhotra
Company Secretary

Place : New Delhi
Dated : 03 May 2018

Place : New Delhi
Dated: 03 May 2018

Place : New Delhi
Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Statement of profit and loss for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Notes	Year Ended 31st March 2018	Year Ended 31st March 2017
I. Revenue from operations	15	25,70,89,358	8,73,15,903
II. Other income	16	1,119	5,05,558
III. Total revenue		25,70,90,477	8,78,21,461
IV. Expenses			
Employee benefit expenses	17	3,16,24,752	13,64,059
Finance costs	18	10,36,46,805	7,97,84,754
Depreciation & amortization	8	42,91,639	-
Other expenses	19	7,10,71,259	22,18,526
Total expenses		21,06,34,455	8,33,67,339
V. Profit before tax (III-IV)		4,64,56,022	44,54,122
VI. Tax expense			
(1) Current tax		1,97,73,430	18,26,531
(2) Deferred tax		(28,04,004)	-
(3) Income Tax for earlier year		-	2,75,666
VII. Profit for the year (V-VI)		2,94,86,596	23,51,925
Earnings per equity share:	20		
Basic and diluted earnings per equity share (in Rs.)			
[face value Rs. 10 each]		8.42	0.67

As per our report of even date attached

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No. 528399

For and on behalf of the Board

CAPITAL INDIA FINANCE LIMITED

Sd/-

Keshav Porwal

Managing Director

DIN : 06706341

Sd/-

Amit Sahai Kulshreshtha

Director & CEO

DIN : 07869849

Sd/-

Neeraj Toshniwal

Chief Financial Officer

Sd/-

Rachit Malhotra

Company Secretary

Place : New Delhi

Dated : 03 May 2018

Place : New Delhi

Dated: 03 May 2018

Place : New Delhi

Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Cash flow statement for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
A) CASH FROM OPERATING ACTIVITIES:		
Net profit before tax and extraordinary items	4,64,56,022	44,54,122
Adjustments for :		
Depreciation and amortisation	42,91,639	-
Interest on income tax refund	-	(5,05,024)
Provision for employee benefits	12,53,481	-
Provision for standard assets	10,41,140	14,57,515
Operating profit before working capital changes	5,30,42,282	54,06,613
Adjustments for changes in working capital :		
(Increase) in loans and advances	(21,25,64,571)	(33,74,39,692)
Decrease/(Increase) in trade receivables	7,92,000	(40,32,000)
Increase in other long term liabilities	55,27,033	-
Decrease in other current assets	19,73,228	-
Increase/(Decrease) in other current liabilities	12,81,32,494	(5,36,67,848)
Cash generated from operations	(2,30,97,534)	(38,97,32,927)
Income tax paid	(2,54,66,065)	(87,68,419)
Income tax refund received	-	1,04,27,418
Net Cash generated used in operating activities (A)	(4,85,63,599)	(38,80,73,928)
B) CASH FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(11,10,48,841)	-
Purchase of investment	(15,04,00,000)	-
Proceeds from sale of Investment	-	2,87,12,970
Net Cash generated from /(used in) investing activities (B)	(26,14,48,841)	2,87,12,970
C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from share application money pending allotment	1,25,00,00,000	-
Proceeds from long term and short term borrowings	-	89,34,72,463
Repayment of long term and short term borrowings	(1,30,68,00,000)	-
Net cash generated from /(used in) financing activities (C)	(5,68,00,000)	89,34,72,463
D) Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(36,68,12,440)	53,41,11,505
E) Cash and cash equivalents as at the beginning of the year	53,43,78,198	2,66,693
F) Cash and cash equivalents as at the end of the year	16,75,65,758	53,43,78,198
Cash and cash equivalents comprises:		
Particulars	As at 31st March 2018	As at 31st March 2017
Cash in hand	7,601	67,530
Cheques in hand	25,00,000	-
Balances with banks		
- in current accounts	58,157	53,43,10,668
- in deposit accounts	16,50,00,000	-
	16,75,65,758	53,43,78,198

As per our report of even date attached
For DIVYANK KHULLAR & ASSOCIATES
Chartered Accountants
Firm Registration No. : 025755N

Sd/-
Divyank Khullar
(Proprietor)
Membership No. 528399

Place : New Delhi
Dated : 03 May 2018

For and on behalf of the Board
CAPITAL INDIA FINANCE LIMITED

Sd/-
Keshav Porwal
Managing Director
DIN : 06706341

Sd/-
Neeraj Toshniwal
Chief Financial Officer

Place : New Delhi
Dated: 03 May 2018

Sd/-
Amit Sahai Kulshreshtha
Director & CEO
DIN : 07869849

Sd/-
Rachit Malhotra
Company Secretary

Place : New Delhi
Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

1 Background

Capital India Finance Limited ('the Company') is a public Company domiciled in India and incorporated on 16 November 1994 under the provisions of Companies Act, 1956. The Company has received a Certificate of Registration from the Reserve Bank of India ('RBI') to carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits.

2 Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The accompanying financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles ('GAAP') under the historical cost convention, on the accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) rules, 2014, provisions of the Companies Act, 2013 (to the extent notified) and as per the guidelines issued by RBI as applicable to a Non-Banking Financial (Non deposit accepting or holding) Companies ('NBFC Regulations'). The financial statements are presented in Indian rupees.

2.2 Use of Estimates

The preparation of financial statements is in conformity with the Generally Accepted Accounting Principles ('GAAP') requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods. The Goods & Services tax ('GST') reversal claimed by the Company is on estimate basis subject to final assessment by the tax authorities. This is as per the accounting policy adopted by the management to treat it as an expense.

2.3 Current/ Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within 12 months after the reporting date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

2.4 Operating cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.5 Fixed assets, depreciation and amortisation

a) Tangible fixed assets

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and / or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. Tangible fixed assets under construction are disclosed as capital work-in-progress.

b) Acquired intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

c) Leasehold improvements

Leasehold improvement includes all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold improvements are written off over the period of lease.

d) Depreciation and amortization

Depreciation / amortisation is provided over the useful life of the assets, pro rata for the period of use, on a straight-line method. The useful life estimates prescribed in Part C of Schedule II to the 2013 Act have been considered as useful life for tangible assets. Acquired intangible assets are amortised over a period as per management estimates of their useful life. Pursuant to this policy, the useful life estimates in respect of the following assets are as follows:

Tangible fixed assets	Estimated useful life
Computers & Printers	3 Years
Furniture & Fixtures	10 Years
Leasehold Improvements	5 Years
Office Equipments	5 Years
Acquired intangible assets	
Computer software	3 Years

- e) Depreciation is provided on a pro-rata basis i.e. from the month in which asset is ready for use. Individual assets costing less than or equals to Rs. 5,000 are depreciated in full, in the year of purchase. Depreciation on assets sold during the year is recognized on a pro-rata basis in the statement of profit and loss up to the month prior to the month in which the assets have been disposed off.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

f) *Gains / losses on disposal of assets*

Losses arising from retirement or gains or losses arising from disposal of tangible and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss.

2.6 **Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.7 **Leases**

Assets acquired under lease other than finance lease are classified as operating lease. The total lease rentals in respect of assets taken on operating lease are charged to the statement of profit and loss on a straight line basis over the lease term (in accordance with AS-19 'Leases' as prescribed by Companies (Accounting Standards) Rules, 2006).

2.8 **Loans**

Loans are stated at the amount advanced, as reduced by the amounts received up to the balance sheet date.

2.9 **Provisioning/ Write-off on assets**

Provisioning/ Write-off on overdue assets

The provisioning / write-off on overdue assets is as per the management estimates, subject to the minimum provision required as per Master Direction-Non Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

Provision on standard assets

Provision on standard assets has been made @ 0.40% which is in accordance with Reserve Bank of India ('RBI') guidelines.

2.10 **Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Profit or loss on sale of investments is determined on a first in first out basis. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to statement of profit and loss.

2.11 **Revenue recognition**

Revenue is recognized on accrual basis, when no significant uncertainty as to determination or realization exists.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Interest income is recognised on time proportionate basis. In case of non performing assets, interest income is recognised on receipt basis as per NBFC prudential norms. Penal interest is recognised on receipt basis.

Fee income is recognised as and when they are due in accordance with the terms of contract.

Dividend income is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from the units of mutual funds is recognized on receipt basis in accordance with the NBFC Regulations.

2.12 Retirement and other employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include salary, bonus, allowances and compensated absences. The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by the employees is recognised as an expense as the service is rendered by the employees.

The Company operates defined benefit plans for its employees pertaining to gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out using the projected unit credit method. Actuarial gains and losses for this defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss. Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.13 Borrowing costs

Borrowing costs consists of interest and other cost that an entity incurs in connection with borrowing of funds. Borrowing costs are recognized as an expense in the period in which these are incurred.

2.14 Securities issue expenses

Security issue expenses related to issuance of equity are debited against securities premium account in accordance with the provisions of Section 52 of the Companies Act, 2013.

2.15 Foreign currency transactions

Foreign exchange transactions are recorded the spot rate on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the period.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss.

Non monetary assets and liabilities are carried at historical cost using exchange rates as on the date of the respective transactions.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

2.16 Taxation

Income tax expense comprises current tax including minimum alternate tax ('MAT') (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized to the extent there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

MAT paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future years and is recognized as tax credit in statement of profit and loss.

2.17 Provisions and contingencies

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

2.18 Earnings per share

The basic earnings per share is computed by dividing the net profit / loss after tax attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

2.19 Cash and cash equivalents

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short term highly liquid investments with an original maturity of three months or less.

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

3. Share Capital

	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
Authorized share capital				
Equity shares of Rs. 10 each with voting rights	21,40,00,000	2,14,00,00,000	40,00,000	4,00,00,000
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	35,02,700	3,50,27,000	35,02,700	3,50,27,000
Total issued, subscribed and fully paid up share capital	35,02,700	3,50,27,000	35,02,700	3,50,27,000

a. Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting period:

	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
At the beginning of the year	35,02,700	3,50,27,000	35,02,700	3,50,27,000
Add : Allotment during the year	-	-	-	-
Outstanding at the end of the year	35,02,700	3,50,27,000	35,02,700	3,50,27,000

b. Terms and rights attached to fully paid up equity shares:

The Company has only one type of equity shares having par value of Rs. 10 each. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their holdings.

c. Shares held by holding company

	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
Equity shares of Rs. 10 each	-	-	-	-
	-	-	-	-

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

d. Shares in the Company held by each shareholder holding more than 5% shares

	As at 31st March 2018		As at 31st March 2017	
	Number	%	Number	%
Equity shares of Rs. 10 each				
Sainik Mining and Allied Services Limited	-	-	14,67,800	41.90%
Capital India Corp LLP (formerly known as Trident Holdings LLP)	22,32,300	63.73%	-	-
Dharampal Satyapal Limited	3,97,800	11.36%	-	-
Total	26,30,100	75.09%	14,67,800	41.90%

e. Aggregate no. of shares issued for consideration other than cash during the 5 years immediately preceding the balance sheet date:

	31 March, 2017	31 March, 2016	31 March, 2015	31 March, 2014	31 March, 2013
Equity shares of Rs. 10 each	-	-	-	-	-

4 Reserves and surplus

	As at 31st March 2018	As at 31st March 2017
a) General reserve		
Balance as per last financial statements	1,76,099	1,76,099
Add : Transfer during the year	-	-
Total	1,76,099	1,76,099
b) Statutory Reserve under Section 45-IC of the RBI Act, 1934		
Balance as per last financial statements	16,82,691	12,12,306
Add : Transfer during the year	58,97,319	4,70,385
Total	75,80,010	16,82,691
c) Surplus in the statement of profit and loss		
Balance as per last financial statements	26,46,488	7,64,948
Add : Profit for the year	2,94,86,596	23,51,925
	3,21,33,084	31,16,873
Less : Transfer to Statutory Reserve under Section 45-IC of the RBI Act, 1934	58,97,319	4,70,385
Net Surplus in the statement of profit and loss	2,62,35,765	26,46,488
Total reserves and surplus	3,39,91,874	45,05,278

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	As at 31st March 2018		As at 31st March 2017	
	Non-current	Current	Non-current	Current
5 Borrowings				
Unsecured				
From corporates (Inter corporate deposits)	7,00,00,000	-	1,20,00,00,000	-
From others	-	-	17,68,00,000	-
	7,00,00,000	-	1,37,68,00,000	-

Additional information:

Details of Unsecured borrowings from Corporates:

- Inter corporate deposits of Rs. 7,00,00,000 (Previous year: Rs. 7,00,00,000) is raised at an interest rate of 8% (Previous year: 8%) and repayable on 16 February, 2022 (Previous year: 16 February, 2022).
- Inter Corporate deposits of Rs. NIL (Previous year: Rs. 113,00,00,000) is raised at an interest rate of NIL (Previous year: 11%) and repayable on NIL (Previous year: 30 January, 2022).

Details of Unsecured borrowings from others:

- Loan from others represents loan availed form a Joint Venture of Rs. NIL (Previous year: Rs. 17,68,00,000) raised at an interest rate of NIL (Previous year: 6.5%) and repayable on NIL (Previous year: 17 February, 2022).

6 Other liabilities

Interest accrued but not due on borrowings	55,27,033	-	-	1,41,05,394
Book overdraft	-	11,05,32,356	-	-
Rent equalisation reserve	-	60,35,092	-	-
Statutory dues payable	-	2,22,87,697	-	21,50,287
Creditors for capital goods	-	22,91,469	-	-
Other payables (Refer note 25)	-	33,60,421	-	1,18,860
	55,27,033	14,45,07,035	-	1,63,74,541

7 Provisions

Provision for employee benefits				
- Gratuity	1,35,934	-	-	-
- Compensated absence	-	11,17,547	-	-
Provision for standard assets	3,88,889	37,68,861	31,16,610	-
	5,24,823	48,86,408	31,16,610	-

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

8 Property, plant and equipment

Particulars	Gross block			Accumulated depreciation / amortization				Net block	
	As at 01st April, 2017	Additions during the year	Sales during the year	As at 31st March, 2018	As at 01st April, 2017	Depreciation for the year	Adjustments during the year	As at 31st March, 2018	As at 31st March, 2017
Tangible assets									
Computer & printers	-	37,59,374	-	37,59,374	-	3,51,523	-	34,07,851	-
Office equipment	-	71,92,509	-	71,92,509	-	3,04,824	-	68,87,685	-
Furniture & fixtures	-	4,40,49,041	-	4,40,49,041	-	14,62,866	-	4,25,86,175	-
Leasehold improvements	-	3,22,66,265	-	3,22,66,265	-	21,49,179	-	3,01,17,086	-
Total tangible assets	-	8,72,67,189	-	8,72,67,189	-	42,68,392	-	8,29,98,797	-
Intangible assets									
Computer softwares	-	2,59,987	-	2,59,987	-	23,247	-	2,36,740	-
Total intangible assets	-	2,59,987	-	2,59,987	-	23,247	-	2,36,740	-
Grand total	-	8,75,27,176	-	8,75,27,176	-	42,91,639	-	8,32,35,537	-
PREVIOUS YEAR	-	-	-	-	-	-	-	-	-

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(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	As at 31st March 2018		As at 31st March 2017	
	Non-current	Current	Non-current	Current
9 Investments				
(at cost, unless otherwise stated)				
Non Trade investments				
Investment in equity instruments (unquoted):				
-In subsidiary companies				
<u>15,000,000 equity shares @ Rs 10/- per share</u>				
- Capital India Home Loans Limited	15,00,00,000	-	-	-
<u>10,000 equity shares @ Rs 10/- per share</u>				
- Capital India Asset Management Private Limited	1,00,000	-	-	-
- Capital India Wealth Management Private Limited	1,00,000	-	-	-
- CIFL Holdings Private Limited	1,00,000	-	-	-
- CIFL Investment Manager Private Limited	1,00,000	-	-	-
	15,04,00,000	-	-	-
10 Loans and advances				
(Secured, considered good)				
Loans and advances relating to financing activity	9,72,22,223	83,22,15,257	78,50,00,000	-
(Unsecured, considered good)				
Loans and advances relating to financing activity	-	11,00,00,000	-	9,00,00,000
<u>Other loans and advances</u>				
- Advances to related parties (Refer note 29)	-	61,41,307	-	-
- Advance to employees	-	19,16,640	-	11,440
- Advances to suppliers	-	1,37,58,863	-	-
- Security deposits	1,84,25,210	-	-	-
- Advance taxes (net of provision for tax)	1,26,34,523	-	69,41,888	-
- Prepaid expenses	-	78,96,511	-	-
	11,56,47,433	98,45,63,101	79,19,41,888	9,00,11,440
11 Other assets				
Interest accrued and due	-	1,21,49,021	-	1,54,59,903
Interest accrued but not due	-	13,37,654	-	-
	-	1,34,86,675	-	1,54,59,903

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	As at 31st March 2018	As at 31st March 2017
12 Deferred tax assets (net)		
Deferred tax asset comprises of:		
Provision for standard assets	11,45,564	-
Provision for gratuity	37,453	-
Provision for compensated absence	3,07,912	-
Rent equalisation reserve	16,62,819	-
Deferred tax liability comprises of:		
Depreciation on fixed assets	(3,49,744)	-
Deferred tax assets (net)	28,04,004	-
13 Trade receivables		
(Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Other receivables	32,40,000	40,32,000
	32,40,000	40,32,000
14 Cash and bank balances		
Cash and cash equivalents		
Cash on hand	7,601	67,530
Balances with banks		
- in current accounts	58,157	53,43,10,668
- in fixed deposits with original maturity less than 3 months	16,50,00,000	-
Cheques in hand	25,00,000	-
	16,75,65,758	53,43,78,198
15 Revenue from operations		
Interest income	14,10,89,358	8,33,15,903
Fee income	11,60,00,000	40,00,000
	25,70,89,358	8,73,15,903
16 Other income		
Interest on income tax refund	-	5,05,024
Dividend income	-	534
Misc. receipts	1,119	-
	1,119	5,05,558

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	Year ended 31st March 2018	Year ended 31st March 2017
17 Employee benefit expense		
Salaries, bonus and allowances	2,99,16,231	13,63,050
Contribution to provident and other funds (Refer note 30)	11,53,298	-
Staff welfare expenses	5,55,223	1,009
	3,16,24,752	13,64,059
18 Finance costs		
Interest expenses	10,36,02,230	7,97,82,772
Bank charges	44,575	1,982
	10,36,46,805	7,97,84,754
19 Other expenses		
Rent (Refer note 28)	1,45,13,555	-
Rate, fee & taxes	1,94,41,084	33,344
Reversal of GST credit	1,28,41,269	-
Repairs & maintenance - others	21,02,684	-
Office expenses	31,65,709	-
Electricity charges	4,95,003	-
Communication expenses	4,72,956	27,521
Printing & stationery	7,75,423	47,822
Insurance	2,31,349	-
Membership & subscription	10,69,700	-
Travelling & conveyance	60,95,331	44,452
Advertisement, marketing & business promotion expenses	14,76,265	1,03,673
<u>Auditor's remuneration</u>		
- Audit fees	1,00,000	58,000
- Other services	-	276
Legal & professional charges	45,19,253	1,34,704
Listing fee	2,97,220	2,56,480
Directors sitting fees	9,00,000	-
Provisions for standard assets (Refer note 2.9)	10,41,140	14,57,515
Miscellaneous expenses	15,33,318	54,739
	7,10,71,259	22,18,526
20 Earnings per share		
Net profit attributable to equity shareholders (Rs.)	2,94,86,596	23,51,925
Weighted average number of equity shares outstanding during the year	35,02,700	35,02,700
Nominal value of an equity share (Rs.)	10	10
Basic and diluted earnings per share (in Rs.)	8.42	0.67

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

21. Contingent liabilities

There are no contingent liabilities as on 31 March 2018. (31 March 2017: Nil)

22. Capital & other commitments

- Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for as at 31 March 2018 is Rs.2,28,08,925 (31 March, 2017: Rs.Nil).
- Other commitments pertaining to undrawn committed credits as on 31 March 2018 is Rs. 7,07,68,000 (31 March 2017: Nil)

23. Earnings and expenditure in foreign currency (on accrual basis)

There are no reportable earnings and expenditure in foreign currency during the year ended 31 March 2018. Rs. 20,44,853 was incurred in foreign currency towards payment of capital advances. Expenses incurred on foreign travel is billed by travel agent to the Company in Indian Rupees and hence not disclosed. (31 March 2017: Nil)

24. Segment information

The Company operates in a single reportable segment i.e. financing, which has similar risks and returns for the purpose of AS 17 on 'Segment Reporting' specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The Company operates in a single geographical segment i.e. domestic.

25. Dues to Micro and Small Enterprises

There are no amounts that need to be disclosed pertaining to Micro Small and Medium Enterprise Development Act, 2006 (the 'MSMED'). As at 31 March 2018, no supplier has intimated the Company about its status as Micro or Small Enterprises or its registration with the appropriate authority under the MSMED.

26. There were no pending litigations which would impact the financial position of the company.

27. There are no long-term contracts including derivative contracts for which there were any material foreseeable losses.

28. Leases (Operating Lease)

The registered office and corporate office are taken on operating lease. The corporate office premises has a non-cancellable lease for 60 months with an escalation clause of 15% after 36 months. The registered office premises are rented on non-cancellable lease for 36 months without an escalation clause. There are no subleases. Lease payments during the year are charged to statement of profit and loss.

Description	31-Mar-18	31-Mar-17
Operating lease payments recognized during the year	1,45,13,555	-
Minimum Lease Obligations		
Not later than one year	4,80,93,570	-
Later than one year but not later than five years	14,53,93,215	-
Later than five years	-	-

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

29 Related party disclosures

Disclosures as required by the Accounting Standard 18 (AS – 18) “Related Party Disclosures” are given below :

- (i) Names of related parties with whom transactions have taken place during the year and description of relationship:

Name of the related party	Nature of relationship
Capital India Home Loans Limited	Subsidiary Company (W.e.f. 11 August 2017)
Capital India Asset Management Private Limited	Subsidiary Company (W.e.f. 12 September 2017)
Capital India Wealth Management Private Limited	Subsidiary Company (W.e.f. 29 August 2017)
CIFL Holdings Private Limited	Subsidiary Company (W.e.f. 18 September 2017)
CIFL Investment Manager Private Limited	Subsidiary Company (W.e.f. 14 September 2017)
Sainik Mining and Allied Services Limited	Enterprise having significant influence (Upto 11 December 2017)
Capital India Corp LLP	Enterprise where key management personnel exercise significant influence
Sahyog Homes Limited	Enterprise where key management personnel exercise significant influence
Mr. Keshav Porwal	Managing Director (W.e.f. 27 November 2017)
Mr. Amit Sahai Kulshreshtha	Executive Director (W.e.f. 27 November 2017)

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

(ii) Details of transaction with related parties mentioned in (i) above are as follows:

Nature of the Transaction	Subsidiary Companies									
	Capital India Home Loans Limited		Capital India Asset Management Private Limited		Capital India Wealth Management Private Limited		CIFL Holdings Private Limited		CIFL Investment Manager Private Limited	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Transactions during the year										
Reimbursement of expenses\$	49,82,686	-	26,935	-	26,935	-	26,935	-	26,935	-
Investment in equity shares	15,00,00,000	-	1,00,000	-	1,00,000	-	1,00,000	-	1,00,000	-
Closing balances										
Receivable/ (payable)	40,24,569	-	26,935	-	26,935	-	26,935	-	26,935	-

Nature of the Transaction	Enterprise where key management personnel exercise significant influence				Key Managerial Personnel			
	Enterprise having significant influence		Capital India Corp LLP		Sahyog Homes Limited		Mr. Keshav Porwal	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Transactions during the year								
Interest income	24,63,452	6,61,95,160	-	-	1,08,01,729	-	-	-
Interest expense	-	-	52,79,454	-	-	-	-	-
Reimbursement of expenses	-	-	-	-	20,08,998	-	-	-
Remuneration paid	-	-	-	-	-	-	36,34,891	-
Share application money	-	-	1,25,00,00,000	-	-	-	-	-
ICD taken#	-	-	15,00,00,000	-	-	-	-	-
ICD repaid	-	-	15,00,00,000	-	-	-	-	-
Inter Corporate deposits given#	3,00,00,000	2,40,00,000	-	-	19,80,00,000	-	-	-
Inter Corporate deposits received back	3,00,00,000	62,42,57,903	-	-	19,80,00,000	-	-	-
Closing balances								
Share application money	-	-	1,25,00,00,000	-	-	-	-	-
Receivable/ (payable)	-	-	-	-	20,08,998	-	-	-

Maximum loan given / taken at any time during the year

\$ Includes allocated shared expenses

Investments in equity shares of subsidiaries have been disclosed under "Non-current investments" (Refer Note 9)

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

30 Gratuity and other post-employment benefit plans

The Company has a defined benefit gratuity plan, under which every employee who has completed atleast five years of service gets a gratuity on departure @15 days of last drawn basic salary for each completed year of service.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity plan.

	31-Mar-18
Statement of profit and loss	
Net employee benefit expense recognized in the employee cost	
Current service cost	1,35,934
Interest cost on benefit obligation	-
Expected return on plan assets	-
Net actuarial (gain) / loss recognized in the year	-
Amount not recognized as asset	-
Gratuity expense	1,35,934
Actual return on plan assets	-
Balance sheet	
Benefit asset/ liability	
Present value of defined benefit obligation	1,35,934
Fair value of plan assets	-
Less: Amount not recognize as asset	-
Plan (asset) / liability	1,35,934
Changes in the present value of defined benefit obligation are as follows	
Opening defined benefit obligation	-
Current service cost	1,35,934
Interest cost	-
Past service cost	-
Benefits paid	-
Actuarial (gains)/ losses on obligation	-
Closing defined benefit obligation	1,35,934
The principal assumptions used in determining gratuity liability for the company is shown below:	
Discount rate	7.58%
Expected rate of return on assets	NA
Employee turnover	5.00%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.	5.00%
Amounts for the Current and previous four years are as follows:	
	31-Mar-18 31-Mar-17 31-Mar-16 31-Mar-15 31-Mar-14
Defined benefit obligation	1,35,934 - - - -
Plan Assets	- - - - -
Surplus / (deficit)	- - - - -
Experience adjustments on plan liabilities	- - - - -
Experience adjustments on plan assets	- - - - -

Notes:

Since the gratuity plan of the Company is not funded, the disclosure regarding change in fair value of plan assets and categories of plan assets are not required.

Since Payment of Gratuity Act 1972 became applicable on the Company from the financial year ended 31 March 2018, the Company has not disclosed the comparative information for financial year 2016-17.

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

- 31** The Board of Directors have recommended dividend of Rs 1.00 per share (10%) on each equity share having face value of Rs. 10/- each. The proposed equity dividend and dividend distribution tax thereon are not accounted as liabilities in fiscal 2017-18 in accordance with revised AS-4 "Contingencies and events occurring after balance sheet date."
- 32** Debit balances in respect of the loan facilities provided to parties and trade receivables, as mentioned in note 10 and 13 respectively, are subject to confirmations.
- 33** Previous year comparatives

Figures for previous year have been regrouped/rearranged wherever necessary, to conform to current year's classification.

As per our report of even date attached

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No. 528399

For and on behalf of the Board

CAPITAL INDIA FINANCE LIMITED

Sd/-

Keshav Porwal

Managing Director

DIN : 06706341

Sd/-

Amit Sahai Kulshreshtha

Director & CEO

DIN : 07869849

Sd/-

Neeraj Toshniwal

Chief Financial Officer

Sd/-

Rachit Malhotra

Company Secretary

Place : New Delhi

Dated : 03 May 2018

Place : New Delhi

Dated: 03 May 2018

Place : New Delhi

Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

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Notes to the financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

[Schedule to the Balance Sheet of a Non Banking Financial Company as required in terms of paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

Amount in Rupees

LIABILITIES SIDE:

1	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :	Amount outstanding	Amount overdue
a.	Debentures (other than falling within the meaning of public deposits)		
	- Secured	-	-
	- Unsecured	-	-
b.	Deferred Credits	-	-
c.	Term Loans	-	-
d.	Inter-corporate loans and borrowings	7,00,00,000	-
e.	Commercial Paper	-	-
f.	Public Deposits (Refer note 1 below)	-	-
g.	Other Loans	-	-

ASSETS SIDE:

2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount Outstanding
a.	Secured	92,94,37,480
b.	Unsecured	11,00,00,000
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	Amount Outstanding
i.	Lease Assets including lease rentals under sundry debtors:	
a.	Finance Lease	-
b.	Operating Lease	-
ii.	Stocks on hire including hire charges under sundry debtors:	
a.	Assets on hire	-
b.	Repossessed Assets	-
iii.	Other Loans counting towards AFC activities:	
a.	Loans where assets have been repossessed	-
b.	Loans other than (a) above	-
4	Break-up of Investments :	Amount
	Current Investments :	
1.	Quoted	
i.	Shares : - Equity	-
	- Preference	-
ii.	Debentures and Bonds	-
iii.	Units of mutual funds	-
iv.	Government Securities	-
v.	Others	-

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

	Amount
2. Unquoted :	
i. Shares : - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others (Please specify)	-
Long Term investments :	
1. Quoted :	
i. Share : - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-
2. Unquoted :	
i. Shares : - Equity	15,04,00,000
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-

5 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (Refer Note 2 below) :

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties**			
a. Subsidiaries	-	41,32,309	41,32,309
b. Companies in the same group	-	-	-
c. Other related parties	-	20,08,998	20,08,998
2 Other than related parties	92,94,37,480	11,00,00,000	1,03,94,37,480
Total	92,94,37,480	11,61,41,307	1,04,55,78,787

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Refer note 3 below)

Category	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
a. Subsidiaries	14,88,00,777	15,04,00,000
b. Companies in the same group	-	-
c. Other related parties	-	-
2 Other than related parties	-	-
Total	14,88,00,777	15,04,00,000

** As per Accounting Standard issued by the Institute of Chartered Accountants of India ('ICAI').

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

7 Other information

Particulars	Amount
i. Gross Non-Performing Assets	
a. Related parties	-
b. Other than related parties	-
ii. Net Non-Performing Assets	
a. Related parties	-
b. Other than related parties	-
iii. Assets acquired in satisfaction of debt	-

- Notes :**
- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
 - Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
 - All Accounting Standards and Guidance Notes issued by the Institute of Chartered Accountants of India ('ICAI') are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category 4 above.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
CAPITAL INDIA FINANCE LIMITED
(formerly known as Bhilwara Tex-Fin Limited)

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Capital India Finance Limited (formerly known as Bhilwara Tex-fin Limited) ("the Company" or "the Holding Company") and its subsidiaries, as described in note 1(b) of consolidated financial statements, (collectively called the "Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in sub-paragraph (a) of the "Other matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31 March 2018;
- (ii) In the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

- (iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

- a) We did not audit the financial statements of 5 subsidiaries, whose financial statements reflect total assets of Rs. 153,062,382 as at 31st March 2018, total revenues of Rs. 3,369,636 and net cash inflow amounting to Rs. 51,359,100 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary companies, and our report in so far as it relates to the aforesaid subsidiary companies, is based solely on the reports of the other auditors. Our report is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (h) 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 of the aforesaid consolidated financial statements.
- (i) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of other auditors.
- (j) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- (k) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (l) On the basis of the written representations received from the Directors of the Holding Company as on 31 March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiary companies, none of the directors is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (m) With respect to the adequacy of the internal financial controls over financial reporting of Holding Company and its subsidiaries and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (n) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of the subsidiaries:
- (iv) There is no pending litigation which would have its impact on consolidated financial statement of the Company.
- (v) The Holding Company and its subsidiaries have made provision, where ever required as required under the applicable law or accounting standards, for material foreseeable losses, if any, on the long term contract and company has not entered in any derivative contracts under audit.
- (vi) There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No.: 528399

Place: New Delhi

Date: 3 May, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

ANNEXURE- (A) TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CAPITAL INDIA FINANCE LIMITED (formerly known as Bhilwara Tex-fin Limited)

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

We have audited the internal financial controls over financial reporting of **CAPITAL INDIA FINANCE LIMITED (formerly known as Bhilwara Tex-Fin Limited)**, ("the Company" or "the Holding Company") and its subsidiaries, as of 31 March, 2018 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiaries, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Holding Company and its subsidiaries, 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Holding Company and its subsidiaries, 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 consolidated 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 consolidated

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

financial statements in accordance with generally accepted accounting principles, and those receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company and its subsidiaries, have, 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 31 March, 2018, based on "the internal control over financial reporting criteria established by the Holding Company and its subsidiaries, 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".

Other matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 5 subsidiaries, is based on the corresponding reports of the auditors of such companies. Our report is not modified in respect of this matter.

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No.: 528399

Place: New Delhi

Date: 3 May, 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Consolidated Balance sheet as at 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Notes	As at 31st March 2018
I. EQUITY AND LIABILITIES		
(1) Shareholders' funds		
(a) Share capital	3	3,50,27,000
(b) Reserves and surplus	4	3,23,92,651
		<u>6,74,19,651</u>
(2) Share application money pending allotment		1,25,00,00,000
(3) Non-current liabilities		
(a) Long-term borrowings	5	7,00,00,000
(b) Other long term liabilities	6	55,27,033
(c) Long-term provisions	7	5,24,823
		<u>7,60,51,856</u>
(4) Current liabilities		
(a) Other current liabilities	6	14,46,36,331
(b) Short term provisions	7	48,86,408
		<u>14,95,22,739</u>
Total		<u>1,54,29,94,246</u>
II. ASSETS		
(1) Non-current assets		
(a) Property, plant and equipment		
(i) Tangible assets	8	8,29,98,797
(ii) Intangible assets	8	2,36,740
(iii) Capital work in progress		2,04,96,665
(iv) Intangible assets under development		30,25,000
(b) Deferred tax assets (net)	11	33,14,256
(c) Long-term loans and advances	9	11,56,47,433
		<u>22,57,18,891</u>
(2) Current assets		
(a) Trade receivables	12	32,40,000
(b) Cash and cash equivalents	13	31,89,24,858
(c) Short-term loans and advances	9	98,10,79,588
(d) Other current assets	10	1,40,30,909
		<u>1,31,72,75,355</u>
Total		<u>1,54,29,94,246</u>

Background & Significant accounting policies

1 & 2

As per our report of even date attached

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

Sd/-

Divyank Khullar

(Proprietor)

Membership No. 528399

For and on behalf of the Board

CAPITAL INDIA FINANCE LIMITED

Sd/-

Keshav Porwal

Managing Director

DIN : 06706341

Sd/-

Amit Sahai Kulshreshtha

Director & CEO

DIN : 07869849

Sd/-

Neeraj Toshniwal

Chief Financial Officer

Sd/-

Rachit Malhotra

Company Secretary

Place : New Delhi

Dated : 03 May 2018

Place : New Delhi

Dated: 03 May 2018

Place : New Delhi

Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Consolidated statement of profit and loss for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Notes	Year ended 31st March 2018
I. Revenue from operations	14	26,04,58,994
II. Other income	15	1,119
III. Total revenue		26,04,60,113
IV. Expenses		
Employee benefit expenses	16	3,50,89,553
Finance costs	17	10,36,46,805
Depreciation & amortization	8	42,91,639
Other expenses	18	7,30,85,569
Total expenses		21,61,13,566
V. Profit before tax (III-IV)		4,43,46,547
VI. Tax expense		
(1) Current tax		1,97,73,430
(2) Deferred tax		(33,14,256)
VII. Profit for the year (V-VI)		2,78,87,373
Earnings per equity share	19	
Basic and diluted earnings per equity share (in Rs.)		
[face value Rs. 10 each]		7.96

As per our report of even date attached
For DIVYANK KHULLAR & ASSOCIATES
Chartered Accountants
Firm Registration No. : 025755N

Sd/-
Divyank Khullar
(Proprietor)
Membership No. 528399

Place : New Delhi
Dated : 03 May 2018

For and on behalf of the Board
CAPITAL INDIA FINANCE LIMITED

Sd/-
Keshav Porwal
Managing Director
DIN : 06706341

Sd/-
Neeraj Toshniwal
Chief Financial Officer

Place : New Delhi
Dated: 03 May 2018

Sd/-
Amit Sahai Kulshreshtha
Director & CEO
DIN : 07869849

Sd/-
Rachit Malhotra
Company Secretary

Place : New Delhi
Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Consolidated Cash flow statement for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Particulars	Year Ended 31st March 2018
A) CASH FROM OPERATING ACTIVITIES:	
Net profit before tax and extraordinary items	4,43,46,547
Adjustments for :	
Depreciation and amortisation	42,91,639
Provision for employee benefits	12,53,481
Provision for standard assets	10,41,140
Operating profit before working capital changes	5,09,32,807
Adjustments for changes in working capital :	
(Increase) in loans and advances	(20,90,81,058)
(Increase) in bank deposits (having original maturity of more than 3 months)	(10,00,00,000)
Decrease in trade receivables	7,92,000
Increase in other long term liabilities	55,27,033
Decrease in other current assets	14,28,994
Increase in other current liabilities	12,82,61,790
Cash generated from operations	(12,21,38,434)
Income tax paid	(2,54,66,065)
Net Cash generated used in operating activities (A)	(14,76,04,499)
B) CASH FROM INVESTING ACTIVITIES:	
Purchase of property, plant and equipment	(11,10,48,841)
Net Cash generated used in investing activities (B)	(11,10,48,841)
C) CASH FLOW FROM FINANCING ACTIVITIES:	
Proceeds from share application money pending allotment	1,25,00,00,000
Repayment of long term and short term borrowings	(1,30,68,00,000)
Net cash generated used in financing activities (C)	(5,68,00,000)
D) Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(31,54,53,340)
E) Cash and cash equivalents as at the beginning of the year	53,43,78,198
F) Cash and cash equivalents as at the end of the year	21,89,24,858

Cash and cash equivalents comprises:

Particulars	As at 31st March 2018
Cash in hand	7,601
Cheques in hand	25,00,000
Balances with banks	
- in current accounts	34,17,257
- in deposit accounts	21,30,00,000
	21,89,24,858

As per our report of even date attached
For DIVYANK KHULLAR & ASSOCIATES
Chartered Accountants
Firm Registration No. : 025755N

Sd/-
Divyank Khullar
(Proprietor)
Membership No. 528399

Place : New Delhi
Dated : 03 May 2018

For and on behalf of the Board
CAPITAL INDIA FINANCE LIMITED

Sd/-
Keshav Porwal
Managing Director
DIN : 06706341

Sd/-
Neeraj Toshniwal
Chief Financial Officer

Place : New Delhi
Dated: 03 May 2018

Sd/-
Amit Sahai Kulshreshtha
Director & CEO
DIN : 07869849

Sd/-
Rachit Malhotra
Company Secretary

Place : New Delhi
Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

1 Basis of preparation & Consolidation

The Consolidated financial statements relates to Capital India Finance Limited (the company), its subsidiary companies. The company, its subsidiary companies constitute the group. The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under provisions of the Companies Act, 2013 ('the Act') and the directions issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the group and are consistent with those used in the previous year. The complete financial statements have been prepared along with all disclosures.

Principles of consolidation

- a) The Consolidated Financial Statements are prepared in accordance with AS - 21 on "Consolidated Financial Statements" notified under Section 133 of the Companies Act, 2013 (the 'Act') read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules 2016. The financial statements of these group companies are prepared according to uniform accounting policies, in accordance with accounting principles generally accepted in India. The effects of Inter Company transactions are eliminated on consolidation.

The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the Consolidated Financial Statements and are presented in the same manner as the Company's standalone financial statements.

- b) The subsidiary companies considered in the presentation of the consolidated financial statements are:

Particulars	Country of incorporation	Proportion of ownership interest as on 31st March 2018	Proportion of ownership interest as on 31st March 2017	Financial year ends on
Capital India Home Loans Limited	India	100%	-	31 March
Capital India Asset Management Private Limited	India	100%	-	31 March
Capital India Wealth Management Private Limited	India	100%	-	31 March
CIFL Holding Private Limited	India	100%	-	31 March
CIFL Investment Manager Private Limited	India	100%	-	31 March

2 Significant accounting policies

2.1 Use of Estimates

The preparation of financial statements is in conformity with the Generally Accepted Accounting Principles ('GAAP') requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods. The Goods & Services tax ('GST') reversal claimed by the Company is on estimate basis subject to final assessment by the tax authorities. This is as per the accounting policy adopted by the management to treat it as an expense.

2.2 Current/ Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within 12 months after the reporting date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

2.3 Operating cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.4 Fixed assets, depreciation and amortisation

Tangible fixed assets

- a) Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and / or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. Tangible fixed assets under construction are disclosed as capital work-in-progress.

Acquired intangible assets

- b) Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Leasehold improvements

- c) Leasehold improvement includes all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold improvements are written off over the period of lease.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Depreciation and amortization

- d) Depreciation / amortisation is provided over the useful life of the assets, pro rata for the period of use, on a straight-line method. The useful life estimates prescribed in Part C of Schedule II to the 2013 Act have been considered as useful life for tangible assets. Acquired intangible assets are amortised over a period as per management estimates of their useful life. Pursuant to this policy, the useful life estimates in respect of the following assets are as follows:

Tangible fixed assets	Estimated useful life
Computers & Printers	3 Years
Furniture & Fixtures	10 Years
Leasehold Improvements	5 Years
Office Equipments	5 Years
Acquired intangible assets	
Computer software	3 Years

- e) Depreciation is provided on a pro-rata basis i.e. from the month in which asset is ready for use. Individual assets costing less than or equals to Rs. 5,000 are depreciated in full, in the year of purchase. Depreciation on assets sold during the year is recognized on a pro-rata basis in the statement of profit and loss up to the month prior to the month in which the assets have been disposed off.

Gains / losses on disposal of assets

- f) Losses arising from retirement or gains or losses arising from disposal of tangible and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss.

2.5 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.6 Leases

Assets acquired under lease other than finance lease are classified as operating lease. The total lease rentals in respect of assets taken on operating lease are charged to the statement of profit and loss on a straight line basis over the lease term (in accordance with AS-19 'Leases' as prescribed by Companies (Accounting Standards) Rules, 2006).

2.7 Loans

Loans are stated at the amount advanced, as reduced by the amounts received up to the balance sheet date.

2.8 Provisioning/ Write-off on assets

Provisioning/ Write-off on overdue assets

The provisioning / write-off on overdue assets is as per the management estimates, subject to the minimum provision required as per Master Direction-Non Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

Provision on standard assets

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Provision on standard assets has been made @ 0.40% which is in accordance with Reserve Bank of India ('RBI') guidelines.

2.9 Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Profit or loss on sale of investments is determined on a first in first out basis. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to statement of profit and loss.

2.10 Revenue recognition

Revenue is recognized on accrual basis, when no significant uncertainty as to determination or realization exists.

Interest income is recognised on time proportionate basis. In case of non performing assets, interest income is recognised on receipt basis as per NBFC prudential norms. Penal interest is recognised on receipt basis.

Fee income is recognised as and when they are due in accordance with the terms of contract.

Dividend income is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from the units of mutual funds is recognized on receipt basis in accordance with the NBFC Regulation.

2.11 Retirement and other employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include salary, bonus, allowances and compensated absences. The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by the employees is recognised as an expense as the service is rendered by the employees.

The Company operates defined benefit plans for its employees pertaining to gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out using the projected unit credit method. Actuarial gains and losses for this defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss. Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date."

2.12 Borrowing costs

Borrowing costs consists of interest and other cost that an entity incurs in connection with borrowing of funds. Borrowing costs are recognized as an expense in the period in which these are incurred.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

2.13 Securities issue expenses

Security issue expenses related to issuance of equity are debited against securities premium account in accordance with the provisions of Section 52 of the Companies Act, 2013.

2.14 Foreign currency transactions

Foreign exchange transactions are recorded the spot rate on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the period.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss.

Non monetary assets and liabilities are carried at historical cost using exchange rates as on the date of the respective transactions.

2.15 Taxation

Income tax expense comprises current tax including minimum alternate tax ('MAT') (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized to the extent there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

MAT paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future years and is recognized as tax credit in statement of profit and loss.

2.16 Provisions and contingencies

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

2.17 Earnings per share

The basic earnings per share is computed by dividing the net profit / loss after tax attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

2.18 Cash and cash equivalents

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short term highly liquid investments with an original maturity of three months or less.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

3. Share Capital

	As at 31st March 2018	
	Number	Amount
Authorized share capital		
Equity shares of Rs. 10 each with voting rights	21,40,00,000	2,14,00,00,000
Issued, subscribed and fully paid up		
Equity shares of Rs. 10 each with voting rights	35,02,700	3,50,27,000
Total issued, subscribed and fully paid up share capital	35,02,700	3,50,27,000

a. Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting period:

	As at 31st March 2018	
	Number	Amount
At the beginning of the year	35,02,700	3,50,27,000
Add : Allotment during the year	-	-
Outstanding at the end of the year	35,02,700	3,50,27,000

b. Terms and rights attached to fully paid up equity shares:

The Company has only one type of equity shares having par value of Rs. 10 each. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their holdings.

c. Shares held by holding company

	As at 31st March 2018	
	Number	Amount
Equity shares of Rs. 10 each	-	-
	-	-

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

d. Shares in the Company held by each shareholder holding more than 5% shares

	As at 31st March 2018	
	Number	%
Equity shares of Rs. 10 each		
Capital India Corp LLP (formerly known as Trident Holding LLP)	22,32,300	63.73%
Dharampal Satyapal Limited	3,97,800	11.36%
Total	26,30,100	75.09%

4 Reserves and surplus

	As at 31st March 2018
a) General reserve	
Balance as per last financial statements	1,76,099
Add : Transfer during the year	-
Total	1,76,099
b) Statutory Reserve under Section 45-IC of the RBI Act, 1934	
Balance as per last financial statements	16,82,691
Add : Transfer during the year	58,97,319
Total	75,80,010
c) Surplus in the statement of profit and loss	
Balance as per last financial statements	26,46,488
Add : Profit for the year	2,78,87,373
	3,05,33,861
Less : Transfer to Statutory Reserve under Section 45-IC of the RBI Act, 1934	58,97,319
Net Surplus in the statement of profit and loss	2,46,36,542
Total reserves and surplus	3,23,92,651

5 Borrowings

	As at 31st March 2018	
	Non-current	Current
Unsecured		
From corporates (Inter-corporate deposits)	7,00,00,000	-
	7,00,00,000	-

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

Additional information:

Details of Unsecured borrowings from Corporates:

- (i) Inter Corporate deposits of Rs. 7,00,00,000 (Previous year: Rs. 7,00,00,000) is raised at an interest rate of 8% (Previous year: 8%) and repayable on 16 February, 2022 (Previous year: 16 February, 2022).

6 Other liabilities

	As at 31st March 2018	
	Non-current	Current
Interest accrued but not due on borrowings	55,27,033	-
Book overdraft	-	11,05,32,356
Rent equalisation reserve	-	60,35,092
Statutory dues payable	-	2,23,60,993
Creditors for capital goods	-	22,91,469
Other payables (Refer note 24)	-	34,16,421
	55,27,033	14,46,36,331

7 Provisions

Provision for employee benefits		
- Gratuity	1,35,934	-
- Compensated absence	-	11,17,547
Provision for standard assets	3,88,889	37,68,861
	5,24,823	48,86,408

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

8 Property, plant and equipment

Particulars	Gross block				Accumulated depreciation / amortization				Net block
	As at 01st April, 2017	Additions during the year	Sales during the year	As at 31st March, 2018	As at 01st April, 2017	Depreciation for the year	Adjustments during the year	As at 31st March, 2018	
Tangible assets									
Computer	-	37,59,374	-	37,59,374	-	3,51,523	-	3,51,523	34,07,851
Office equipment	-	71,92,509	-	71,92,509	-	3,04,824	-	3,04,824	68,87,685
Furniture & fixtures	-	4,40,49,041	-	4,40,49,041	-	14,62,866	-	14,62,866	4,25,86,175
Leasehold improvements	-	3,22,66,265	-	3,22,66,265	-	21,49,179	-	21,49,179	3,01,17,086
Total tangible assets	-	8,72,67,189	-	8,72,67,189	-	42,68,392	-	42,68,392	8,29,98,797
Intangible assets									
Computer softwares	-	2,59,987	-	2,59,987	-	23,247	-	23,247	2,36,740
Total intangible assets	-	2,59,987	-	2,59,987	-	23,247	-	23,247	2,36,740
Grand total	-	8,75,27,176	-	8,75,27,176	-	42,91,639	-	42,91,639	8,32,35,537

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

		As at 31st March 2018	
		Non-current	Current
9	Loans and advances		
	(Secured, considered good)		
	Loans and advances relating to financing activity	9,72,22,223	83,22,15,257
	(Unsecured, considered good)		
	Loans and advances relating to financing activity	-	11,00,00,000
	<u>Other loans and advances</u>		
	- Advances to related parties (Refer note 28)	-	20,08,998
	- Advance to employees	-	19,16,640
	- Advances to suppliers	-	1,37,58,863
	- Security deposits	1,84,25,210	-
	- Balances with statutory authorities	-	6,48,796
	- Advance taxes (net of provision for tax)	-	1,26,34,523
	- Prepaid expenses	-	78,96,511
		11,56,47,433	98,10,79,588
10	Other assets		
	Interest accrued and due	-	1,21,49,021
	Interest accrued but not due	-	18,81,888
		-	1,40,30,909
11	Deferred tax assets (net)		
	Deferred tax asset comprises of:		
	Provision for standard assets		11,45,564
	Provision for gratuity		37,453
	Provision for compensated absence		3,07,912
	Rent equalisation reserve		16,62,819
	Preliminary expenses		3,05,392
	Accumulated losses		2,04,860
	Deferred tax liability comprises of:		
	Depreciation on fixed assets		(3,49,744)
	Deferred tax assets (Net)		33,14,256
12	Trade receivables		
	(Unsecured, considered good)		
	Outstanding for a period exceeding six months from the date they are due for payment		-
	Other receivables		32,40,000
			32,40,000

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	As at 31st March 2018
13 Cash and bank balances	
Cash and cash equivalents	
Cash on hand	7,601
Balances with banks	
- in current accounts	34,17,257
- in fixed deposits with original maturity less than 3 months	21,30,00,000
Cheques in hand	25,00,000
Other bank balances	
- Short term deposits with banks	10,00,00,000
(Other bank deposits with maturity less than 12 months)	
	31,89,24,858
	Year ended 31st March 2018
14 Revenue from operations	
Interest income	14,44,58,994
Fee income	11,60,00,000
	26,04,58,994
15 Other income	
Misc. receipts	1,119
	1,119
16 Employee benefit expense	
Salaries, wages and bonus	3,33,81,032
Contribution to provident and other funds (Refer note 29)	11,53,298
Staff welfare	5,55,223
	3,50,89,553
17 Finance costs	
Interest expenses	10,36,02,230
Bank charges	44,575
	10,36,46,805

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

	Year ended 31st March 2018
18 Other expenses	
Rent (Refer note 27)	1,45,13,555
Rate, fee & taxes	2,12,65,389
Reversal of GST credit	1,28,41,269
Repairs & maintenance - others	21,02,684
Office expenses	31,65,709
Electricity charges	4,95,003
Communication expenses	4,72,956
Printing & stationery	7,75,423
Insurance	2,31,349
Membership & subscription	10,69,700
Travelling & conveyance	60,95,331
Advertisement, marketing & business promotion expenses	14,76,265
<u>Auditor's remuneration</u>	
- Audit fees	1,40,000
- Certification	20,000
- Other services	1,29,800
Legal & professional charges	45,19,253
Listing fee	2,97,220
Directors sitting fees	9,00,000
Provisions for standard assets (Refer note 2.8)	10,41,140
Miscellaneous expenses	15,33,523
	7,30,85,569
19 Earnings per share	
Net profit attributable to equity shareholders (Rs.)	2,78,87,373
Weighted average number of equity shares outstanding during the year	35,02,700
Nominal value of an equity share (Rs.)	10
Basic and diluted earnings per share (in Rs.)	7.96

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

20. Contingent liabilities

There are no contingent liabilities as on 31 March 2018.

21. Capital & other commitments

- Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for as at 31 March 2018 is Rs.2,28,08,925.
- Other commitments pertaining to undrawn committed credits as on 31 March 2018 is Rs. 7,07,68,000.

22 Earnings and expenditure in foreign currency (on accrual basis)

There are no reportable earnings and expenditure in foreign currency during the year ended 31 March 2018. Rs. 20,44,853 was incurred in foreign currency towards payment of capital advances. Expenses incurred on foreign travel is billed by travel agent to the Company in Indian Rupees and hence not disclosed.

23 Segment information

The Company operates in a single reportable segment i.e. financing, which has similar risks and returns for the purpose of AS 17 on 'Segment Reporting' specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The Company operates in a single geographical segment i.e. domestic.

24 Dues to Micro and Small Enterprises

There are no amounts that need to be disclosed pertaining to Micro Small and Medium Enterprise Development Act, 2006 (the 'MSMED'). As at 31 March 2018, no supplier has intimated the Company about its status as Micro or Small Enterprises or its registration with the appropriate authority under the MSMED.

25 There were no pending litigations which would impact the financial position of the company.

26 There are no long-term contracts including derivative contracts for which there were any material foreseeable losses.

27 Leases (Operating Lease)

The registered office and corporate office are taken on operating lease. The corporate office premises has a non-cancellable lease for 60 months with an escalation clause of 15% after 36 months. The registered office premises are rented on non-cancellable lease for 36 months without an escalation clause. There are no subleases. Lease payments during the year are charged to statement of profit and loss.

Description	31-Mar-18
Operating lease payments recognized during the year	1,45,13,555
Minimum Lease Obligations	
Not later than one year	4,80,93,570
Later than one year but not later than five years	14,53,93,215
Later than five years	-

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

28 Related party disclosures

Disclosures as required by the Accounting Standard 18 (AS – 18) “Related Party Disclosures” are given below :

- (i) Names of related parties with whom transactions have taken place during the year and description of relationship:

Name of the related party	Nature of relationship
Sainik Mining and Allied Services Limited	Enterprise having significant influence (Upto 11 December 2017)
Capital India Corp LLP	Enterprise where key management personnel exercise significant influence
Sahyog Homes Limited	Enterprise where key management personnel exercise significant influence
Mr. Keshav Porwal	Managing Director (W.e.f. 27 November 2017)
Mr. Amit Sahai Kulshreshtha	Executive Director (W.e.f. 27 November 2017)
Mr. Vineet Kumar Saxena	Executive Director & CEO of Capital India Home Loans Ltd. (W.e.f. 20 December 2017)

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

(ii) Details of transaction with related parties mentioned in (i) above are as follows:

Nature of the Transaction	Enterprise having significant influence	Enterprise where key management personnel exercise significant influence			Key Managerial Personnel		
	Sainik Mining and Allied Services Limited	Capital India Corp LLP	Sahyog Homes Limited	Mr. Keshav Porwal	Mr. Amit Sahai Kulshreshtha	Mr. Vineet Kumar Saxena	
	31 March 2018	31 March 2018	31 March 2018	31 March 2018	31 March 2018	31 March 2018	
Transactions during the year							
Interest income	24,63,452	-	1,25,21,181	-	-	-	
Interest expense	-	52,79,454	-	-	-	-	
Reimbursement of expenses	-	-	20,08,998	-	-	-	
Remuneration paid	-	-	-	37,90,960	36,34,891	34,64,801	
Share application money	-	1,25,00,00,000	-	-	-	-	
ICD taken #	-	15,00,00,000	-	-	-	-	
ICD repaid	-	15,00,00,000	-	-	-	-	
Loan taken	-	-	-	50,000	-	-	
Loan repaid	-	-	-	50,000	-	-	
Inter Corporate deposits given#	3,00,00,000	-	30,30,00,000	-	-	-	
Inter Corporate deposits received back	3,00,00,000	-	30,30,00,000	-	-	-	
Closing balances							
Share application money	-	1,25,00,00,000	-	-	-	-	
Receivable/ (payable)	-	-	20,08,998	-	-	-	

Maximum loan given / taken at any time during the year

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

29 Gratuity and other post-employment benefit plans

The Company has a defined benefit gratuity plan, under which every employee who has completed atleast five years of service gets a gratuity on departure @15 days of last drawn basic salary for each completed year of service.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the gratuity plan.

	31-Mar-18
Statement of profit and loss	
Net employee benefit expense recognized in the employee cost	
Current service cost	1,35,934
Interest cost on benefit obligation	-
Expected return on plan assets	-
Net actuarial (gain) / loss recognized in the year	-
Amount not recognized as asset	-
Gratuity expense	1,35,934
Actual return on plan assets	-
Balance sheet	
Benefit asset/ liability	
Present value of defined benefit obligation	1,35,934
Fair value of plan assets	-
Less: Amount not recognize as asset	-
Plan (asset) / liability	1,35,934
Changes in the present value of defined benefit obligation are as follows	
Opening defined benefit obligation	-
Current service cost	1,35,934
Interest cost	-
Past service cost	-
Benefits paid	-
Actuarial (gains)/ losses on obligation	-
Closing defined benefit obligation	1,35,934
The principal assumptions used in determining gratuity liability for the company is shown below:	
Discount rate	7.58%
Expected rate of return on assets	NA
Employee turnover	5.00%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.	5.00%
Amounts for the Current and previous four years are as follows:	
	31-Mar-18 31-Mar-17 31-Mar-16 31-Mar-15 31-Mar-14
Defined benefit obligation	1,35,934 - - - -
Plan Assets	- - - - -
Surplus / (deficit)	- - - - -
Experience adjustments on plan liabilities	- - - - -
Experience adjustments on plan assets	- - - - -

Notes:

Since the gratuity plan of the Company is not funded, the disclosure regarding change in fair value of plan assets and categories of plan assets are not required.

Since Payment of Gratuity Act 1972 became applicable on the Company from the financial year ended 31 March 2018, the Company has not disclosed the comparative information for financial year 2016-17.

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

Notes to the consolidated financial statements for the year ended 31st March 2018

(All figures are in rupees, except otherwise stated)

30 The Board of Directors have recommended dividend of Rs 1.00 per share (10%) on each equity share having face value of Rs. 10/- each. The proposed equity dividend and dividend distribution tax thereon are not accounted as liabilities in fiscal 2017-18 in accordance with revised AS-4 "Contingencies and events occurring after balance sheet date".

31 Debit balances in respect of the loan facilities provided to parties and trade receivables, as mentioned in note 9 and 12 respectively, are subject to confirmations.

32 Previous year comparatives

This being the first consolidated financial statements for the year ended 31 March 2018, there are no prior year comparatives.

As per our report of even date attached

For DIVYANK KHULLAR & ASSOCIATES

Chartered Accountants

Firm Registration No. : 025755N

For and on behalf of the Board

CAPITAL INDIA FINANCE LIMITED

Sd/-

Divyank Khullar

(Proprietor)

Membership No. 528399

Sd/-

Keshav Porwal

Managing Director

DIN : 06706341

Sd/-

Amit Sahai Kulshreshtha

Director & CEO

DIN : 07869849

Sd/-

Neeraj Toshniwal

Chief Financial Officer

Sd/-

Rachit Malhotra

Company Secretary

Place : New Delhi

Dated : 03 May 2018

Place : New Delhi

Dated: 03 May 2018

Place : New Delhi

Dated: 03 May 2018

CAPITAL INDIA FINANCE LIMITED
(Formerly Known as Bhilwara Tex-Fin Limited)
2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001
CIN: L74899DL1994PLC128577

PROXY FORM
Form No. MGT-11

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

CIN : L74899DL1994PLC128577
Name of the Company : Capital India Finance Limited (Formerly known as Bhilwara Tex-Fin Limited)
Registered Office : 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

Name of the Member	
Registered Address	
E-mail ID	
Folio No/ Client ID	
DP ID	

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

Name	
Address	
E-mail ID	
Signature	

Or failing him/her

Name	
Address	
E-mail ID	
Signature	

Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, the June 02, 2018 at 9.00 A.M at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business:
1.	To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.
2.	To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.
3.	To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.
	Special Business
4.	Appointment of Statutory Auditors to fill casual vacancy.
5.	Appointment of Mr. Keshav Porwal as the Managing Director of the Company.
6.	Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company.
7.	Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company.
8.	Appointment of Ms. Shraddha Kamat Suresh as Woman Non-Executive Director of the Company.
9.	Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company.
10.	Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company.
11.	Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company.
12.	Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company.
13.	Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.
14.	Issue of non-convertible debentures / debt securities.
15.	Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.

Signed this day ofof 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix a
Re. 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company at 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001, not less than 48 hours before the commencement of the Annual General Meeting.

CAPITAL INDIA FINANCE LIMITED
(Formerly Known as Bhilwara Tex-Fin Limited)
2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001
CIN: L74899DL1994PLC128577

FORM NO. MGT-12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1994PLC128577
Name of the Company : Capital India Finance Limited (Formerly known as Bhilwara Tex-Fin Limited)
Registered Office : 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

BALLOT PAPER

S. No.	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2	Postal Address	
3	Registered folio no./ *Client ID No.	
4	Class of shares	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.			
2.	To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.			
3.	To take note of retirement of Mr. Rahul Rameshkumar Jain (DIN: 07541089), who retires by rotation at this Annual General Meeting and being unwilling to be re-appointed, retires from his position as Director of the Company.			
4.	Appointment of Statutory Auditors to fill casual vacancy.			
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11.	Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company.			
12.	Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company.			
13.	Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.			
14.	Issue of non-convertible debentures / debt securities.			
15.	Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.			

Place:
Date:

(Signature of shareholder/Proxy)

CAPITAL INDIA FINANCE LIMITED

(Formerly Known as Bhilwara Tex-Fin Limited)

CIN: L74899DL1994PLC128577

Registered Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi-110001

Phone: 011-49546000

Email: secretarial@capitalindia.com, Website: www.capitalindia.com

ATTENDANCE SLIP

(24th Annual General Meeting on Saturday, 2nd June, 2018 at 9.00 A.M.)

1. Name(s) of Members(s) including joint holders, if any	
2. Registered Address of the Sole/First named Member	
3. DP ID No. & Client ID No. / Registered Folio No.	
4. No. of Shares held	
5. Name of Proxy (In case of proxies only)	

I hereby record my presence at the 24th Annual General Meeting of the Company being held at:

"Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003,
on Saturday, the 2nd June, 2018 at 9 AM

Signature of the Shareholder/Proxy/ Authorized Representative present

Notes:

1. Shareholder/Proxy/ Authorized representative wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.
2. **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

The map displays the Lodi Estate (लोदी एस्टेट) in Delhi, India. Key features include:

- Central Area:** Lodi Estate (लोदी एस्टेट), Lodhi Garden (लोदी उद्यान), and the India Habitat Centre (India Habitat Centre).
- Surrounding Areas:** Old Prem Nagar, Jor Bagh, and the Lodi Colony Meharchand Market.
- Landmarks:** Delhi Golf Club (दिल्ली गोल्फ क्लब), Lodhi Garden (लोदी उद्यान), and the India Habitat Centre (India Habitat Centre).
- Roads:** Lodhi Rd, Safdarjung Rd, Tughlaq Rd, and Aurangzeb Ln.
- Other Locations:** Embassy of Spain (स्पेन का दूतावास), Sikandar Lodi Tomb (सिकंदर लोदी टॉम्ब), Muhammad Shah Sayyid Tomb (मुहम्मद शाह साय्यद मकबरा), and the Airforce Swimming Pool (वायु सेना तैराकत (स्विमिंग पूल)).

A scale bar at the bottom indicates a distance of 200 meters.