

JINDAL
D.P. JINDAL GROUP

11th ANNUAL REPORT
2008-09

HARYANA CAPFIN LIMITED

BOARD OF DIRECTORS

Saket Jindal
Sudhir Singhal
K.K.Khandelwal
B.K.Narula

Chairman
Wholetime Director

AUDIT COMMITTEE

K.K.Khandelwal
Saket Jindal
B.K.Narula

Chairman

COMPANY SECRETARY

Anil Kumar Sinha

AUDITORS

B.K. Shroff & Co.
Chartered Accountants
New Delhi

BANKERS

ICICI Bank Limited
HDFC Bank Limited

REGISTERED & CORPORATE OFFICE

Plot No. 30, Institutional Sector-44
Gurgaon- 122 002,
Haryana

HEAD OFFICE

1/23 – B,
1st Floor,
Asaf Ali Road,
New Delhi – 110 002

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House, 2E/21, Jhandewalan Extension,
New Delhi- 110 055

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NOTICE

Notice is hereby given that the 11th Annual General Meeting of the Members of Haryana Capfin Limited will be held on Wednesday, the 9th September, 2009 at 12.00 Noon at Unitech Country Club, Block – E, South City- I, Gurgaon- 122 001 (Haryana) to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2009 and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Saket Jindal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s B.K.Shroff & Co., Chartered Accountants, New Delhi, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:-

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Shri B.K.Narula, who was appointed as an Additional Director of the Company and who holds office upto the date of the ensuing Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 18 of Articles of Association of the Company, and in respect of whom the Company has received a Notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Shri K.K. Khandelwal, who was appointed as an Additional Director of the Company and who holds office upto the date of the ensuing Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 18 of Articles of Association of the Company, and in respect of whom the Company has received a Notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board

Place : Gurgaon
Dated : 29th June, 2009

Anil Kumar Sinha
Company Secretary

Regd. Office:

Plot No. 30, Institutional Sector-44,
Gurgaon, Haryana -122002

NOTES:

1. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in relation to the Special Business is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. FORM OF PROXY IS SEPARATELY ANNEXED. THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. Members are requested to notify immediately any change in their address to the Registrar & Share Transfer Agent quoting their Folio Number to the following address:
Alankit Assignments Ltd. (RTA)
Alankit House, 2E/21, Jhandewalan Extension,
New Delhi – 110 055
5. Members who have multiple ledger folios in identical names or joint names in same order are requested to intimate/send the concerned share certificates quoting their ledger folios of such accounts to enable the Registrar & Share Transfer Agent to consolidate all such shareholdings into one folio.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 2nd September, 2009 to Wednesday, 9th September, 2009 (both days inclusive).
7. Members intending to seek any information on the Annual Accounts at the meeting are requested to inform the Company in writing at least one week prior to the date of the meeting.
8. All documents referred in the notice are open for inspection at the Regd. Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of Annual General Meeting and also at the Meeting.

HARYANA CAPFIN LIMITED

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

ITEM NO. 4

Shri B.K.Narula was co-opted as an Additional Director of the Company w.e.f. 24th November, 2008, pursuant to Section 260 of the Companies Act, 1956 and Article 18 of Articles of Association of the Company. Shri B.K.Narula holds office upto the date of the ensuing Annual General Meeting. The Company has received a Notice from a member along with a deposit of Rs.500/- proposing the candidature of Shri B.K. Narula for the office of Director under Section 257 of the Companies Act, 1956. None of the Directors of the Company except Shri B.K. Narula may be deemed to be concerned or interested in the proposed resolution.

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

ITEM NO. 5

Shri K.K. Khandelwal was co-opted as an Additional Director of the Company w.e.f. 29th January, 2009 pursuant to Section 260 of the Companies Act, 1956 and Article 18 of Articles of Association of the Company. Shri K.K. Khandelwal holds office upto the date of the ensuing Annual General Meeting. The Company has received a Notice from a member along with a deposit of Rs.500/- proposing the candidature of Shri K.K. Khandelwal for the office of Director under Section 257 of the Companies Act, 1956.

None of the Directors of the Company except Shri K.K. Khandelwal may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item No. 5 for approval of members.

Details of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement):

Name of the Director	Shri Saket Jindal
Age	35 Years
Qualification	BBA
Expertise in specific functional area	More than 13 years of experience and global exposure to diverse businesses, which have translated into an insight in conducting business in Multi-Sectors like Industrial, Wind Power and Finance. He is the driving force behind the momentum of the Enterprise.
Date of appointment as Director of the Company	12 th September, 2006
Directorship of other Companies	Maharashtra Seamless Limited Jindal Pipes Limited Odd & Even Trades & Finance (P) Limited Hydriil Jindal International (P) Limited
Chairman/Member of Committees of other Companies	Member, Shareholders'/ Investors' Grievance Cum Share Transfer Committee Maharashtra Seamless Limited
No. of shares held	117579

Name of the Director	Shri B.K. Narula
Age	55 Years
Qualification	Graduate
Expertise in specific functional area	Prominent Businessman having wide business experience
Date of appointment as Director of the Company	24 th November, 2008
Directorship of other Companies	Silversmith India Limited B K Overseas Limited Sukarma Finance Limited Corporate Research And Intelligence Services Limited Yes Travels And Hospitality Limited
Chairman/Member of Committees of other Companies	NIL
No. of shares held	NIL

Name of the Director	Shri K.K. Khandelwal
Age	76 Years
Qualification	M.Com, C.A.I.I.B
Expertise in specific functional area	He is a veteran Banker having over four decades of experience in Finance, Banking and Administration. He held very senior positions in the Banking sector. He retired as M.D. from State Bank of Hyderabad.
Date of appointment as Director of the Company	29 th January, 2009
Directorship of other Companies	Jindal Drilling & Industries Limited Stable Trading Company Limited Sudha Apparels Limited
Chairman/Member of Committees of other Companies	Chairman, Audit Committee Jindal Drilling & Industries Limited Member, Shareholders'/Investors' Grievance Cum share Transfer Committee, Jindal Drilling & Industries Limited Member, Audit Committee Sudha Apparels Limited Chairman, Audit Committee Stable Trading Company Limited
No. of shares held	NIL

None of the aforesaid Directors have any inter-se relationship with other Directors of the Company.

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 11th Annual Report along with Audited Accounts of the Company for the year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	Year Ended 31.3.2009	Year Ended 31.3.2008
Total Income	136.08	52.79
Profit before Tax	121.81	36.06
Less: Provision for Tax - Current	-	-
- Deferred	(2.31)	(2.79)
- Fringe Benefit tax	0.01	0.02
Profit after Tax	124.11	38.83
Excess Provision for Income Tax for earlier years written back (Net)	(1.06)	-
Profit after tax & adjustment	125.17	38.83
Balance brought from previous year	162.41	127.08
Profit available for appropriation	287.58	165.91
Appropriations		
- Statutory Reserves	25.04	-
- Transfer to General Reserve	10.00	3.50
- Surplus carried to Balance sheet	252.54	162.41
	287.58	165.91

DIVIDEND

With a view to conserve resources for future business operations of the Company, your Directors do not recommend any dividend for the year under review.

OPERATIONS

Total income of the Company during the year was Rs. 136.08 lacs as against Rs. 52.79 lacs in the previous year. The profit before tax during the year was Rs. 121.81 lacs as against Rs. 36.06 lacs in the previous year. The Profit after tax and adjustment was Rs. 125.17 lacs as against Rs. 38.83 lacs in the previous year.

DIRECTORS

Shri Saket Jindal, Director retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Shri B.K. Narula was appointed as an Additional Director on 24th November, 2008 and holds office upto the date of the ensuing Annual General Meeting and being eligible offers himself for appointment.

Shri K.K. Khandelwal was appointed as an Additional Director on 29th January, 2009 and holds office upto the date of the ensuing Annual General Meeting and being eligible offers himself for appointment.

Shri H.K. Khanna and Shri M.M.Mittal resigned from the Board on 24th November, 2008. The Board places on record its appreciation for the contribution made by them during their tenure on the Board.

Shri A.K. Gupta was appointed as an Additional Director of the Company on 24th November, 2008 and resigned on 25th February, 2009. The Board places on record its appreciation for the contribution made by him during his tenure on the Board.

FIXED DEPOSIT

Your Company has not accepted any deposits within the meaning of section 58A of the Companies Act, 1956 and the rules made there under.

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NBFC REGISTRATION OF THE COMPANY WITH RESERVE BANK OF INDIA

Your Company has been issued, the Certificate of Registration by Reserve Bank of India, under section 45- IA of the Reserve Bank of India Act, 1934 to commence and carry on the business of Non- Banking Financial Institution w.e.f.12th November, 2008, under the guidelines of Reserve Bank of India.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, your Directors state:

- (i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, with the Stock Exchange, a separate Report on Corporate Governance has been annexed as part of the Annual Report. Certificate from the Auditors of the Company confirming Compliance of Conditions of Corporate Governance is annexed to this Report.

CEO/CFO Certificate

Shri Sudhir Singhal, Wholtime Director of the Company has furnished the required certificate to the Board of Directors pursuant to Clause 49 of the Listing Agreement.

MANAGEMENT DISCUSSION & ANALYSIS

A report on Management Discussion and Analysis is attached as a part of the Annual Report.

AUDITORS

M/s B.K. Shroff & Co., Chartered Accountants, New Delhi, the retiring Auditors, hold office upto the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment.

The Company has received letters from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act.

The Auditors' observations and the relevant notes on accounts are self-explanatory and therefore, do not call for further comments.

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

Particulars to be furnished under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are Nil.

PARTICULARS OF EMPLOYEES

There is no employee in the Company drawing remuneration more than the limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENT

The Board expresses its grateful appreciation of the assistance and co-operation received from Central and State Governments, Banks & Financial Institutions and Shareholders.

Your Directors wish to place on record their deep sense of appreciation for the devoted contribution made by the employees & associates at all levels.

Place : Gurgaon
Dated : 29th June, 2009

For & on behalf of the Board
Saket Jindal
Chairman

CORPORATE GOVERNANCE REPORT

The Company has been maintaining the highest standards of Corporate Governance principles and best practices. Your Company has been practicing the principles of good Corporate Governance, which comprises all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance compliance by the Company as per Clause 49 of the Listing Agreement with Stock Exchanges are as under:

A COMPLIANCE OF MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, lenders, employees, the government and the society. The Company believes that all its operations and actions must serve the underlying goal of enhancing long-term shareholder value. In this pursuit, your Company's philosophy of Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and to continuously strive to attain high levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Your Company continues to lay great emphasis on broad principles of Corporate Governance. Your Company, with a view to achieve these objectives, has adopted corporate strategies, prudent business plans and continuous monitoring of performance.

2. BOARD OF DIRECTORS

Composition

The strength of the Board as on March 31, 2009 was 4 Directors comprising of one Non-Executive Chairman who is also a promoter of the Company. One-half of the Board of the Company consists of Independent Directors. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. All Independent Directors fulfill the minimum age criteria i.e. 21 years as specified in Clause 49 of the listing agreement.

None of the Directors hold Chairmanship of more than 5 Committees or Membership in more than 10 committees of Public Limited Companies.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes steps to rectify non-compliances, if any.

During the year under review 6 Board Meetings were held on 29th April, 2008, 12th July, 2008, 30th July, 2008, 23rd October, 2008, 24th November, 2008 and 29th January, 2009.

The Composition of Board of Directors, their shareholding, attendance during the year and at the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at 31st March, 2009 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held \$		
			Board Meeting	Last AGM	Directorships	Committee Member-ships	Committee Chairmanships
Sh.Saket Jindal	C	117579	6	Yes	2	1	-
Sh.Sudhir Singhal	WTD	-	5	Yes	-	-	-
Sh.H.K. Khanna (1)	NE	-	4	Yes	-	-	-
Sh.M.M. Mittal (1)	NE	-	4	No	-	-	-
Sh. B.K.Narula (2)	NE	-	1	-	5	-	-
Sh. A.K.Gupta (2) (3)	NE	-	1	-	-	-	-
Sh.K.K.Khandelwal (4)	NE	-	-	-	3	2	2

C = Chairman, WTD = Whole Time Director, NE = Non-Executive Director

\$ includes Directorships and Committee Memberships in Public Limited Companies. (Only Audit and Shareholders'/ Investors' Grievance Cum Share Transfer Committees are considered).

- (1) Resigned w.e.f. 24th November, 2008
- (2) Appointed as Directors w.e.f. 24th November, 2008
- (3) Resigned w.e.f. 25th February, 2009
- (4) Appointed as Director w.e.f. 29th January, 2009

RELATIONSHIPS BETWEEN DIRECTORS

No Director is related to any other Director on the Board in terms of the definition of "relative" under the Companies Act, 1956.

3. CODE OF CONDUCT

The Board of Directors has adopted the Code of conduct and ethics for Directors, Senior Management and Designated Employees. The Code of Conduct has been communicated to the Directors and designated employees of the Company who have confirmed compliance with the said Code.

4. AUDIT COMMITTEE

The Audit Committee of the Company is comprised of three Non- Executive Directors, 2 are Independent Directors and 1 Promoter Non-Executive Director. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Chairman of the Committee is an Independent Non- Executive Director.

The terms of reference of the Committee covers the matters specified for Audit Committee under Clause 49 of the

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Listing Agreement as well as Section 292A of the Companies Act, 1956; besides other terms as may be referred by the Board of Directors from time to time.

Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting. During the year under review 5 Audit Committee Meetings were held on 29th April, 2008, 12th July, 2008, 30th July, 2008, 23rd October, 2008 & 29th January, 2009. The Composition of the Audit Committee and attendance at its meetings is as follows:

Name of the Members	No. of Meeting attended
Sh.H.K. Khanna (1)	4
Sh. M. M. Mittal (1)	4
Sh. Saket Jindal	5
Sh.A.K. Gupta (2) (3)	1
Sh. B.K. Narula (2)	1
Sh. K.K. Khandelwal (4)	-

(1) Resigned as Directors w.e.f 24th November, 2008

(2) Appointed as Directors w.e.f. 24th November, 2008

(3) Resigned as Director w.e.f 25th February, 2009

(4) Appointed as Director w.e.f. 29th January, 2009

The Company Secretary of the Company acts as Secretary to the Audit Committee.

INTERNAL AUDIT

The Company has appointed a firm of Chartered Accountants as Internal Auditors to review the internal control systems of the Company and to report thereon. The Audit Committee reviews the reports of the Internal Auditors periodically.

5. REMUNERATION TO DIRECTORS

The Company does not have a Remuneration Committee. Detailed terms of appointment of the Wholetime Director are governed under Board and Members' resolutions.

Details of Directors' Remuneration

The details of remuneration paid to the Directors during the financial year ended 31st March 2009 are as under:

a) The Details of remuneration paid to Whole- Time Director are as under: (Rs.)

Name	Salary	Perquisites & other benefits	Total
Shri Sudhir Singhal	2,18,873	42,596	2,61,469

The tenure of the appointment of Whole-Time Director is for a period of 5 years w.e.f. 1st November 2006.

b) The Non Executive Directors were paid by way of sitting fees w.e.f. 29th January, 2009, for attending each meeting of the Board of Directors and Audit Committee pursuant to the resolution passed by the Board of Directors on the aforesaid date.

The details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2009 is as under:

Directors	Sitting Fees (Rs.)
Shri Saket Jindal	5,000
Shri B.K. Narula	5,000
Shri A.K. Gupta	5,000

Apart from receiving Directors' remuneration by way of sitting fee for attending each meeting of Board and Audit Committee, none of the Non-Executive Director had any pecuniary relationship or transactions with the Company during the year ended 31st March, 2009.

6. SHAREHOLDERS'/INVESTORS' GRIEVANCE CUM SHARE TRANSFER COMMITTEE

The Board has constituted a Committee under the Chairmanship of a Non-Executive Director. The Committee has authorised two officials of the Company and RTA M/s Alankit Assignments Limited, to look after the day to day transfer/transmission of shares, issue of duplicate share certificates. Details of shares transfers/transmissions approved by the Authorized Company Officials and the Committee are placed at the Board Meetings from time to time.

The Company Secretary of the Company acts as Secretary to the Committee.

COMPOSITION

The constitution of the Shareholders'/Investors' Grievance Cum Share Transfer Committee is as under:-

Name of the Members	Category
Shri Saket Jindal	Chairman, Promoter, Non-executive
Shri B.K. Narula	Member, Independent, Non-executive

COMPLIANCE OFFICER

Shri Anil Kumar Sinha, Company Secretary acts as Compliance Officer of the Company.

DEDICATED EMAIL ID FOR INVESTORS

For the convenience of investors, the Company has designated an exclusive email id for investors i.e. secretarial_hcfl@jindal.com.

DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED & REPLIED TO THE SATISFACTION OF SHAREHOLDERS

Number of Shareholders' complaints received during the period 01.4.2008 to 31.03.2009	Nil
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7. GENERAL BODY MEETINGS

(i) Details of the last three Annual General Meetings:

Financial year	Date	Location of the Meeting	Time
2005-06	15.12.2006	Saras Tourist Complex, Damdama, Gurgaon 122 102 (Haryana)	12.45 P.M
2006-07	21.09.2007	Saras Tourist Complex, Damdama, Gurgaon 122 102 (Haryana)	1.00 P.M
2007-08	20.08.2008	Apparel House, Institutional Area, Sector-44, Gurgaon-122002 (Haryana)	11.00 A.M

(ii) Special Resolutions passed in the previous three AGMs.

- a) In the AGM held on 15th December, 2006 : i). For further issue of shares to the existing shareholders and/or other than existing shareholders in accordance with the provisions of section 81, 81(1A) of the Companies Act 1956.
- b) In the AGM held on 21st September, 2007 : No Special Resolution was passed.
- c) In the AGM held on 20th August, 2008 : No Special Resolution was passed.

iii) During the Financial year 2008-09, no resolution was passed through postal ballot.

8. DISCLOSURES

i) Related Party Transactions

There have been related party transactions as reflected in Notes to the accounts but they are not in conflict with the interest of the Company.

ii) Accounting Standards

The Company follows the Accounting Standards laid down by the Institute of Chartered Accountant of India and there has been no deviation during the year.

iii) Details on Non Compliance

There are no instances of non-compliance by the Company on any matter relating to the Capital Market since listing at Bombay Stock Exchange, on 11th June 2007.

iv) Declaration by CEO with regard to Code of Conduct

The Whole-Time Director, Mr. Sudhir Singhal has furnished a declaration affirming compliance of Code of Conduct by the Board of Directors and Senior Management Personnel.

v) CEO/CFO Certificate

The Whole Time-Director, Mr. Sudhir Singhal has furnished the required certificate to the Board of Directors pursuant to Clause 49 of the Listing Agreement.

9. MEANS OF COMMUNICATION

The Company's financial results are communicated forthwith to the Stock Exchange Mumbai as soon as they are approved and taken on record by the Board of Directors of the Company. Additionally, in strict compliance of Listing Agreement, the Company has always promptly reported dates of various Board Meetings, Book Closures/ Record Dates to the Stock Exchange. The Financial Results are normally published in The Financial Express & Jansatta.

10. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

Date & Time : Wednesday, 9th September, 2009 at 12.00 Noon

Venue : Unitech Country Club, Block – E, South City- I, Gurgaon - 122001 (Haryana)

b) Financial Year : 1st April, 2008 to 31st March, 2009

c) Book Closure : Wednesday, 2nd September, 2009 to Wednesday, 9th September, 2009 (both days inclusive).

d) Dividend : Not Applicable

Financial Calendar (Tentative):

- Financial reporting for the quarter ended 30 th June, 2009	July, 2009
- Financial reporting for the quarter ending 30 th Sept. 2009	October, 2009
- Financial reporting for the quarter ending 31 st Dec. 2009	January, 2010
- Financial reporting for the year ending 31 st March, 2010	April, 2010

Listing on Stock Exchanges :

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited having its Office at Floor 25, P.J. Towers, Dalal Street, Mumbai – 400 001, and Listing fee for the year 2009-10 has already been paid.

Scrip Name: HARYA CAPFIN

Scrip ID: HARYNACAP

Stock Code: BSE 532855

NSDL/ CDSL – ISIN INE928H01019

HARYANA CAPFIN LIMITED

Stock Market Data

The monthly high & low quotations of shares traded on BSE are as under:

MONTH	HIGH (Rs.)	LOW(Rs.)
April, 2008	59.80	47.10
May, 2008	61.35	49.20
June, 2008	58.00	48.05
July, 2008	52.00	40.05
August, 2008	47.80	41.60
September, 2008	44.95	32.30
October, 2008	40.00	20.00
November, 2008	30.00	18.15
December, 2008	28.80	18.45
January, 2009	25.70	17.50
February, 2009	24.00	20.00
March, 2009	23.10	20.50

Performance in comparison to BSE Sensex

MONTH	HIGH	LOW
April, 2008	17480.74	15297.96
May, 2008	17735.70	16196.02
June, 2008	16632.72	13405.54
July, 2008	15130.09	12514.99
August, 2008	15579.78	14002.43
September, 2008	15107.01	12153.55
October, 2008	13203.86	7697.39
November, 2008	10945.41	8316.39
December, 2008	10188.54	8467.43
January, 2009	10469.72	8631.60
February, 2009	9724.87	8619.22
March, 2009	10127.09	8047.17

Distribution of shareholding as on 31st March 2009.

NO.OF EQUITY SHARES HELD	NO.OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHAREHOLDING
Up to 500	5664	92.91	496198	9.52
501 to 1000	218	3.58	161930	3.11
1001 to 5000	163	2.68	370412	7.11
5001 to 10000	17	0.28	117214	2.25
10001 to 50000	20	0.33	493083	9.47
50001 to 100000	5	0.08	314079	6.03
100001 to Above	9	0.14	3255765	62.51
GRAND TOTAL	6096	100%	5208681	100%

Shareholding Pattern as on 31st March, 2009:

CATEGORY	NO. OF SHARES HELD	% OF SHARE HOLDING
Promoters	3526294	67.70
Financial Institutions/ Banks, Mutual Funds	378	0.01
Foreign Institutional Investors	72183	1.39
NRIs / OCBs	13249	0.25
Bodies Corporate	485629	9.32
Indian Public	1110948	21.33
Grand Total	5208681	100.00

Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2009, 51.75 % of total equity shares were held in dematerialized form.

Outstanding GDR / Warrants and Convertible Bonds, conversion date and likely impact on equity:

There is no outstanding GDR/Warrants and Convertible Bonds etc.

Registrar and Share Transfer Agent:

Alankit Assignments Limited,
Alankit House,
2E/21, Jhandelwal Extension,
New Delhi – 110 055
Phone : 011-23541234-42541234
Fax : 011-42541201 e-mail : rta@alankit.com

Share Transfer System:

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat

requests are normally confirmed within prescribed time from the date of receipt.

Investor correspondence address

Shareholders' correspondence should be addressed to the Registrar and Share Transfer Agent at the address given below or to the Registered Office of the Company.

Alankit Assignments Limited,
Alankit House,
2E/21, Jhandelwain Extension,
New Delhi - 110 055
Phone : 011-23541234-42541234
Fax : 011-23552001
e-mail : rta@alankit.com

Shareholders holding shares in dematerialized form should address all their correspondence to their respective Depository Participants.

COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Auditors of the Company, M/s. B. K. Shroff & Company, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is forming part of the Annual Report.

B. NON-MANDATORY REQUIREMENTS

(1) a) CHAIRMAN OF THE BOARD

The Company has a Non-executive Chairman and expenses incurred in performance of his duties are paid by the Company.

b) TENURE OF INDEPENDENT DIRECTORS

In terms of the Governance policy of the Company, all Directors, including Independent Directors (excluding Whole Time Director being appointed for tenure of 5 years) are subject to retirement by rotation. However, no maximum tenure, in the aggregate for Independent Directors has been specifically determined by the Board

(2) REMUNERATION COMMITTEE

The Company does not have any Remuneration Committee. There are 4 members in the Board and remuneration of Whole Time Director is being approved by the Board of Directors and shareholders.

(3) SHAREHOLDERS' RIGHTS

As the Company's quarterly results are published in leading English newspapers having circulation all over India and in a Hindi newspaper widely circulated in the region, the same are not sent to each household of shareholders.

(4) AUDIT QUALIFICATIONS

There are no Audit Qualifications in the Auditors' Reports.

(5) TRAINING OF BOARD MEMBERS

At present, the Company does not have such a training programme for the Board Members.

(6) MECHANISM FOR EVALUATING NON-EXECUTIVE BOARD MEMBERS

At present, the Company does not have such a mechanism as contemplated for evaluating the performance of Non-Executive Board Members.

(7) WHISTLE BLOWER POLICY:

The Company does not have any Whistle Blower Policy as of now but no personnel are being denied any access to the Audit Committee.

(8) RISK MANAGEMENT

Our risk mitigation procedures ensure that the management is able to control or minimize risk through a properly defined framework.

(9) SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

The Securities and Exchange Board of India has directed vide circular no. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 that all issuer Companies shall submit a certificate of capital integrity, reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital. The said certificate, duly certified by a Company Secretary is submitted to the stock exchanges where the securities of the Company are listed within 30 days of the end of each quarter and the certificate is also placed before the Board of Directors of the Company.

COMPLIANCE CERTIFICATE

To The Members of

HARYANA CAPFIN LIMITED

We have examined the compliance of conditions of Corporate Governance of **HARYANA CAPFIN LIMITED** for the year ended 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s).

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given:-

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrar and Share Transfer Agent of the Company has certified that there were no investors'/ shareholders' grievance, complaints pending against the Company as at the year end.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B. K. SHROFF & CO.**

Chartered Accountants

Kavita Nangia

Partner

Membership No. 90378

Place: New Delhi

Dated: 29th June, 2009

HARYANA CAPFIN LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

Forming part of the Directors' Report for the year ended 31st March, 2009

FORWARD LOOKING STATEMENTS

The statement in the Directors' Report and Management Discussion and Analysis Report contains "forward-looking statements" about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expression for future are forward-looking statements.

Forward-looking statements should be viewed in the context of many risk issues, and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, the impact of changes in oil, Steel prices worldwide and domestic, economic and political conditions. We cannot assure that outcome of this forward-looking statements will be realized. The Company disclaims any duty to update the information given in the aforesaid reports.

MANAGEMENT DISCUSSION AND ANALYSIS

Forming part of the Directors' Report for the year ended 31st March, 2009

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian economy, one of the fastest growing of the world, despite global slowdown, the Indian economy is estimated to have grown at close to 6.7 per cent in 2008-09. The Confederation of Indian Industry (CII) pegs the GDP growth at 6.1 per cent in 2009-10. The Indian economy and the financial sector are returning to a 'potential growth path' after adjusting to intense dislocation in the global economic environment.

The Non-Banking Financial Companies clocked higher profits in 2008-09 as compared to those of commercial banks reeling under liquidity crunch, a survey by industry body Assocham said. "Over all profitability of NBFCs in 2008-09 stood higher at 18.90 per cent compared to commercial banks whose average profitability has been at the lower side of 10.08 per cent."

The NBFC sector in which your Company intends to proceed further, however, has been facing competitive pressure from Banks and Financial Institutions, making it increasingly difficult to generate revenues from financing activities. Although your Company has obtained Registration Certificate from RBI as an NBFC, the related activities have not been started in full flow swing. The Company's operations continued to be focused on capital market related activities. The Company is exposed to economic, political, capital market and operational risks. The Company views risk management as integral to its business for creating and maintaining best practices in business operations and administration. Your Company follows prudent business and risk management practices to combat these challenges. Your Company retains the status as a debt-free Company It has been consistently following a conservative investment policy over the years.

The Global financial markets remained quite volatile in the year 2008-09.

Like all emerging economies, India too has been impacted by the crisis, and much more than was expected earlier. GDP growth has moderated reflecting lower industrial production, negative exports, deceleration in services activities, dented corporate margins and diminished business confidence. There are some comforting factors like well-functioning financial markets, robust rural demand, lower headline inflation and comfortable foreign exchange reserves, which buffered India from the worst impact of the crisis. The fiscal stimulus packages of the Government and monetary easing and regulatory action of the Reserve Bank have helped to arrest the moderation in growth and keep our financial markets functioning normally.

The Company was not exposed to the capital markets at large during the year under review. It holds only a controlling stake in Maharashtra Seamless Ltd. (a Company under the D.P. Jindal Group), Maharashtra Seamless is focused on Oil & gas sector, which is currently a very prominent and global sector. This business is doing well and we believe that with this we are also likely to get benefited on a long term basis with our present investments.

OPPORTUNITIES & THREATS

The NBFC Sector continues to face competitive pressures from the Banking sector and financial institutions, due to their increased penetration in the consumer financing market, with comparatively low cost of funds at their disposal. The spreads in the lending business have also narrowed considerably, bringing risk-adjusted margins to generally unviable levels. However, Non Banking Financial Institutions are present in all competitive fields such as, vehicle financing, housing loans, leasing, hire purchase and personal loans financing etc. NBFC's are not required to maintain cash reserve ratio and statutory liquid ratio. Priority sector lending norm of 40 per cent (of total advances) is not applicable to NBFCs. While this is an advantage, no access to low cost demand deposits is a disadvantage. As a result the cost of funds is always high, resulting in thinner interest spread. But currently with surplus liquidity in the system, the cost of funds for NBFC's has substantially eased thus improving the margins. There is a low retail penetration of financial services / products in India, which can be encashed by the Company.

SEGMENT-WISE PERFORMANCE

The Company is engaged in the business of Finance/Investment activities. There is no other segment. Therefore, there are no separate segments for reporting as per the Accounting Standard AS-17 issued by The Institute of Chartered Accountants of India.

FUTURE OUTLOOK 2009-10

India has managed to overcome the global crises better than most other economies in the world. The recent recovery in many fronts has led many to believe that the worst is over for the Indian economy. India is the second major economy after China where the Purchasing Managers' Index (PMI) has crossed the baseline 50 mark. India remained the second fastest growing economy in FY 2009 after China. With the gradual opening up of the Indian economy, increasing importance of foreign portfolio investment in the Indian markets and drastic reduction in import tariffs that has exposed Indian companies to foreign competition, Indian capital market is acquiring a global image. Till recently, participants in the Indian capital market could largely afford to ignore what happened in other parts of the world. India just keeps getting better and better. The economy is growing rapidly surpassing some of Asia's biggest economies. India is now becoming the third largest country in Asia economically. It has grown so much and is expected to continue to grow like this for a long time.

RISKS AND CONCERNS

The Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, including market risk, competition risk, interest rate volatility, human resource risk' etc.

The Company is presently exposed to concentration risk and market risks in the form of reduction in value of its investments. The Company is also exposed to the fluctuations of economy and the volatilities of Indian and Global Equity market. Therefore, all the opportunities should be carefully analyzed before getting into any investments.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls to ensure accuracy of accounting records, reliability of financial information and compliance with all laws and regulations.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total income of the Company during the year was Rs. 136.08 lacs as against Rs.52.79 lacs in the previous year. The profit before tax during the year was Rs. 121. 81 lacs as against Rs.36.06 lacs in the previous year. The profit after tax and adjustment was Rs. 125.17 lacs as against Rs. 38.83 lacs in the previous year.

HUMAN RESOURCES:

The Company presently has two permanent employees who are professionals/experienced persons playing an important role in the development of the Company. The Company will strengthen its operative staff as and when the need arises.

AUDITORS' REPORT

To The Members of

HARYANA CAPFIN LIMITED

1. We have audited the attached Balance Sheet of **HARYANA CAPFIN LIMITED** as at 31st March, 2009, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 and the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors and taken on record by the board of directors, we report that as on 31.03.2009 none of the directors is disqualified on the said date from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2009
 - (b) In the case of the Profit & Loss Account, of the profit for the year ended on that date
 - (c) In the case of the cash flow statement, of the Cash Flow for the year ended on that date.

For **B.K. SHROFF & CO.**
CHARTERED ACCOUNTANTS

Kavita Nangia

Partner

Membership No. 90378

Place : New Delhi
Date : 29th June, 2009

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) All the fixed assets have been physically verified by the management according to a regular programme which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (ii) The Company does not have any inventory and as such clauses (ii) (a), (b) & (c) of the Order are not applicable to the Company.
- (iii) In our opinion and according to the explanations given to us, the Company has neither granted nor taken loans, secured or unsecured to/from companies firms or other parties covered in the register maintained under section 301 of the Act and as such clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchase of inventory and fixed assets and for sale of goods and services. Further on the basis of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- (v) In our opinion and according to the information given to us, the Company has not entered into any transactions that need to be entered in register in pursuance of Section 301 of the Act and as such clause (v) (b) of the Order is not applicable to the Company.
- (vi) In our opinion and according to the information given to us, the Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- (viii) The maintenance of cost records has not been prescribed by the Central Government u/s 209 (1) (d) of the Companies Act, 1956 in respect of the Company's products.
- (ix) (a) The Company is regular in depositing with the appropriate authorities undisputed statutory dues, if any, including provident fund, employees state insurance investor education and protection fund, income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess and other statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, sales tax, service tax, wealth tax, customs duty, excise duty and cess were outstanding as at 31.03.2009
- (x) The Company does not have any accumulated losses at the end of the financial year nor has it incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company has not borrowed monies from any financial Institutions or bank or debenture holders and as such clause (xi) of the order is not applicable to the Company.
- (xii) According to the information and explanations given to us the Company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is neither a chit fund nor nidhi / mutual benefit fund / society and hence clause (xiii) of the Order is not applicable to the Company.
- (xiv) In our opinion and according to the explanations given to us, the Company has maintained proper records of its transactions and contracts and has made timely entries therein. The Company is holding shares and debentures in its own name.
- (xv) In our opinion the Company has not given guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not availed any term loans during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets.
- (xviii) The Company has not made any preferential allotment of shares, to parties and companies covered in the register maintained under section 301 Companies Act, 1956.
- (xix) The Company does not have any debentures outstanding, as on the Balance Sheet date, hence, the clause 4(xix) of the order is not applicable.
- (xx) The Company has not raised any money through the public issue during the year. Accordingly, clause 4(xix) of the order is not applicable.
- (xxi) According to the information and explanations given to us no fraud on or by the Company has been noticed or reported during the course of our audit.

For **B.K. SHROFF & CO.**
CHARTERED ACCOUNTANTS

Kavita Nangia
Partner

Membership NO. 90378

Place : New Delhi
Date : 29th June, 2009

HARYANA CAPFIN LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULES	AS AT 31.03.2009 (Rs.)	AS AT 31.03.2008 (Rs.)
I. SOURCES OF FUNDS			
1. Shareholders' Funds			
a) Share Capital	1	52,086,810	52,086,810
b) Reserves and Surplus	2	176,551,285	164,033,787
		<u>228,638,095</u>	<u>216,120,597</u>
2. Loan Funds			
Unsecured Loans	3	816,755	204,969
TOTAL		<u>229,454,850</u>	<u>216,325,566</u>
II. APPLICATION OF FUNDS			
1. Fixed Assets			
	4	998,684	998,684
2. Investments			
	5	227,419,983	214,848,100
3. Current Assets, Loans & Advances			
a) Cash and Bank Balances	6	191,738	77,883
b) Loans and Advances	7	4,895,536	5,923,615
		<u>5,087,274</u>	<u>6,001,498</u>
Less: Current Liabilities & Provisions	8	4,582,446	5,823,016
Net Current Assets		<u>504,828</u>	<u>178,482</u>
4. Deferred Tax Assets			
		531,355	300,300
TOTAL		<u>229,454,850</u>	<u>216,325,566</u>
Significant Accounting Policies & Notes on Accounts	13		

As per our report of even date attached

For B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

Kavita Nangia
Partner
Membership No. : 90378

Anil Kumar Sinha
Company Secretary

Saket Jindal
Chairman
Sudhir Singhal
Wholetime Director
K.K. Khandelwal
B.K. Narula
Director

Place : New Delhi
Dated : 29th June, 2009

HARYANA CAPFIN LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	SCHEDULES	YEAR ENDED 31.03.2009 (Rs.)	YEAR ENDED 31.03.2008 (Rs.)
INCOME			
Income From Operations	9	13,607,895	5,279,282
		<u>13,607,895</u>	<u>5,279,282</u>
EXPENDITURE			
Employees' Remuneration & Benefits	10	876,409	884,694
Administrative & Other Expenses	11	505,438	781,181
Financial Charges	12	44,697	7,097
		<u>1,426,544</u>	<u>1,672,972</u>
Profit before tax		12,181,351	3,606,310
Provision for taxation			
- Current		-	-
- Deferred		(231,055)	(278,763)
- Fringe Benefits Tax		1,367	1,950
Profit after tax		<u>12,411,039</u>	<u>3,883,123</u>
Excess Provision for Income Tax for earlier year written back (Net)		(106,459)	-
Profit after tax & adjustment		<u>12,517,498</u>	<u>3,883,123</u>
Balance brought forward from previous year		16,241,193	12,708,070
Profit available for appropriation		<u>28,758,691</u>	<u>16,591,193</u>
APPROPRIATIONS			
Transfer to Statutory Reserve		2,504,000	-
Transfer to General Reserve		1,000,000	350,000
Balance carried to Balance Sheet		25,254,691	16,241,193
		<u>28,758,691</u>	<u>16,591,193</u>
Earning Per Share (Basic/ Diluted)		2.40	0.75
Significant Accounting Policies & Notes on Accounts	13		

As per our report of even date attached

For B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

Kavita Nangia
Partner
Membership No. : 90378

Anil Kumar Sinha
Company Secretary

Saket Jindal
Chairman
Sudhir Singhal
Wholetime Director
K.K. Khandelwal
B.K. Narula
Director

Place : New Delhi
Dated : 29th June, 2009

HARYANA CAPFIN LIMITED

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

	AS AT 31.03.2009 (Rs.)	AS AT 31.3.2008 (Rs.)
SCHEDULE : 1		
SHARE CAPITAL		
Authorised		
6,000,000 (Previous Year 6,000,000) Equity shares of Rs. 10 each	60,000,000	60,000,000
	60,000,000	60,000,000
Issued, Subscribed and Paid up		
Equity Capital		
52,08,681 (Previous Year 52,08,681) Equity Shares of Rs.10 each fully paid up	52,086,810	52,086,810
	52,086,810	52,086,810
SCHEDULE : 2		
Statutory Reserve		
Add - Transferred from Profit & Loss Account during the year	2,504,000	
RESERVES & SURPLUS		
General Reserve:		
As per last Balance Sheet	147,792,594	147,442,594
Add : Transfer from Profit & Loss Account during the year	1,000,000	350,000
	148,792,594	147,792,594
Profit and Loss Account	25,254,691	16,241,193
	176,551,285	164,033,787
SCHEDULE : 3		
UNSECURED LOANS		
Loans from Bodies Corporate	816,755	204,969
	816,755	204,969
SCHEDULE : 4		
FIXED ASSETS		

(Rs.)

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2008	ADDITIONS	SALES/ ADJUSTMENTS	AS AT 31.03.2009	UPTO 31.03.2008	FOR THE YEAR	SALES/ ADJUSTMENTS	UPTO 31.03.2009	AS AT 31.03.2009	AS AT 31.03.2008
Land (Free Hold)	998,684	-	-	998,684	-	-	-	-	998,684	998,684
Total	998,684	-	-	998,684	-	-	-	-	998,684	998,684
Previous Year	998,684	-	-	998,684	-	-	-	-	998,684	

HARYANA CAPFIN LIMITED

	AS AT 31.03.2009		AS AT 31.03.2008	
	Number of Shares / Units	(Rs.)	Number of Shares / Units	(Rs.)
SCHEDULE : 5				
INVESTMENTS				
(Fully paid up unless otherwise specified)				
LONG TERM				
Non-Trade				
i) Quoted				
Equity Shares				
Maharashtra Seamless Limited of Rs. 5 each	2,777,540	226,969,983	2,687,040	214,398,100
ii) Un-Quoted				
Bonds				
5.50% Rural Electrification Corporation Limited	45	450,000	45	450,000
		<u>227,419,983</u>		<u>214,848,100</u>
Aggregate Value of Unquoted Investments		450,000		450,000
Aggregate Value of Quoted Investments		226,969,983		214,398,100
Market Value of Quoted Investments		395,938,327		821,428,128
SCHEDULE : 6				
CASH AND BANK BALANCES				
Cash in hand		9,448		24
Balances with Scheduled Banks				
- In Current Accounts		182,290		77,859
		<u>191,738</u>		<u>77,883</u>
SCHEDULE : 7				
LOANS AND ADVANCES				
(Unsecured, Considered Good)				
Advances / Loans Recoverable in Cash or in kind or for value to be received		289,886		304,842
Security Deposit		120,000		-
Advance Tax (including Tax Deducted at source)		4,485,650		5,618,773
		<u>4,895,536</u>		<u>5,923,615</u>
SCHEDULE : 8				
CURRENT LIABILITIES & PROVISIONS				
Current Liabilities				
Sundry Creditors		29,450		30,060
Other Liabilities		220,957		189,849
		<u>250,407</u>		<u>219,909</u>
Provisions				
For - Income Tax		4,332,039		5,603,107
		<u>4,332,039</u>		<u>5,603,107</u>
		<u>4,582,446</u>		<u>5,823,016</u>

HARYANA CAPFIN LIMITED

	YEAR ENDED 31.03.2009 (Rs.)	YEAR ENDED 31.3.2008 (Rs.)
<u>SCHEDULE : 9</u>		
<u>INCOME FROM INVESTMENTS / FINANCING</u>		
Dividend Income	13,435,200	3,995,460
Interest Income (TDS Rs.31,305/-, Previous Year Rs. 122,325/-)	155,613	589,517
Profit on Sale of Current (Non-Trade) Investments (Net)	-	694,259
Liabilities Written Back	17,082	46
	13,607,895	5,279,282

SCHEDULE : 10

EMPLOYEES' REMUNERATION & BENEFITS

Salaries & Other Allowances	875,032	882,848
Staff Welfare Expenses	1,377	1,846
	876,409	884,694

SCHEDULE : 11

ADMINISTRATIVE & OTHER EXPENSES

Postage & Telephone	50,061	67,449
Printing & Stationery	28,900	34,575
Fee & Subscription	18,625	51,274
Travelling & Conveyance: Others	13,349	27,887
Legal & Professional Charges	50,976	22,212
Directors' Fee	15,000	-
Advertisement & Publicity	114,722	447,820
Rent	120,000	-
Share Maintenance Expenses	54,758	63,629
Auditors' Remuneration :		
- Audit Fee	22,060	22,472
- Tax Audit Fee	6,618	6,742
- In other Services	7,868	14,610
Miscellaneous Expenses	2,501	21,614
Preliminary expenses written off	-	897
	505,438	781,181

SCHEDULE : 12

FINANCIAL CHARGES

Interest on Unsecured Loan		4,969
D.P. Charges	44,697	2,128
	44,697	7,097

HARYANA CAPFIN LIMITED

SCHEDULE: 13

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

a. **Accounting Conventions**

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 1956 and in compliance with the applicable accounting standards referred to in sub-section (3C) of the section 211 of the said Act. The accounting policies, except otherwise stated, have been consistently applied by the Company.

b. **Use of Estimates**

The presentations of financial statements is in conformity with the generally accepted accounting principles which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the year in which the results are known / materialized.

c. **Revenue Recognition**

Revenue is recognized on accrual basis in accordance with Accounting Standard (AS-9) "Revenue recognition". Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

d. **Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the cost of acquisition / purchase price inclusive of duties, taxes (net of credit availed if any) and incidental expenses up to the date the asset is ready for intended use.

e. **Investments**

Investments are classified into long term investments or current. Long-term investments are valued at their acquisition cost. Current investments are stated at lower of cost and fair market value. The provision for any diminution in the value of long- term investments is made only if such a decline is other than temporary in the opinion of the management.

f. **Retirement Benefits**

Retirement benefits for Leave Encashment & Gratuity to employees has been accounted for on accrual basis in conformity with the Accounting Standard for retirement benefits issued by the Institute of Chartered Accountants of India and the basis has been disclosed in the Notes on Accounts.

g. **Taxes on Income**

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961 & tax advices, wherever considered necessary.

Deferred Tax:

Deferred Tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income & accounting income computed for the current accounting year and reversal of earlier years' timing difference.

Deferred Tax Assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses, which are recognised to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Fringe Benefit Tax:

Fringe Benefit tax is provided on the aggregate amount of fringe benefits determined in accordance with the provisions of Income Tax Act, 1961.

h. **Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised only when there is reliable estimate of present obligation as a result of past events. Contingent Liabilities are disclosed by way of notes on accounts. Contingent Assets are neither accounted nor disclosed in the financial statements due to uncertainty of their realisation.

i. **Event occurring after the Balance Sheet Date**

Event occurring after the Balance Sheet Date and till the date on which the Financial Statement are approved, which are material in nature and indicate the need for adjustments in the financial statement are considered.

NOTES ON ACCOUNTS

1. Contingent Liability :

Income Tax demand (disputed in appeals) amount Rs.10,747/- (Previous year Nil).

2. Amount due to Micro Small & Medium Enterprises Suppliers (MSMES) is Nil (Previous year Nil). No amount was due to any small sector unit.
3. In the opinion of the management and to the best of their knowledge and belief, the value of current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.
- 4(a). The Company is primarily engaged in the business of Financing by way of loans & advances and Investment / Trading in shares and securities. Though, the company is keeping two divisions, but it is not required to report Segment revenue & expenses and assets & liability separately for each such activity pursuant to Accounting Standard – 17 issued by the Institute of Chartered Accountants of India.
- 4(b). The Company has identified revenue & expenses as well as capital employed separately pertaining to investment and financing of loans & advances including others as separate profit centres.

(Rs.)

Particulars	H.O. and Business Division	Shares and Securities Division	Total
Net External Sales / Income	172,695	13,435,200	13,607,895
Expenses	911,792	514,752	1,426,544
Profit Before Tax	(739,097)	12,920,448	12,181,351
Total Assets	6,604,404	227,432,892	234,037,296
Less – Total Liabilities	5,399,201		5,399,201
Capital Employed	1,205,203	227,432,892	228,638,095

5. Amount due for deposit in Investor Education & Protection Fund as on 31.03.2009 is Nil (Previous Year Nil).
6. Employees benefits provided to employees has been classified as under:

The two plans of the Company, namely for Gratuity and Leave Encashment are unfunded. Any amount paid and provided for gratuity and leave encashment are adjusted to profit & loss account. Liability is ascertained at the end of each financial year and the increase / decrease in the amount of liability is adjusted in the profit & loss account. Liability of Gratuity payable to an employee is equal to 15 days salary based on the last drawn salary for every completed year of service or part thereof in excess of six months. Salary for a day is calculated by dividing the salary last drawn by 26 (being the number of working days in a month). During the year Rs.23,519/- (Previous Year Rs. 19,164/-) has been adjusted to the profit and loss account on account of variation in liability for Gratuity at year end. No amount was paid as Gratuity during the year. Liability of Leave Encashment payable to an employee is equal to salary for earned leaves to the credit of employee based on the salary last drawn. Salary for a day is calculated by dividing the salary last drawn by 26 (being the number of working days in a month). During the year Rs. Nil (Previous Year Rs.13,169/-) was paid as leave encashment to the employee and Rs.8,836/- (Previous Year Rs. 9,484/-) has been adjusted to the profit and loss account on account of variation in liability for leave encashment at year end.

7. The Company is registered as Non Banking Financial Company with the Reserve Bank of India vide Registration no. N-14.03168 dated 12.11.2008 and has been complying with prudential norms as prescribed by RBI for NBFC.

HARYANA CAPFIN LIMITED

8. Related Parties Disclosures as per Accounting Standard - 18.

List of Related Parties with whom transactions have taken place during the year:

a. Associated Company

Maharashtra Seamless Limited
Jindal Pipes Limited
Sudha Apparels Limited ..

b. Key Managerial Personnel

Shri Sudhir Singhal

Details of Transactions during the year are as follows:

(Rs.)

	Particulars	31-03-2009	31.03.2008
a.	Loans given (Maximum Outstanding) Associated Company	12,500,000	33,378,076
b.	Loans taken (Maximum Outstanding) Associated Company	821,102	600,000
c.	Interest received from related parties Associated Company	151,965	564,699
d.	Interest paid to related parties Associated Company	21,102	4,969
e.	Dividend received from related parties Associated Company	13,435,200	3,995,460
f.	Investment during the year in related parties Associated Company	12,571,883	35,726,987
g.	Remuneration Key Management Personnel	261,469	215,300
h.	Investment in related parties as on 31st March 2009 Associated Company	226,969,983	214,398,100
i.	Balance as at 31st March 2009 Receivable by the Company Associated Company	120,660	225,151
j.	Balance as at 31st March 2009 Payable by the Company Associated Company	816,755	204,969

9. Deferred Tax Liabilities / (Assets)

In compliance with the Accounting Standard – AS 22 relating to “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India the deferred tax income (net) arising out of timing differences during the year aggregating to Rs. 231,055/- has been recognised in the Profit & Loss Account as under.

(Rs.)

Particulars	As At 31.03.2008	For the Year	As At 31.03.2009
Expenses disallowed U/S 43 B	25,757	4,537	30,294
Unabsorbed Business Loss	274,543	26,518	501,061
Net Deferred Tax Assets	300,300	231,055	531,355

10. Earning Per Share

Particulars	2008-09	2007-08
Net Profit after tax available for Equity Shareholders (Rs.) (a)	12,517,498	3,883,123
Weighted average number of Equity Shares of Rs. 10/- each	5,208,681	5,208,681
Total no. of shares (b)	5,208,681	5,208,681
Basic / Diluted Earning per share (Rs.) (a/b)	2.40	0.75

HARYANA CAPFIN LIMITED

11. Managerial Remuneration

(Rs.)

Particulars	As At 31.03.2009	As At 31.03.2008
Salaries & Allowances	218,873	178,580
Perquisites	42,596	36,720

12. The necessary formalities in respect of change of name / mutation of land of casinvest division of Jindal Drilling & Industries Limited in favour of Haryana Capfin Limited pending in the Revenue records of Land Authorities, is under progress. However, the legal rights of these properties vest in Haryana Capfin Limited as per approved scheme of arrangement by operation of Statute viz. Sections 391 to 392 of the Companies Act, 1956.
13. Other additional Information pursuant to part IV of Schedule VI to the Companies' Act, 1956 - Nil (Previous year Nil)
14. Figures have been rounded off to the nearest rupees.
15. Previous years' figures have been re-grouped / re-arranged wherever considered necessary.
16. Additional particulars as required in terms of paragraph 9BD of Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve Bank) Directions, 2007.

(Rs.)

Particulars			
(1)	Liabilities side:		
	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Out-standing	Amount Overdue
	(a) Debentures		
	Secured	-	-
	Unsecured	-	-
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	816,755	-
	(e) Commercial Paper	-	-
	(h) Other Loans (specify nature)	-	-
	* Please see note 1 below		
	Assets side:		
		Amount Outstanding	
(2)	1. Break-up of Loans and Advances including bill receivable (other than those included in (4) below):		
	(a) Secured	-	
	(b) Unsecured	4,895,536	
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry Debtors:		
	(a) Financial Lease	-	
	(b) Operating Lease	-	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	
	(b) Repossessed Assets	-	
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been re-possessed	-	
	(b) Loans other than (a) above	-	
(4)	Break-up of Investments:		
	Current Investments:		
	1. Quoted:		
	Shares: (a) Equity	-	
	(b) Preference	-	
	Debentures and Bonds	-	
	Units of mutual funds	-	
	Government Securities	-	
	Others (please specify)	-	

HARYANA CAPFIN LIMITED

	2. Unquoted: Shares: (a) Equity (b) Preference Debentures and Bonds Units of mutual funds Government Securities Others (please specify)	- - - - - -	
	Long Term Investments: 1. Quoted: Shares: (a) Equity (b) Preference	226,969,983 -	
	Debentures and Bonds Units of mutual funds Government Securities Others (please specify)	450,000 - - -	
	2. Unquoted: i. Shares: (a) Equity (b) Preference	- -	
	ii. Debentures and Bonds. iii. Units of mutual funds iv. Government Securities v. Others (please specify)	- - - -	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above: Please see note 2 below		
	Category	Amount of net of provisions	
	1. Related Parties**	Secured Unsecured Total	
	Subsidiaries	- - -	
	Companies in the same group	- - -	
	Other related parties	- - -	
	Other than related parties	- - -	
	Total	- - -	
(6)	Investors group-wise classifications of all Investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below		
	Category	Market Value / Break-up or Fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	395,938,327	226,969,983
	2. Other than related parties	450,000	450,000
	Total	396,388,327	227,419,983
	** As per Accounting Standard of ICAI (Please see Note 3)		
(7)	Other Information		
	Particulars	Amount	
	(i) Gross Non-Performing Assets		
	(a) Related parties	-	
	(b) Other then related parties	-	
	(ii) Net Non-Performing Assets		
	Related parties	-	
	Other then related parties	-	
	(iii) Assets acquired in satisfaction of debts	-	

HARYANA CAPFIN LIMITED

17. Schedule 1 to 13 are annexed to and form an integral part of the Balance Sheet as at 31st March, 2009 and Profit & Loss accounts for the year ended on that date.

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details (Rupees in thousand)

Registration No.	96127	State Code	55
Balance Sheet Date	31.03.2009		

II. Capital Raised during the year

Public Issue	Right Issue
Nil	Nil
Bonus Issue	Private Placement
Nil	Nil

III. Position of Mobilisation and Deployment of Funds

Total Liabilities	Total Assets
229,455	229,455

Sources of Funds

Paid-up Capital	Reserves & Surplus
52,087	176,551
Secured Loan	Unsecured Loans
Nil	817

Application of Funds

Net Fixed Assets	Investments
999	227,420
Net Current Assets & Deferred Tax Assets	Misc. Expenditure
1,036	Nil

Accumulated Losses

Nil

IV. Performance of Company

Turnover (including other income)	Total Expenditure
13,608	1,427
Profit before tax	Profit after tax & adjustments
12,181	12,517
Earning per Share (Rs.)	Dividend (%)
2.40	Nil

V. Generic Names of Three Principal Products of Company (as per monetary terms)

Item Code. (ITC Code)	N.A.
Product Description	Investment & Financing

SIGNATURES TO SCHEDULES 1 TO 13

As per our report of even date attached

For B.K. SHROFF & CO.

Chartered Accountants

For & on Behalf of the Board

Kavita Nangia
Partner
Membership No. : 90378

Anil Kumar Sinha
Company Secretary

Saket Jindal
Chairman
Sudhir Singhal
Wholetime Director
K.K. Khandelwal
B.K. Narula
Director

Place : New Delhi
Dated : 29th June, 2009

HARYANA CAPFIN LIMITED

CASH FLOW STATEMENTS ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2009

	YEAR ENDED 31.03.2009 (Rs.)	YEAR ENDED 31.03.2008 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary items	12,181,351	3,606,310
Adjusted for:		
Amortization of Preliminary Expenses	-	897
(Profit) / Loss on Sale of Investment	-	(694,259)
Operating Profit before Working Capital Changes	12,181,351	2,912,948
Adjusted for:		
Trade & Other Receivables	(105,044)	33,110,347
Trade Payables & Others	30,498	50,118
Cash Generated from operations	12,106,805	36,073,413
Direct taxes Paid	(32,853)	(1,432,402)
Cash Flow before extraordinary items	12,073,952	34,641,011
Net Cash From Operating Activities	A 12,073,952	34,641,011
B. Cash Flow from Investing Activities		
Purchase of Investments	(12,571,883)	(50,354,651)
Sale of Investment	-	15,321,923
Net Cash used in Investing Activities	B (12,571,883)	(35,032,728)
C. Cash Flow from Financing Activities		
Loan Taken	611,786	204,969
Net Cash used in Financing Activities	C 611,786	204,969
Net increase in Cash & Cash Equivalents (A+B+C)	113,855	(186,748)
Opening Balances of Cash and Cash Equivalents	77,883	264,631
Closing Balances of Cash and Cash Equivalents	191,738	77,883
Change in Cash and Cash Equivalents	113,855	(186,748)

As per our report of even date attached

For B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

Kavita Nangia
Partner
Membership No. : 90378

Anil Kumar Sinha
Company Secretary

Saket Jindal
Chairman
Sudhir Singhal
Wholetime Director
K.K. Khandelwal
B.K. Narula
Director

Place : New Delhi
Dated : 29th June, 2009

HARYANA CAPFIN LIMITED

Registered Office: Plot No.30, Institutional Sector 44, Gurgaon 122002 (Haryana)

PROXY FORM

Folio NO.

DP ID*

CLIENT ID*

I/We of

being a member/members of Haryana Capfin Limited do hereby appoint of or failing him/her of as my/our proxy to attend and vote for me/us on my/our behalf at the 11th Annual General Meeting of the Company to be held on Wednesday, the 9th September, 2009 at 12.00 Noon and at any adjournment thereof.

Date.....

Signature(s)

Revenue
Stamp

Note: This Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the Meeting.

*** Applicable for investors holding shares in demat form.**



HARYANA CAPFIN LIMITED

Registered Office: Plot No.30, Institutional Sector 44, Gurgaon 122002 (Haryana)

ATTENDANCE SLIP

Folio NO.

DP ID*

CLIENT ID*

I hereby record my presence at the 11th Annual General Meeting of the Company held at Unitech Country Club, Block – E, South City- I, Gurgaon- 122 001 (Haryana) at 12.00 Noon on Wednesday, the 9th September, 2009.

Name of the attending Member
(in Block Letters)

Name of Proxy (in Block Letters)
(to be filled in, if the proxy attends instead of the member)

No. of Shares held

.....
Member's/Proxy's signature

Note : This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

*** Applicable for investors holding shares in demat form.**



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