

Thursday, May 3, 2018  
Ref. No.: CIFL/BSE/2018-19

To,  
The Manager,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

Ref.: - Scrip Code -530879

Sub.: Submission of Outcome of Board Meeting of Capital India Finance Limited (*formerly known as Bhilwara Tex-Fin Limited*) ("**Company**")

Dear Sir/ Ma'am,

In compliance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to hereby inform BSE Limited that the following matters were decided at the meeting of the Board of Directors ("**Board**") of the Company held on May 3, 2018, at 2nd Floor, DLF Centre, Sansad Marg, New Delhi -110001:

- The Board considered and approved the audited Financial Statements of the Company for the quarter and year ended on March 31, 2018 (both standalone and consolidated).
- The Board recommended final dividend for the Financial Year 2017-18 of Re. 1/- (Rupee One only) per equity share of Rs. 10/- (Rupees Ten only) each, for the equity shareholders of the Company as on the Record Date, *i.e.*, May 14, 2018, and the same shall be payable subject to approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on June 02, 2018 ("**Proposed AGM**").
- The Board considered and approved the closure of the Register of Members and Share Transfer Book of the Company from May 17, 2018, to June 02, 2018 (both days inclusive) for the purpose of the Proposed AGM.
- The Board considered and approved the appointment of M/s. Aneja Associates, Chartered Accountants, as the Internal Auditor of the Company.

1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
2.	Date of appointment / cessation (as applicable) & term of appointment;	May 03, 2018
3.	Brief profile (in case of appointment);	M/s. Aneja Associates, Chartered Accountants was established in the year 1981 by Mr. Narendra Aneja. The firm conducts risk assessments, management and operational audits and management consultancy assignments for over 100 companies in diverse industries, such as, Manufacturing, Financial Services and Capital Markets, Services, etc. The firm specializes in the conduct of Integrated Internal Audits, Design and Installation of Governance and Internal Control Structures, Business Process Redesign, Business Acquisition Due Diligences, Investigations and other consultancy assignments. The firm does not conduct Statutory Audits and Tax Consultancy services.
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

- The Board considered and approved the re-appointment of M/s. Naveen Garg & Associates, Company Secretaries in practice, as the Secretarial Auditors of the Company for the Financial Year 2018-19.

1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Re-appointment
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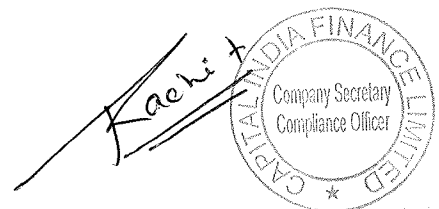
Corporate office :  
One BKC, A-Wing, 14th Floor ,  
Plot C 66, G Block,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400051

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

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P : +91 22 4503 6000  
E : info@capitalindia.com  
CIN No: L74899DL1994PLC128577  
( Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd )

P : +91 11 4954 6000  
W : capitalindia.com



2.	Date of appointment / cessation (as applicable) & term of appointment;	NA
3.	Brief profile (in case of appointment);	M/s. Naveen Garg & Associates, Company Secretaries are currently operating from Delhi. It is registered with the Institute of Company Secretaries of India, New Delhi. The firm is engaged in rendering efficacious services to its clients in the field of Corporate Laws, Foreign Exchange Laws and Intellectual Property Rights. It also renders services pertaining to SEBI, CDSL, NSDL, BSE and NSE Matters. The firm is also engaged in providing e-solutions under MCA21 of Ministry of Corporate Affairs.
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

6. The Board took note of resignation dated May 02, 2018, of the Statutory Auditors of the Company, i.e., M/s. Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:- 025755N), to be effective from conclusion of Board Meeting dated May 03, 2018. The Board placed on record its appreciation of the work done by M/s. Divyank Khullar & Associates, Chartered Accountants, during their association with the Company.

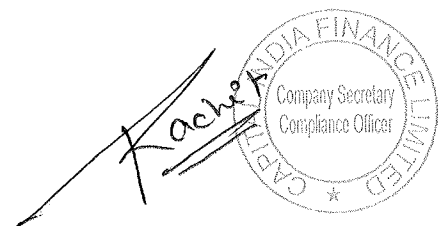
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Resignation
2.	Date of appointment / cessation (as applicable) & term of appointment;	Cessation – May 03, 2018
3.	Brief profile (in case of appointment);	NA
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

7. The Board considered and approved appointment of M/s. Deloitte Haskins & Sells, LLP, (Firm Regn. No.:- 117366W/W100018) (subject to approval of shareholders of the Company) as the Statutory Auditors of the Company to: (a) fill up the casual vacancy caused under Section 139(8) of the Companies Act, 2013, caused due to the resignation of M/s. Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.:- 025755N); and (b) to appoint statutory auditor in terms of Section 139(1) of the Companies Act, 2013.

1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment due to casual vacancy under Section 139(8); and appointment under Section 139(1)
2.	Date of appointment / cessation (as applicable) & term of appointment;	Appointment – May 03, 2018
3.	Brief profile (in case of appointment);	Attached as <b>Annexure 1</b>
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

8. The Board considered and took note of retirement of Mr. Rahul Rameshkumar Jain from the position of Non-Executive Director of the Company:

1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Retirement
2.	Date of appointment / cessation (as applicable) & term of appointment;	Cessation – June 02, 2018
3.	Brief profile (in case of appointment);	NA
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA



9. The Board considered and approved the issue of 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 (being a price which is higher than the price arrived at as per the provisions stipulated in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations")), aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), to the proposed allottees as detailed out in **Annexure-2** hereto, subject to the approval of the shareholders of the Company in the Proposed AGM. The 'Relevant Date' in relation to the issue of the equity shares in accordance with the ICDR Regulations is May 03, 2018, being the date 30 (Thirty) days prior to the date of the Proposed AGM.

Disclosures under Regulation 30 of the SEBI (LODR) Regulations 2015:

S. No	Particular	Disclosures
(i)	Name of the investors	As per <b>Annexure -2</b>
(ii)	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	As per <b>Annexure -2</b>
(iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	NA


10. The Board considered and approved issue of non-convertible debentures and other debt securities up to Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) during the Financial Year 2018-19, on a private placement basis, subject to the approval of the shareholders of the Company in the Proposed AGM.
11. The Board considered and approved raising of funds up to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) by way of issuance 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 with applicable laws, subject to the approval of the shareholders of the Company in the Proposed AGM.

The Meeting commenced at 2:00 P.M. and concluded at 08:00 P.M.

Requested you to take note of the above information on your record and oblige.

Thanking you,  
Yours sincerely,

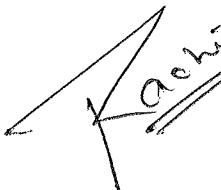

**For Capital India Finance Limited**  
**(Formerly known as Bhilwara Tex-Fin Limited)**

  
**Rachit Malhotra**  
**Company Secretary & Compliance Officer**  
**Membership No. - A39894**



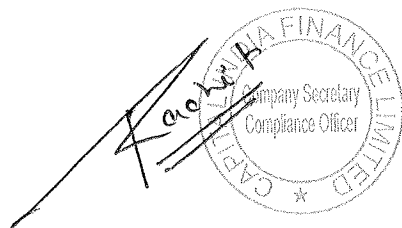
### Annexure 1

Deloitte Haskins & Sells LLP ("DHS LLP") (Firm Regn. No.:- 117366W/W100018) is a member of Deloitte Haskins & Sells & Affiliates. DHS LLP is also a Member Firm of Deloitte, which is a UK-incorporated multinational professional services network. DHS LLP has represented in committees set up by regulators such as the Institute of Chartered Accountants of India (ICAI), Securities Exchange Board of India (SEBI), National Advisory Committee on Accounting Standards (NACAS), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), International Auditing and Assurance Standards Board (IAASB), other regulators and trade associations. DHS LLP has profound experience in servicing large corporates, both listed and unlisted, across industry as Statutory Auditors.

  
K. Acharya  


**Annexure-2: Disclosures under Regulation 30 of the SEBI (LODR) Regulations 2015**

S No:	Proposed Allottees	Number of equity shares proposed to be issued	Shareholding pre-preferential allotment	Shareholding post preferential allotment
1.	Capital India Corp LLP	2,73,83,000	63.73%	68.58%
2.	Samrat Banerjee	19,50,000	4.74%	4.90%
3.	Dharampal Satyapal Limited	45,00,000	11.36%	11.34%
4.	Sudhir Power Limited	19,50,000	4.94%	4.92%
5.	RJ Corp Limited	19,50,000	4.78%	4.90%
6.	Vasudevan Sathyamoorthy	19,50,000	NIL	4.52%


  
 Kaushal B.  
 Company Secretary  
 Compliance Officer  
 CAPITAL INDIA FINANCE 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.

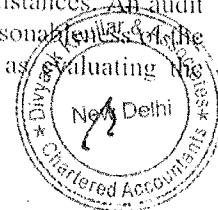
The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and 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
- (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 31<sup>st</sup> 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:

- (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 of the aforesaid consolidated financial statements.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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.

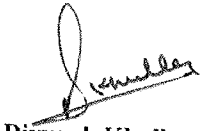


- (f) With respect to the adequacy of the internal financial controls over financial reporting of Holding Company and its subsidiaries and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's 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 and based on the consideration of the report of the other auditors on separate financial statements of the subsidiaries:
- (i) There is no pending litigation which would have its impact on consolidated financial statement of the Company.
- (ii) 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.
- (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



**Divyank Khullar**

(Proprietor)

Membership No.: 528399



Place: New Delhi

Date: 3<sup>rd</sup> May, 2018



**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**

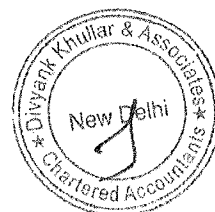
The respective Board of Directors of the Company and its subsidiaries, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Holding Company and its subsidiaries, considering the essential components 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**

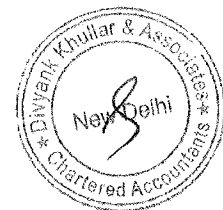
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. 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 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



**Divyank Khullar**  
(Proprietor)

Membership No.: 528399



Place: New Delhi

Date: 3<sup>rd</sup> 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
<b>I. EQUITY AND LIABILITIES</b>		
<b>(1) Shareholders' funds</b>		
(a) Share capital		
(b) Reserves and surplus	3	3,50,27,000
	4	3,23,92,651
		6,74,19,651
(2) Share application money pending allotment		1,25,00,00,000
<b>(3) Non-current liabilities</b>		
(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
		7,60,51,856
<b>(4) Current liabilities</b>		
(a) Other current liabilities	6	14,46,36,331
(b) Short term provisions	7	48,86,408
		14,95,22,739
<b>Total</b>		<b>1,54,29,94,246</b>
<b>II. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment		
(i) Tangible assets	8	8,29,98,793
(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
		22,57,18,891
(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
		1,31,72,75,355
<b>Total</b>		<b>1,54,29,94,246</b>

Background & Significant accounting policies

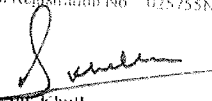
1 & 2

As per our Report of even date attached

For **DIVYANK KHULLAR & ASSOCIATES**

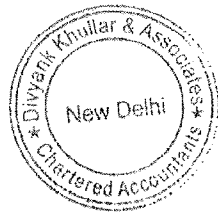
Chartered Accountants

Firm Registration No. 025755N



Divyank Khullar  
(Proprietor)

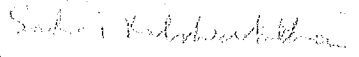
Membership No. 528309



For and on behalf of the board

**CAPITAL INDIA FINANCE LIMITED**





Amit Sahai Kulkshreshtha

Director

DIN: 07869849

Place: New Delhi  
Date: 03 May 2018

Place: New Delhi  
Date: 03 May 2018

**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.

## 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



**Divyank Khullar**

(Proprietor)

Membership No.: 528399



Place: New Delhi

Date: 3<sup>rd</sup> May, 2018

**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.

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



**Divyank Khullar**

(Proprietor)

Membership No.: 528399



Place: New Delhi

Date: 3<sup>rd</sup> May, 2018

**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 I 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 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.

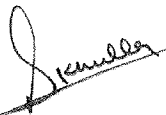
### **Opinion**

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



**Divyank Khullar**

(Proprietor)

Membership No.: 528399



Place: New Delhi

Date: 3<sup>rd</sup> May, 2018

**"CAPITAL INDIA FINANCE LIMITED**  
**(Formerly Known as Bhilwara Tex-Fin Limited)**  
 Regd.off : 2nd Floor, DLF Centre, Sansad Marg, New Delhi 110001, P.: 011-49546000  
 CIN: L74899DL1994PLC128577 , Website : www.capitalindia.com , Email : secretarial@capitalindia.com"

**Statement of Standalone Audited Financial Results for the quarter and year ended 31st March, 2018**

(Rs. in Lakhs)

S.No.	Particulars	Quarter Ended			Year Ended	
		31.03.2018 Audited	31.12.2017 Unaudited	31.03.2017 Audited	31.03.2018 Audited	31.03.2017 Audited
I	Revenue from operation	1,185.69	498.14	285.03	2,570.89	873.16
II	Other income	0.01	4.89	5.06	0.01	5.06
III	<b>Total Income (I+II)</b>	<b>1,185.70</b>	<b>503.03</b>	<b>290.09</b>	<b>2,570.90</b>	<b>878.22</b>
IV	<b>Expenses</b>					
	Employee benefit expense	229.25	79.15	2.76	316.25	13.64
	Finance costs	211.88	233.21	245.04	1,036.47	797.85
	Depreciation and amortisation expense	32.51	10.40	-	42.92	-
	Rent	115.13	30.00	-	145.13	-
	Rate, fees & taxes	189.29	4.36	-	194.41	0.33
	Other expenses	314.80	43.39	4.99	371.17	21.86
	<b>Total Expenses (IV)</b>	<b>1,092.86</b>	<b>400.52</b>	<b>252.79</b>	<b>2,106.34</b>	<b>833.68</b>
V	<b>Profit from operations before exceptional items and tax (I-IV)</b>	<b>92.84</b>	<b>102.51</b>	<b>37.30</b>	<b>464.56</b>	<b>44.54</b>
VI	Exceptional items	-	-	-	-	-
VII	<b>Profit from operations before extraordinary items and tax (V-VI)</b>	<b>92.84</b>	<b>102.51</b>	<b>37.30</b>	<b>464.56</b>	<b>44.54</b>
VIII	Extraordinary items	-	-	-	-	-
IX	<b>Profit before tax (VII-VIII)</b>	<b>92.84</b>	<b>102.51</b>	<b>37.30</b>	<b>464.56</b>	<b>44.54</b>
X	Tax Expenses :					
	(1) Current Tax	105.91	91.83	-	197.73	21.02
	(2) Deferred Tax	(28.04)	-	-	(28.04)	-
XI	<b>Profit/(Loss) for the period from continuing operations (IX-X)</b>	<b>14.97</b>	<b>10.68</b>	<b>37.30</b>	<b>294.87</b>	<b>23.52</b>
XII	Profit/(Loss) for the period from discontinued operations	-	-	-	-	-
XIII	Tax Expenses of discontinued operations	-	-	-	-	-
XIV	Profit/(Loss) for the period from discontinued operations (after tax) (XII-XIII)	-	-	-	-	-
XV	<b>Profit /(Loss) for the period/ year (XI+XIV)</b>	<b>14.97</b>	<b>10.68</b>	<b>37.30</b>	<b>294.87</b>	<b>23.52</b>
XVI	Paid up equity share capital	-	-	-	350.27	350.27
XVII	Reserves excluding revaluation reserve as per balance sheet of previous accounting year	-	-	-	339.92	45.05
XVIII	Earnings per share (EPS)*					
	-Basic and diluted EPS (before Extraordinary items) (of Rs.10/- each)					
	(i) Basic	0.43	0.30	1.06	8.42	0.67
	(ii) Diluted	0.43	0.30	1.06	8.42	0.67
	-Basic and diluted EPS (after Extraordinary items) (of Rs.10/- each)					
	(i) Basic	0.43	0.30	1.06	8.42	0.67
	(ii) Diluted	0.43	0.30	1.06	8.42	0.67

\*EPS for the quarters are not annualised

**Notes :-**

- The audited financial results for the quarter and year ended 31 March 2018 were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 03, 2018.
- The figures for the last quarter of the current year and for the the previous year are the balancing figures between audited figures in respect of the full financial year and the published year- to-date figures up to third quarter.
- The main business of the Company is financing. As such there are no separate reportable segments as per the Accounting Standard (AS) - 17 '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 Board of Directors have recommended, subject to approval of shareholders, dividend of Re. 1 per share (10%).
- Previous periods'/years' figures have been regrouped /recasted wherever necessary.



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

*Amit Sahai Kulshreshtha*

**Amit Sahai Kulshreshtha**  
 Director & CEO  
 (DIN: 07869849)

Place: New Delhi  
 Date : 03 May, 2018

**"CAPITAL INDIA FINANCE LIMITED**  
**(Formerly Known as Bhilwara Tex-Fin Limited)**  
**Regd.off : 2nd Floor, DLF Centre, Sansad Marg, New Delhi 110001, P.: 011-49546000**  
**CIN: L74899DL1994PLC128577 , Website : www.capitalindia.com , Email : secretarial@capitalindia.com"**

**Statement of Standalone Audited Financial Results for the quarter and year ended 31st March, 2018 (Rs. in Lakhs)**

Sl.	Particulars	3 months ended (Audited)	3 months ended (Unaudited)	Corresponding 3 months ended in the previous year (Audited)	Previous Accounting Year ended (Audited)
		31.03.2018	31.12.2017	31.03.2018	31.03.2018
1	Total Income from operations	1,185.70	503.03	290.09	878.22
2	Net Profit/(Loss) for the period (before tax, exceptional and/or Extraordinary Items)	92.84	102.51	37.30	44.54
3	Net Profit/(Loss) for the period before tax (after exceptional and/or Extraordinary Items)	92.84	102.51	37.30	44.54
4	Net Profit/(Loss) for the period after tax (after exceptional and/or Extraordinary Items)	14.97	10.68	37.30	23.52
5	Equity Share Capital (face value of the share : Rs.10 each)	350.27	350.27	350.27	350.27
6	Reserve (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	-	-	-	45.05
7	Earning per share (of Rs.10/- each) (for continuing and discontinued operations)				
	1. Basic :	0.43	0.30	1.06	0.67
	2. Diluted :	0.43	0.30	1.06	0.67

**Notes :-**

- The above is an extract of the detailed format of quarterly financial results for the quarter and year ended 31-03-2018 filed with Stock Exchange under regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 ["SEBI (LODR)"]. The full format of this quarterly financial results are available on the website of the Stock Exchange and the Company - www.capitalindia.com
- The above financial result were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 03 May, 2018.
- Previous periods'/years' figures have been regrouped /recasted wherever necessary.

Place: New Delhi  
Date : 03 May, 2018



**By order of the Board**  
**Capital India Finance Limited**  
(Formerly known as Bhilwara Fin-Tex Limited)  
*Amit Sahai Kulshreshtha*  
**Amit Sahai Kulshreshtha**  
Director & CEO  
(DIN: 07869849)

**"CAPITAL INDIA FINANCE LIMITED**

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Regd.off : 2nd Floor, DLF Centre, Sansad Marg, New Delhi 110001, P.: 011-49546000

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STANDALONE STATEMENT OF ASSETS AND LIABILITIES		
(Rs. in lakhs)		
Particulars	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)
<b>A EQUITY AND LIABILITIES</b>		
<b>1 Shareholders' Funds</b>		
(a) Share Capital	350.27	350.27
(b) Reserves and Surplus	339.92	45.05
<b>Sub-Total shareholders' funds</b>	<b>690.19</b>	<b>395.32</b>
<b>2 Share application money pending allotment</b>	<b>12,500.00</b>	<b>-</b>
<b>3 Non - current liabilities</b>		
(a) Long term borrowings	700.00	13,768.00
(b) Other long term liabilities	55.27	-
(c) Long term provisions	5.25	31.17
<b>Sub-Total non-current liabilities</b>	<b>760.52</b>	<b>13,799.17</b>
<b>4 Current Liabilities</b>		
(a) Other current liabilities	1,445.07	163.75
(b) Short term provisions	48.86	-
<b>Sub-Total current liabilities</b>	<b>1,493.93</b>	<b>163.75</b>
<b>TOTAL-EQUITY &amp; LIABILITIES</b>	<b>15,444.64</b>	<b>14,358.23</b>
<b>B ASSETS</b>		
<b>1 Non - current assets</b>		
(a) Fixed Assets		
- Tangible assets	829.99	-
- Intangible assets	2.37	-
- Capital Work in Progress	204.96	-
- Intangible assets under development	30.25	-
	<b>1,067.57</b>	<b>-</b>
(b) Non - current investments	1,504.00	-
(c) Deferred tax assets (Net)	28.04	-
(d) Long term loans and advances	1,156.47	7,919.42
<b>Sub-Total non-current assets</b>	<b>3,756.08</b>	<b>7,919.42</b>
<b>2 Current Assets</b>		
(a) Trade receivables	32.40	40.32
(b) Cash and cash equivalents	1,675.66	5,343.78
(c) Short term loans and advances	9,845.63	900.11
(d) Other current assets	134.87	154.60
<b>Sub-Total current assets</b>	<b>11,688.56</b>	<b>6,438.82</b>
<b>TOTAL ASSETS</b>	<b>15,444.64</b>	<b>14,358.23</b>

By order of the Board

Capital India Finance Limited

(Formerly known as Bhilwara Fin-Tex Limited)

*Amit Sahai Kulshreshtha*

**Amit Sahai Kulshreshtha**

Director & CEO

(DIN: 07869849)

Place: New Delhi

Date : 03 May, 2018

