

# HARYANA CAPFIN LIMITED

**CORPORATE OFFICE :** Plot No. 30, Institutional Sector-44, Gurgaon - 122 002, Haryana (India)  
Phone : 91-124-4624000, 2574326, 2574620, 2574621 Fax : 91-124-2574327  
E-mail : investors@haryanacapfin.com Website : www.haryanacapfin.com  
CIN : L27209MH1998PLC236139

12<sup>th</sup> October, 2016

**Ref: HCL/G/SEC/SE/2016-17**

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
MUMBAI - 400 001  
Fax No. 022-22723719

Stock Code : **532855**  
Scrip ID : **HARYNACAP**

**Sub.: Annual Report**

Dear Sir,

As per the Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Annual Report of the Company for the Financial Year 2015-16 for your information and records.

Thanking you,

Yours faithfully,

For **HARYANA CAPFIN LIMITED**



**SANDHYA TIWARI**  
Company Secretary



**ANNUAL REPORT  
2015-16**

**HARYANA CAPFIN LIMITED**

# HARYANA CAPFIN LIMITED

## BOARD OF DIRECTORS

Shruti Raghav Jindal                      Whole-time Director  
Krishna Kumar Khandelwal  
Kamal Kishore Bhartia  
Sanjiv Gupta

## AUDIT COMMITTEE

Kamal Kishore Bhartia                      Chairman  
Shruti Raghav Jindal  
Krishna Kumar Khandelwal

## COMPANY SECRETARY

Sandhya Tiwari

## AUDITORS

A M A A & Associates  
Chartered Accountants  
New Delhi

## BANKERS

ICICI Bank Limited  
HDFC Bank Limited

## REGISTERED OFFICE

Pipe Nagar, Village Sukeli, N.H. 17  
B. K. G. Road, Taluka Roha,  
Distt. Raigad - 402 126 (Maharashthra)

## CORPORATE OFFICE

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

## HEAD OFFICE

B-59, Greater Kailash-I  
New Delhi-110 048

## REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.  
Alankit Heights,  
1E/13, Jhandewalan Extension,  
New Delhi - 110055

## CONTENTS

Directors' Report	1
Corporate Governance Report	12
Management Discussion and Analysis	21
Independent Auditors' Report	23
Balance Sheet	29
Profit & Loss Account	30
Cash Flow Statement	31
Notes to the Financial Statement	32
Notice	42
Proxy Form	Annexed



# HARYANA CAPFIN LIMITED

## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 18th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2016.

## FINANCIAL RESULTS

The highlights of the financial results are as under:

	Year Ended 31.03.2016	(₹ in Lakhs) Year Ended 31.03.2015
<b>Total Income</b>	<b>202.05</b>	225.06
<b>Profit before Tax</b>	<b>162.10</b>	189.68
Less: Provision for Tax		
- Current	10.44	10.40
- Earlier year	0.02	-
<b>Profit after Tax</b>	<b>151.64</b>	179.28
Balance brought forward from previous year	985.58	852.16
<b>Profit available for appropriation</b>	<b>1137.22</b>	1031.44
<b>Appropriations</b>		
- Statutory Reserves	30.33	35.86
- Transfer to General Reserve	10.00	10.00
- Surplus carried to Balance sheet	1096.89	985.58
	<b>1137.22</b>	1031.44

## 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.

## TRANSFER TO RESERVES

The Company proposes to transfer ₹ 10 lakhs to the General Reserve out of the amount available for appropriations.

## RESULTS OF OPERATIONS

Total income of the Company during the year was ₹ 202.05 lakhs as against ₹ 225.06 lakhs in the previous year. The profit before tax during the year was ₹ 162.10 lakhs as against ₹ 189.68 lakhs in the previous year. The Profit after tax was ₹ 151.64 lakhs as against ₹ 179.28 lakhs in the previous year.

## SUBSIDIARY COMPANY

The Company had no subsidiary as on 31st March, 2016.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

Smt. Shruti Raghav Jindal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

The Board has appointed Shri Sanjiv Gupta as an Additional Director of the Company on 30th May, 2016. He holds office upto the date of the ensuing Annual General Meeting.

Items seeking your approval for their appointment are included in the Notice convening the Annual General Meeting.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, Shri Saket Jindal resigned as Director of Company w.e.f. 22nd April, 2015. The Board expresses its appreciation to Shri Saket Jindal for his valuable guidance as Director of the Company.

# HARYANA CAPFIN LIMITED

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Smt. Dipika Gupta resigned as Chief Financial Officer of the Company w.e.f. 30th June, 2015. The Board has appointed Shri Rajender Singh as Chief Financial Officer of the Company w.e.f. 1st September, 2015.

Shri Tarun Dua resigned as Company Secretary of the Company w.e.f. 14th April, 2016. The Board has appointed Smt. Sandhya Tiwari as Company Secretary of the Company w.e.f. 30th May, 2016.

## **BOARD MEETINGS**

During the year, 5 (Five) Board meetings were held. The details of which are given in the Corporate Governance Report, which forms part of this report.

## **BOARD EVALUATION**

The Board of Directors has carried out an Annual performance evaluation of its own, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board, after seeking inputs from all Directors on the basis of the criteria such as Board composition and structures, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of non-independent Directors, performance of the Board as a whole was evaluated. The Company has no designated Chairman.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance report, which forms part of the Directors' Report.

## **RISK MANAGEMENT**

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. The Company's business operations are exposed to financial risks including Liquidity risk etc.

The Board of the Company has approved the Risk Management Policy of the Company and authorized the Audit Committee to implement and monitor the risk management plan for the Company and also identify and mitigate the various element of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate Internal Financial Controls with reference to financial statements. Audit Committee periodically reviews the adequacy of Internal Financial Controls.

During the year, such controls were tested and no reportable material weaknesses were observed.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, your Directors state:

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed and there are no material departures;
- (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, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2016 have been prepared on a going concern basis.
- (v) that the internal financial controls laid down by the Board and being followed by the Company are adequate and were operating effectively.
- (vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.

## **EXTRACT OF ANNUAL RETURN**

As required under Section 92 (3) of the Companies Act, 2013, the extract of the Annual Return in prescribed Form MGT-9 is annexed with this Report.

## **AUDIT COMMITTEE**

The Audit Committee of the Company consists of Shri K. K. Bhartia, Chairman, Smt. Shruti Raghav Jindal and Shri. Krishna Kumar Khandelwal, as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## **VIGIL MECHANISM**

The Company has adopted a Whistle blower policy and has established the necessary Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The said policy has been disclosed on the Company's website under the web link <http://www.haryanacapfin.com/VIGILMECHANISM.pdf>

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Pursuant to Section 186(11) (b) of the Companies Act, 2013, provisions of Section 186 are not applicable to any acquisition made by a non-banking financial company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities (i.e. investment and lending activities). The Company has not given any guarantee or provided any security.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the year, the Company had not entered into any contracts/ arrangements/transactions with the related parties as defined under provisions of Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Thus disclosure in form AOC-2 is not required.

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report along with Certificate regarding compliance of conditions of Corporate Governance has been annexed as part of this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report which forms part of this Annual Report.

## **INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has constituted an Internal Compliants Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

# HARYANA CAPFIN LIMITED

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## AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules framed thereunder, M/s A.M.A.A & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of 17th Annual General Meeting of the Company held on 28th September, 2015 till the conclusion of 22nd Annual General Meeting, subject to the ratification of their appointment at every Annual General Meeting.

The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualification, reservation or adverse remark.

## SECRETARIAL AUDIT

The Board has appointed M/s Hemant Singh & Associates, (FCS No.6033) Company Secretaries to conduct Secretarial Audit for the financial year ended 31st March, 2016. The Secretarial Audit Report for the year ended 31st March, 2016 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## FIXED DEPOSITS

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

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

In view of the business activities of the Company, the information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

## PARTICULARS OF EMPLOYEES

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of this report. However in pursuance of Section 136(1) of the Act, this report is being sent to the shareholders of the Company excluding the said information. The said information is available for inspection to the shareholders of the Company at the registered office of the Company during working hours till the ensuing Annual General Meeting and any shareholder interested in obtaining such information may write to the Company Secretary at the Corporate Office of the Company.

## MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2016 and till the date of this report.

## 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.

For and on behalf of the Board

Place : Gurgaon

Dated : 2nd August, 2016

**Shruti Raghav Jindal**  
Whole Time Director

**Kamal Kishore Bhartia**  
Director



# HARYANA CAPFIN LIMITED

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## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**HARYANA CAPFIN LIMITED**  
Pipe Nagar, Village - Sukeli,  
N.H-17, B.K.G. Road, Taluka Roha,  
Distt. - Raigad, Maharashtra-402126

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HARYANA CAPFIN LIMITED (hereinafter called the "Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by HARYANA CAPFIN LIMITED ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (Not applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client with respect to issue of securities;

# HARYANA CAPFIN LIMITED

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- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit Period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable to the Company with effect from 01.12.2015).
- (vi) Other laws applicable specifically to the Company namely:
- a. Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by Reserve Bank of India from time to time and periodic reportings done by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange namely BSE Limited (BSE);

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

We further report that

As informed by the Company, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions of the Board were carried out through unanimous votes, no dissenting views of any Director was recorded in the minutes maintained by the Company.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there has not been any such activity having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Hemant Singh & Associates  
Company Secretaries**

Date: 2nd August, 2016  
Place: New Delhi

**(Hemant Kumar Singh)  
(Partner)  
FCS 6033  
C.P. No. 6370**

# HARYANA CAPFIN LIMITED

## FORM NO. MGT-9

### Extract of Annual Return

As on the financial year ended on 31st March, 2016

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

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L27209MH1998PLC236139
ii)	Registration Date	9th September, 1998
iii)	Name of the Company	Haryana Capfin Limited
iv)	Category / Sub-Category of the Company	Public Company/ Limited by Shares
v)	Address of the Registered office and contact details	Pipe Nagar, Village Sukeli, N.H.-17 B.K.G. Road, Taluka-Roha, Distt.-Raigad, Maharashtra- 402126 Tel: - 02194-238511 Fax: 02194-238513 Email: investors@haryanacapfin.com Website: www.haryanacapfin.com
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandelwalan Extension, New Delhi - 110 055 Phone: 011-23541234, 42541234 Fax: 011-42541967 e-mail: rta@alankit.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S.No.	Name and Description of main Products/ services	NIC code of the product/ service	% to total turnover of the Company
1.	Loan and Investment	64990	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES.

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	The Company has no Holding, Subsidiary or Associate Company as defined under the Companies Act, 2013				

# HARYANA CAPFIN LIMITED

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2015)				No. of Shares held at the end of the year (As on 31st March, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	509693	-	509693	9.78	509693	-	509693	9.78	0.00
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3177047	-	3177047	61.00	3177047	-	3177047	61.00	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (1):-</b>	<b>3686740</b>	<b>-</b>	<b>3686740</b>	<b>70.78</b>	<b>3686740</b>	<b>-</b>	<b>3686740</b>	<b>70.78</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A)=(A)(1)+(A)(2)</b>	<b>3686740</b>	<b>-</b>	<b>3686740</b>	<b>70.78</b>	<b>3686740</b>	<b>-</b>	<b>3686740</b>	<b>70.78</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FIs	114	264	378	0.01	114	264	378	0.01	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	72168	-	72168	1.38	72168	-	72168	1.38	0.00
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	<b>72282</b>	<b>264</b>	<b>72546</b>	<b>1.39</b>	<b>72282</b>	<b>264</b>	<b>72546</b>	<b>1.39</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	523117	9943	533060	10.24	513919	9943	523862	10.06	-0.18
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	688527	78144	766671	14.72	689811	76225	766036	14.71	-0.01
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	87707	-	87707	1.68	88220	-	88220	1.69	0.01
<b>c) others (Specify)</b>									
i) NRI	61928	-	61928	1.19	71276	-	71276	1.37	0.18
ii) Corporate Body (Foreign)	-	1	1	0.00	1	-	1	0.00	0.00
iii) Clearing Members	28	-	28	0.00	-	-	-	0.00	0.00
<b>Sub-Total (B)(2):</b>	<b>1361307</b>	<b>88088</b>	<b>1449395</b>	<b>27.83</b>	<b>1363227</b>	<b>86168</b>	<b>1449395</b>	<b>27.83</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1433589</b>	<b>88352</b>	<b>1521941</b>	<b>29.22</b>	<b>1435509</b>	<b>86432</b>	<b>1521941</b>	<b>29.22</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5120329</b>	<b>88352</b>	<b>5208681</b>	<b>100.00</b>	<b>5122249</b>	<b>86432</b>	<b>5208681</b>	<b>100.00</b>	<b>0.00</b>

# HARYANA CAPFIN LIMITED

## (ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2015)			Shareholding at the end of the year (As on 31st March, 2016)			% Change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	
1.	Dharam Pal Jindal	27364	0.53	–	27364	0.53	–	–
2.	D P Jindal & Sons	141664	2.72	–	141664	2.72	–	–
3.	Saket Jindal	117579	2.26	–	117579	2.26	–	–
4.	Savita Jindal	157924	3.03	–	157924	3.03	–	–
5.	Raghav Jindal	7395	0.14	–	7395	0.14	–	–
6.	Rachna Jindal	57767	1.11	–	57767	1.11	–	–
7.	Brahmadev Holding & Trading Ltd.	250375	4.81	–	250375	4.81	–	–
8.	Jindal Global Finance & Investment Ltd.	1041466	19.99	–	1041466	19.99	–	–
9.	Stable Trading Co. Ltd.	869090	16.69	–	869090	16.69	–	–
10.	Sudha Apparels Ltd.	1014322	19.47	–	1014322	19.47	–	–
11.	CrishparkVincom Ltd.	1737	0.03	–	1737	0.03	–	–
12.	Global Jindal Fin Invest Ltd.	57	0.00	–	57	0.00	–	–
	<b>Total</b>	<b>3686740</b>	<b>70.78</b>	<b>–</b>	<b>3686740</b>	<b>70.78</b>	<b>–</b>	<b>–</b>

## (iii) Change in Promoters Shareholding

S.No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the Company
NO CHANGE DURING THE YEAR								

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

S.No.	Name of shareholders	Shareholding		Date of transaction	Increase/ decrease in shareholding during the year	Reason	Cummulative Shareholding	
		No. of shares at the beginning of the year/at the end of the year	% of the total shares of the Company				No. of shares	% of the Total Shares of the Company
1	Daniel Vyappar Private Limited	246521 246521	4.73 4.73	01.04.2015 31.03.2016		No Change		
2	Concord Trexim Private Limited	141656 141656	2.72 2.72	01.04.2015 31.03.2016		No Change		
3	Deutsche Securities Mauritius Limited	72168 72168	1.39 1.39	01.04.2015 31.03.2016		No Change		
4	Zia Ul Rab Siddiqui	38802 40052	0.74 0.77	01.04.2015 30.10.2015 31.03.2016	1250	Transfer	40052	0.77
5	Pratik Gandhi	26056 26056	0.50 0.50	01.04.2015 31.03.2016		No Change		
6	Anil Kumar Goel	26000 26000	0.50 0.50	01.04.2015 31.03.2016		No Change		
7	GVN Fuels Ltd.	15903 15903	0.31 0.31	01.04.2015 31.03.2016		No Change		
8	Kailash Kumar Manwani	15315 15315	0.29 0.29	01.04.2015 31.03.2016		No Change		
9	Jollyben Bharat Kumar Jain	13686 13686	0.26 0.26	01.04.2015 31.03.2016		No Change		
10	Vimla Nandkishore Mistry	11846 12359	0.23 0.24	01.04.2015 24.07.2015 31.07.2015 31.03.2016	467 46	Transfer Transfer	12313 12359	0.24 0.24
11	Optimum Commercials Pvt. Ltd.	10000 10000	0.19 0.19	01.04.2015 31.03.2016		No Change		

# HARYANA CAPFIN LIMITED

## (v) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of Director/ KMPs	Shareholding at the beginning of the year (01.04.2015)		Increase/Decrease during the year		Cumulative Shareholding at the end of the year (31.03.2016)	
		No. of shares	% of total shares of the Company	No. of shares	Reason	No. of Shares	% of total shares of the Company
1.	Shri K.K. Khandelwal Director	0	0.00	0	Nil	0	0.00
2.	Shri K.K. Bhartia, Director	0	0.00	0	Nil	0	0.00
3.	Shri Shyam Lal Bindal, Director	0	0.00	0	Nil	0	0.00
4.	Smt. Shruti Raghav Jindal, Whole-Time Director	0	0.00	0	Nil	0	0.00
5.	Smt. Dipika Gupta, CFO*	0	0.00	0	Nil	N.A	N.A
6.	Shri Rajender Singh, CFO**	N.A	N.A	N.A	N.A	0	0.00
7.	Shri Tarun Dua CS	0	0.00	0	Nil	0	0.00

\* Resigned w.e.f 30th June, 2015

\*\* Appointed w.e.f 1st September, 2015

## V. INDEBTEDNESS

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

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

NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration of Managing Director, Whole-Time Director and/or Manager

S.No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Shruti Raghav Jindal, WTD	(₹)
<b>1.</b>	<b>Gross Salary</b>		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,109,360	2,109,360
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
<b>2.</b>	<b>Stock Option</b>	-	-
<b>3.</b>	Sweat Equity	-	-
<b>4.</b>	Commission - as % of profit - others, specify	-	-
<b>5.</b>	<b>Others, please specify</b>	-	-
	<b>Total (A)</b>	2,109,360	2,109,360

# HARYANA CAPFIN LIMITED

## B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (₹)
		K.K. Khandelwal	Shyam Lal Bindal	K.K. Bhartia	
	<b>Independent Directors</b>				
	• Fee for attending Board/Committee meetings	30,000	10,000	37,500	77,500
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>30,000</b>	<b>10,000</b>	<b>37,500</b>	<b>77,500</b>
	<b>Other Non-Executive Directors</b>				
	• Fee for attending Board/Committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>30,000</b>	<b>10,000</b>	<b>37,500</b>	<b>77,500</b>
	<b>Total Managerial Remuneration</b>				<b>21,86,860*</b>

\*Total remuneration to Whole Time Director and other Directors (being total of A and B)

## C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD

(In Rs.)

S. No.	Particulars of Remuneration	Tarun Dua, CS	Dipika Gupta*, CFO	Rajender Singh**, CFO	Total
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	375,056	275,268	208,152	8,58,476
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Options	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others specify	- - -	- - -	- - -	- - -
5.	Others (Ex gratia)	-	-	-	-
	<b>Total</b>	<b>375,056</b>	<b>275,268</b>	<b>208,152</b>	<b>8,58,476</b>

\* Resigned w.e.f 30th June, 2015

\*\* Appointed w.e.f 1st September, 2015

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

# HARYANA CAPFIN LIMITED

## CORPORATE GOVERNANCE REPORT

Sound Corporate Governance is essential to enhance the shareholders' trust and value. Your Company conducts its affairs with the highest levels of integrity, with proper authorizations, accountability, disclosure and transparency. The Company strongly believes in maintaining a simple and transparent corporate structure driven solely by business needs. Shareholders interests are on utmost priority while protecting the interest of other stakeholders, customers, suppliers and its employees and the management is only a trustee to carry out the activities in a truthful and fruitful manner.

Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 2, 2015 replacing the earlier listing agreement (w.e.f. December 1, 2015) with an aim to consolidate and streamline the provisions of earlier listing agreements for different segments of the Capital market.

The Company has executed fresh Listing Agreement with BSE Ltd. pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in compliance with the requirements as stipulated under Clause 49 of the Listing Agreements and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

### 1. BOARD OF DIRECTORS

#### Composition

The Company's policy is to have appropriate mix of Executive and Non-Executive/ Independent Directors including one women Director on the Board. The Company has one Executive Director who is also a promoter of the Company. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees, as specified in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all Companies in which they are Directors. The Directors have made necessary disclosures regarding their Committee positions. The size and composition of the Board Conforms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Board Functioning & Procedure

During the year ended 31st March, 2016, the Board of Directors met (5) five times and the gap between two meetings did not exceed 120 days. The Board meetings were held on 22nd April, 2015, 26th May, 2015, 5th August, 2015, 30th October, 2015 and 21st January, 2016. The Board periodically reviews the compliance report of all laws applicable to the Company. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting and also the number of Directorships held by them in other companies as on 31st March, 2016 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held		
			Board Meeting	Last AGM	Directorship	Committee Memberships	Committee Chairmanships
Smt. Shruti Raghav Jindal	Whole time Director	-	4	No	2	-	-
Shri Krishna Kumar Khandelwal *	Independent	-	3	Yes	4	2	2
Shri Shyam Lal Bindal	Independent	-	1	Yes	-	-	-
Shri K.K. Bhartia	Independent	-	5	Yes	3	-	-

\* Appointed as Director w.e.f 26th May, 2015

Note: 1. Only Audit and Stakeholders' Relationship Committees are considered.

2. Excludes directorship in Foreign Companies.



## SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel, inter alia, to discuss:

- the performance of Non Independent Directors and Board of Directors as a whole.
- the performance of the Chairman of the Company, taking into account the views of the Executive & Non-Executive Directors.
- the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

During the year under review, the Independent Directors met on January 21, 2016. All Independent Directors were present at the meeting.

## Familiarisation Programme

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee meetings on business and performance updates of the Company.

The details of familiarization programmes for Independent Directors are posted on the Company's website [www.haryanacapfin.com](http://www.haryanacapfin.com) and can be accessed at <http://www.haryanacapfin.com/Familiarization.pdf>.

## CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors (incorporating duties of Independent Directors as laid down in the Companies Act, 2013) and Senior Management personnel. The Code has also been posted on the Company's website [www.haryanacapfin.com](http://www.haryanacapfin.com)

The Code has been circulated to all members of the Board and senior management personnel and the compliance with the Code of Conduct is affirmed by them annually.

A declaration signed by the Whole Time Director of the Company is given below:

This is to certify that all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2016.

Date: 2nd August, 2016

**Shruti Raghav Jindal**  
Whole Time Director

## 2. AUDIT COMMITTEE

The terms of reference of the Audit Committee are as per guidelines set out in the in the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions towards the audit functions and monitors the quality of internal and statutory audit.

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of financial statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of statutory auditors, internal auditors and fixation of their remuneration, review of the quarterly and annual financial statements before submission to the Board, with particular reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013, review of adequacy and compliance of internal control systems and the internal audit function, review of compliance with applicable laws, inspection of records and audit reports, review of findings of internal investigations, review of statement of significant related party transactions, review of management letters/letter of internal control, weaknesses issued by statutory auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders, review the functioning of the Whistle Blower mechanism etc.

# HARYANA CAPFIN LIMITED

## COMPOSITION

The Audit Committee of the Company comprises of 3 Directors, out of which two are Independent Directors and one 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 Company Secretary acts as Secretary to the Audit Committee.

Minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting.

During the year under review 4 (four) Audit Committee meetings were held on 26th May, 2015, 5th August 2015, 30th October, 2015 and 21st January, 2016. The Composition of the Audit Committee and attendance at its meetings is as follows:

Members	Designation	No. of Meetings attended
Shri Kamal Kishore Bhartia	Chairman	4
Smt. Shruti Raghav Jindal	Member	3
Shri Shyam Lal Bindal*	Member	1
Shri Krishan Kumar Khandelwal **	Member	3

\* Ceased as a member of the Committee w.e.f. 26.05.2015

\*\* Appointed as a member of the Committee w.e.f. 26.05.2015

## INTERNAL AUDIT

The Company has appointed 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.

### 3. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Nomination and Remuneration Committee (NRC) and the terms of reference of the Committee are as per guidelines set out in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for the Directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

The Nomination and Remuneration Committee of the Company as on 31st March, 2016 comprised of three Directors consisting of all Independent Non-executive Directors. The Chairman of the Committee is an Independent Non-executive Director. During the year under review meeting of the Nomination and Remuneration Committee was held on 21st January, 2016.

Members	Designation	No. of Meetings attended
Shri Kamal Kishore Bhartia	Chairman	1
Shri Krishna Kumar Khandelwal	Member	1
Shri Shyam Lal Bindal*	Member	1

\* Ceased as member of the committee due to resignation w.e.f 30.05.2016

The Board has appointed Shri Sanjiv Gupta as a member of the Committee in the meeting held on 30.05.2016

#### Nomination and Remuneration Policy

The Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term

# HARYANA CAPFIN LIMITED

value creation for shareholders. This Remuneration Policy applies to Directors, Senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval.

As per the Policy followed by the Company, the Non-Executive Directors are paid remuneration in the form of sitting fees for attending Board and Audit Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is ₹ 7500 per Board meeting and ₹2500 per Audit Committee meeting.

Remuneration of Whole Time Director reflects the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole Time Directors, due consideration is given to pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The term of office and remuneration of Whole Time Director are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration packages for Whole Time Director are designed subject to the limits laid down under the Companies Act, 2013 to remunerate her fairly and responsibly. The Whole Time Director's remuneration comprises of salary and perquisites apart from retirement benefits as per rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The Whole Time Director is entitled to customary non-monetary benefits such as company's car, furnished accommodation, leave travel, communication facilities, etc.

Appointment of KMPs & Senior management and cessation of their services are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Whole-time Director broadly based on the Remuneration Policy.

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments are applicable to this category of personnel as in the case of those in the management cadre.

This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.

## Details of Directors' Remuneration

Details of remuneration paid to the Directors during the financial year ended 31st March, 2016 are as under:

a) Details of remuneration paid to Whole- Time Director:

(Amount in ₹)

Name	Salary	Perquisites & other benefits	Total
Smt. Shruti Raghav Jindal	21,09,360	Nil	21,09,360

b) The Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors and Audit Committee attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2016: -

Directors	Sitting Fees (₹)
Shri Krishna Kumar Khandelwal	30,000
Shri Shyam Lal Bindal	10,000
Shri Kamal Kishore Bhartia	37,500

# HARYANA CAPFIN LIMITED

Apart from receiving Directors' remuneration by way of sitting fee for attending each meeting of Board and Audit Committee, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March, 2016.

## 4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders' Relationship Committee under the Chairmanship of a Non Executive Director. The Committee meets periodically, to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of shares transfers/transmissions approved by the Committee are placed at the Board meetings from time to time.

### COMPOSITION

The constitution of the Stakeholders' Relationship Committee is as under:-

Members	Designation
Shri Kamal Kishore Bhartia	Chairman
Smt. Shruti Raghav Jindal	Member

### COMPLIANCE OFFICER

The Board has designated Company Secretary as Compliance Officer of the Company

### DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED AND REPLIED TO THE SATISFACTION OF SHAREHOLDERS

Number of Shareholders complaints received during the period 01.04.2015 to 31.03.2016	Nil
Number of complaints solved to the satisfaction of shareholders	Nil
Number of pending complaints as on 31.03.2016	Nil

### DESIGNATED EMAIL ID FOR INVESTORS

The Company has designated an exclusive email id for redressal of investors grievances i.e. investors@haryanacapfin.com

## 5. GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2012-13	30.09.2013	Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad- 402126 (Maharashtra)	4.00 P.M.
2013-14	26.09.2014	Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad- 402126 (Maharashtra)	11.00 A.M.
2014-15	28.09.2015	Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad- 402126 (Maharashtra)	4.30 P.M.

(II) Special resolutions passed in the previous three Annual General Meetings.

- In the AGM held on 30th September, 2013 : No Special resolution was passed.
- In the AGM held on 26th September, 2014 : Appointment of Smt. Shruti Raghav Jindal as Whole-Time Director
- In the AGM held on 28th September, 2015 : No Special resolution was passed.

## 6. 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. All transactions have been approved by the Audit Committee.

The Board has approved a policy on materiality of Related Party Transactions which has been uploaded on the website of the Company at the following link <http://www.haryanacapfin.com/RPTPOLICY.pdf>

### 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 during the last 3 years.

### iv) CEO/CFO Certificate

Smt. Shruti Raghav Jindal, Whole Time-Director and Shri Rajender Singh, CFO have furnished the required certificate to the Board of Directors pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### v) Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <http://www.haryanacapfin.com/VIGILMECHANISM.pdf>

### vi) Adoption of Mandatory and Non- mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has also complied with following non-mandatory requirements of Regulation 27 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Audit Qualifications

The Financial Statements of the Company are unqualified.

#### Reporting of Internal Auditor

The Internal Auditors of the Company make presentations to the Audit Committee on their reports.

#### Risk Management

The Company has detailed Risk Management Policy and the Board periodically reviews the procedures for its effective management.

#### DISCLOSURE ON NON COMPLIANCE

There was no such non compliance made by the Company on Corporate Governance Report as required under sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## 7. MEANS OF COMMUNICATION

The Company's financial results are communicated forthwith to BSE Ltd, Mumbai, where the Company's shares are listed, as soon as they are approved and taken on record by the Board of Directors of the Company. Thereafter the results are normally published in the Financial Express & Mumbai Lakshdeep. The financial results and all other relevant information is being uploaded on the Company's website [www.haryanacapfin.com](http://www.haryanacapfin.com).

## 8. GENERAL SHAREHOLDERS INFORMATION

### a) Annual General Meeting:

Date & Time : 27th September, 2016 at 4.30 P.M.  
Venue : Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli,  
N.H. 17 BKG Road, Taluka-Roha, Distt.-Raigad, Maharashtra

b) Financial Year : 1st April, 2015 to 31st March, 2016

# HARYANA CAPFIN LIMITED

- c) Book Closure : 15th September, 2016 to 20th September, 2016 (both days inclusive)  
d) Dividend : Not Applicable

## Financial Calendar (Tentative):

- Financial reporting for the quarter ended 30th June, 2016 Aug, 2016  
- Financial reporting for the quarter ending 30th Sept. 2016 Oct/Nov 2016  
- Financial reporting for the quarter ending 31st Dec. 2016 Jan/Feb 2017  
- Financial reporting for the Quarter/year ending 31st March, 2017 April/May, 2017

## Listing on Stock Exchanges:

The Equity Shares of the Company are listed on BSE Limited having its Office at Floor 25, P. J. Towers, Dalal Street, Mumbai - 400001, and Listing fee for the year 2016-17 has already been paid.

- Scrip ID** : HARYNACAP  
**Stock Code** : BSE 532855  
**NSDL/ CDSL - ISIN** : INE928H01019

## STOCK MARKET PRICE DATA FOR THE YEAR 2015-16

Month	HCL BSE Price (₹)		BSE SENSEX	
	High	Low	High	Low
April, 2015	25.40	16.25	29,094.61	26,897.54
May, 2015	24.05	17.85	28,071.16	26,423.99
June, 2015	17.85	15.20	27,968.75	26,307.07
July, 2015	22.00	14.40	28,578.33	27,416.39
August, 2015	22.05	15.65	28,417.59	25,298.42
September, 2015	15.55	12.05	26,471.82	24,833.54
October, 2015	15.66	12.65	27,618.14	26,168.71
November, 2015	15.00	13.00	26,824.30	25,451.42
December, 2015	15.70	13.55	26,256.42	24,867.73
January, 2016	19.43	14.21	26,197.27	23,839.76
February, 2016	21.40	14.30	25,002.32	22,494.61
March, 2016	18.50	13.59	25,479.62	23,133.18

## DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2016

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	4422	98.95	733117	14.08
5001 to 10000	23	0.51	156614	3.00
10001 to 50000	12	0.27	250386	4.81
50001 to 100000	4	0.09	281231	5.40
100001 to Above	8	0.18	3787333	72.71
<b>GRAND TOTAL</b>	<b>4469</b>	<b>100</b>	<b>5208681</b>	<b>100.00</b>

# HARYANA CAPFIN LIMITED

## SHAREHOLDING PATTERN AS ON 31ST MARCH, 2016:

Category	No. of Share held	% of Share holding
Promoters	3686740	70.78
Financial Institutions/ Banks	378	0.01
Foreign Portfolio Investors	72168	1.39
Bodies Corporate	523862	10.05
Indian Public	854256	16.40
NRI/OCB	71277	1.37
<b>GRAND TOTAL</b>	<b>5208681</b>	<b>100.00</b>

### Dematerialization of Shares

98.34% of total paid-up equity shares of the Company were in dematerialized form as on 31st March, 2016.

### Outstanding ADR/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 Agents:

Alankit Assignments Limited,  
Alankit Heights, 1E/13, Jhandelwala 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 generally 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 above or to the Corporate Office of the Company.

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

# HARYANA CAPFIN LIMITED

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## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

### **HARYANA CAPFIN LIMITED**

We have examined the compliance of conditions of Corporate Governance by HARYANA CAPFIN LIMITED ('the Company'), for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchange(s) for the period from 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period from 1st December 2015 to 31st March 2016.

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 to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

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 Hemant Singh & Associates**  
Company Secretaries

**Hemant Kumar Singh**  
Partner

FCS-6033  
C.P. No. : 6370

Place: New Delhi  
Dated: 2nd August, 2016



## MANAGEMENT DISCUSSION & ANALYSIS

### FORWARD LOOKING STATEMENT

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 risk arising from impact of changes in interest rate fluctuation, economic and political conditions. We cannot assure that outcome of this forward-looking statements will be realized. Factors like changes in Government regulations, tax laws and other factors may further influence the company's operations or performance. The Company disclaims any duty to update the information given in the aforesaid reports.

### ECONOMIC ENVIRONMENT OVERVIEW

In 2015-16, the Indian economy emerged as one of the few large economies with an encouraging outlook. The factors contributing to this positive outlook were controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and the boost to reforms, among others. Accordingly to IMF, India is set to become the world's fastest-growing economy by 2016, ahead of China.

The economic fundamentals are showing healthy trends, which corroborates the expected growth in the economy. Inflation has been largely tamed. The investment cycle in India is showing positive growth and expenditure on consumption is increasing, although in a fluctuating trend. This growth is likely to be sustainable considering government's focus on industrial activities, infrastructure development and ease of doing business.

Budget 2016 is a good indicator of the government's intentions and plans. With the global economy fraught with uncertainties, it is commendable that the Indian Government is sticking to its fiscal deficit target while pursuing the growth agenda. Government targets to narrow the central fiscal deficit to 3.5% in 2016-17, after having comfortably met its 3.9% target for 2015-16. While public investment and urban consumption were the major drivers for growth last fiscal year, a reinforcement of private investment and rural consumption is critical if growth is to remain strong in 2016-17 and 2017-18.

Non-Banking Financing Companies (NBFCs), continue to play a key role in the development of the Country, by being present in under banked and unbanked regions and participating in inclusive growth.

### BUSINESS OUTLOOK

The outlook for the sector over the next year looks comparatively better on account of positive trend in the economy which is expected to boost credit demand. This, along with renewal of certain infrastructure projects which have been cleared by the cabinet committee in recent months and rise in industrial growth and corporate capital expenditure also is expected to benefit most of the commercial assets financed by NBFCs. It is also expected to ease the pressure on the cash flows of their borrowers through improved utilization of their assets.

The Company was not exposed to the capital market at large during the year under review as it holds on as Promoters' stake in Maharashtra Seamless Limited (a Company with same group). Major operations of Maharashtra Seamless Ltd. cater to the Oil & Gas Sector, which is currently a very prominent and global sector.

The performance of your Company largely depends on the performance of the entity in which it holds investment. Your Company is looking forward for a sustainable growth in the investee Company in future and expect to earn reasonable return on the same which would enhance the shareholders' value.

# HARYANA CAPFIN LIMITED

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## OPPORTUNITIES & THREATS

The Company foresees, new opportunities to come up to expand its operations by way of equity participation in new projects/expansion of existing projects, considering long term growth potential of the Country. The NBFC sector holds immense potential in view of the Government of India's increased focus towards Financial Inclusion.

The economic recovery, coupled with contained inflation has brightened the prospects of business growth. With multiple players invading the market, the ability to compete effectively will depend, to some extent, on the Company's ability to raise low cost funds in future.

## 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.

## RISKS AND CONCERNS

As an NBFC, your Company is subjected to both external risk and internal risk. External risks due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes the strategic investments in a specific sector. Any downward movement in the prospects of the sector could be a threat to Company's prospects.

At this juncture of rapidly evolving macroeconomic risks, it becomes imperative for business to track the macroeconomic performance on an ongoing basis. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks, so as to arrive at a profitable investment decision.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with its size and nature of operations, covering assurance of recording all transaction details, regulatory compliance and protecting the Company assets from any kind of loss or misuse. Accounting records are adequate for preparation of financial statements and other financial information. Internal Audit is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Total income of the Company during the year was ₹ 202.05 lakhs as against ₹ 225.06 lakhs in the previous year. The profit before tax during the year was ₹ 162.10 lakhs as against ₹ 189.68 lakhs in the previous year. The Profit after tax was ₹ 151.64 lakhs as against ₹ 179.28 lakhs in the previous year.

## HUMAN RESOURCES

Your Company has employed professionals/experienced persons, playing an important role in the operations of the Company. The Company will strengthen its operative staff as and when the need arises.

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF HARYANA CAPFIN LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of HARYANA CAPFIN LIMITED ('the company') which comprises Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash 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 provision of the Act for safeguarding of 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 financial Statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provision 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 financial statements are free from material misstatement.

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

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, and its Profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. 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 enclosed in the "**Annexure A**" a statement on matters specified in paragraph 3 & 4 of the said order.

# HARYANA CAPFIN LIMITED

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2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of section 164(2) of the Act.
  - (f) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the Companies Act, 2013 ("the Act") is enclosed, refer to our separate report in "Annexure B"; and
  - (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. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For: A M A A & Associates**  
Chartered Accountants  
Firm Registration no. 013066C

**Mukesh Sharma**  
Partner  
Membership No. 505453

Place: New Delhi

Date : 30th May, 2016

## Annexure - "A" to the Auditor's Report

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) Fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.  
(c) According to the information and explanations give to us and based on our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The Company has no inventories, hence clause (a), (b) and (c) of paragraph 2 of the order are not applicable.
3. The company has not granted loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act., hence clause (a) and (b) of paragraph 3 of the order are not applicable to the Company.
4. In respect of loans, investments guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable . No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
7. (a) According to the information and explanation given to us and based on the records of the Company examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, cess and other material statutory dues applicable to it. The company did not have any dues on account of duty of excise.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, and cess were in arrears, as at 31st March 2016 for a period of more than six months from the date they became payable.
8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders
9. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument).
10. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company hence this clause is not applicable.

# HARYANA CAPFIN LIMITED

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13. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into non-cash transactions with directors or persons connected with him, accordingly the provisions of section 192 of Companies Act, 2013 are not applicable to the Company.
16. The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For: A M A A & Associates**  
Chartered Accountants  
Firm Registration no. 013066C

**Mukesh Sharma**  
Partner  
Membership No. 505453

Place: New Delhi

Date : 30th May, 2016

## **Annexure - "B" to the Auditor's Report**

### **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 HARYANA CAPFIN LIMITED ('the Company') as of 31st March 2016 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. 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 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 our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

# HARYANA CAPFIN LIMITED

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## **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 31st March 2016, 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: A M A A & Associates**  
Chartered Accountants  
Firm Registration no. 013066C

**Mukesh Sharma**  
Partner  
Membership No. 505453

Place: New Delhi

Date : 30th May, 2016



# HARYANA CAPFIN LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	As At 31.03.2016 (₹)	As At 31.03.2015 (₹)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	52,086,810	52,086,810
Reserves and Surplus	3	290,846,968	275,682,874
<b>Current Liabilities</b>			
Other current Liabilities	4	345,203	417,379
Short-Term Provisions	5	504,170	365,764
<b>Total Equity &amp; Liabilities</b>		<b>343,783,151</b>	<b>328,552,827</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	6	3,097,180	3,115,230
Non-current investments	7	256,198,232	258,220,796
Long Term advances	8	4,000	4,000
<b>Current assets</b>			
Cash and cash equivalents	9	148,686	234,616
Short-term loans and advances	10	84,335,053	66,978,185
<b>Total Assets</b>		<b>343,783,151</b>	<b>328,552,827</b>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

**For AMAA & Associates**  
Chartered Accountants  
Firm Reg. No. 013066C

**For & on Behalf of the Board**

**Mukesh Sharma**  
Partner  
Membership No. 50545

**Rajender Singh**  
CFO

**Shruti Raghav Jindal**  
Whole-time Director

**Sandhya Tiwari**  
Company Secretary

**Kamal Kishore Bhartia**  
Director

Place : New Delhi  
Dated : 30th May, 2016

# HARYANA CAPFIN LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
<b>Revenue</b>			
Revenue from operations	11.1	20,204,982	22,492,300
Other Income	11.2	-	13,353
<b>Total Revenue</b>		<b>20,204,982</b>	<b>22,505,653</b>
<b>Expenses</b>			
Employee benefit expense	12	3,075,151	2,744,651
Other expenses	13	858,663	743,308
Depreciation / Amortization	6	18,050	9,149
Contingent Provision against Standard Assets	14	42,807	40,260
<b>Total Expenses</b>		<b>3,994,671</b>	<b>3,537,368</b>
Profit before exceptional and extraordinary items and tax		16,210,311	18,968,285
Tax expenses			
- Current Year		1,044,000	1,040,000
- Earlier Year		2,217	-
Profit/(Loss) from continuing operations		15,164,094	17,928,285
Earning per equity share:			
Basic		2.91	3.44
Diluted		2.91	3.44

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

### For AMAA & Associates

Chartered Accountants  
Firm Reg. No. 013066C

### Mukesh Sharma

Partner  
Membership No. 50545

Rajender Singh  
CFO

Sandhya Tiwari  
Company Secretary

### For & on Behalf of the Board

Shruti Raghav Jindal  
Whole-time Director

Kamal Kishore Bhartia  
Director

Place : New Delhi  
Dated : 30th May, 2016

# HARYANA CAPFIN LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extraordinary items	16,210,311	18,968,285
Adjusted for:		
Contingent Provision against Standard Assets	42,807	40,260
<b>Operating Profit before Working Capital Changes</b>	16,253,118	19,008,545
Adjusted for:		
Trade & Other Receivables	(17,122,755)	(16,108,046)
Trade Payables & Others	23,423	377,710
<b>Cash Generated from operations</b>	(846,214)	3,278,209
Direct taxes Paid	(1,280,330)	(1,139,380)
<b>Cash Flow before extraordinary items</b>	(2,126,544)	2,138,829
<b>Net Cash From Operating Activities</b>	(2,126,544)	2,138,829
	A	
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Investments	2,022,564	(2,494,919)
Purchase of Fixed Assets	18,050	(180,851)
<b>Net Cash from Investing Activities</b>	2,040,614	(2,675,770)
	B	
<b>Net increase in Cash &amp; Cash Equivalents (A+B)</b>	(85,930)	(536,941)
Opening Balances of Cash and Cash Equivalents	234,616	771,557
Closing Balances of Cash and Cash Equivalents	148,686	234,616
Change in Cash and Cash Equivalents	(85,930)	(536,941)

As per our report of even date attached

**For AMAA & Associates**

Chartered Accountants  
Firm Reg. No. 013066C

**Mukesh Sharma**

Partner  
Membership No. 50545

Place : New Delhi  
Dated : 30th May, 2016

**Rajender Singh**  
CFO

**Sandhya Tiwari**  
Company Secretary

**For & on Behalf of the Board**

**Shruti Raghav Jindal**  
Whole-time Director

**Kamal Kishore Bhartia**  
Director

# HARYANA CAPFIN LIMITED

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## NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

### 1. SUMMARY OF ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

#### a. Basis of Preparation and Accounting

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 2013 and in compliance with the applicable accounting standards. The accounting policies, except otherwise stated, have been consistently applied by the Company.

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle of 12 months and other criteria set-out in Schedule-III of the Companies Act, 2013.

#### 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 accrued on time proportion basis and recognised only if in the opinion of Management realisation is certain. Profit and loss on sale of investment is recognised on contract date. Dividend income is recognised when right to receive dividend is established.

#### d. Fixed Assets & Depreciation

Fixed Assets are stated at cost of acquisition, construction less accumulated depreciation. The cost comprises of purchase price and any other directly attributable cost of bringing the assets to working condition for its intended use. Depreciation on assets have been provided on pro-rata basis, for the period of use, on written down value method up to 31.03.2014, Depreciation is calculated at the rates prescribed under schedule XIV to the Companies Act, 1956. From 1.04.2014 depreciation is calculated by allocating the depreciable amount of each assets of its estimated useful life. Depreciation amount of asset is the cost of assets / W.D.V.as on 1.04.2014 less its residual value. Useful life on an asset is taking as prescribed under Schedule II of the Companies Act, 2013.

#### e. Investments

Long Term Investments are classified into Non current investments and others are classified as current Investment 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 Non current investments is made only if such a decline is other than temporary in the opinion of the management.

#### f. Inventories

Inventories are valued at lower of cost or net realisable value.

#### g. Employees Benefits

All employee benefits like salary, bonus, ex-gratia & others accruing & payable within the reporting accounting period are classified as Short Period and recognised on accrual basis.

Retirement benefits for Leave Encashment & Gratuity to employees are insignificant and un-funded Long-Term Term Liability classified as Non-Current. Gratuity payable to an employee is equal to 15 days salary for every completed year of service calculated as per Payment of Gratuity Act, 1972. Leave encashment liability is calculated for the period fixed by Company policy for which daily salary is arrived by dividing the salary last drawn. The liability for retirement benefits are restated on Balance Sheet date and difference with the opening balance is charged in the Profit & Loss Accounts.

## **h. 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 virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

## **i. 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 Provision against Standard Assets is accounted as per RBI directive on standard assets. Contingent Assets are neither accounted nor disclosed in the financial statements due to uncertainty of their realisation.

## **j. 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.

## **k. Impairment of Assets**

At each Balance Sheet Date, the Company assesses whether there is any indication that an assets has impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Account to the extent the carrying amount exceeds recoverable amount.

## **l. Borrowing Costs**

Borrowing cost attributable to acquisition of qualifying assets till date of acquisition is capitalised as part of cost of such assets. All other borrowing costs are classified as revenue expense

## **m. Earning Per Share**

Basic earning per share is calculated by dividing net profit available for distribution to Equity shareholder by weighted Average Number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing net profit available for distribution to Equity shareholder by weighted Average Number of Potential equity shares outstanding during the year arrived at giving effect to all dilutive options.

## **n. Research and Developments**

Revenue Expenditure on Research & Development is charged in the Statement of Profit & Loss of the year in which it is incurred. Capital Expenditure on Research & Development is capitalised with the cost of asset for which it is incurred.

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	As At 31.03.2016 (₹)	As At 31.03.2015 (₹)
<b>2 SHARE CAPITAL</b>		
Equity Share Capital		
<b>Authorised</b>		
6,000,000 (Previous Year 6,000,000) Equity Shares of ₹10/- each	<b>60,000,000</b>	60,000,000
	<b>60,000,000</b>	60,000,000
<b>Issued, subscribed &amp; fully paid share capital</b>		
5,208,681 (Previous Year 5,208,681) Equity Shares of ₹10/- each Fully Paid-Up	<b>52,086,810</b>	52,086,810
	<b>52,086,810</b>	52,086,810

The above included 43,470 numbers of fully paid up equity shares of ₹10/-each issued as Bonus shares and 5,139,486 equity shares of ₹10/- each issued for consideration other than cash as per order of Hon'ble High Court of Punjab & Haryana dated 27th July, 2006.

a Reconciliation of Shares Outstanding at the beginning and close of the year

Equity Shares	As at 31.03.2016		As at 31.03.2015	
	Nos.	₹	Nos.	₹
At the beginning of Year	5,208,681	52,086,810	5,208,681	52,086,810
Addition during the Year	-	-	-	-
Reduction during the Year	-	-	-	-
At the end of the Year	5,208,681	52,086,810	5,208,681	52,086,810

Equity shares holders have right to receive dividend, if proposed by the Board of Directors, subject to approval by shareholders at the General Meeting.

b Equity shareholders have no right to repayment of capital except, distribution of surplus assets on liquidation.

c List of persons holding more than 5% equity shares of ₹10/- each of the company:

Equity Shares	As at 31.03.2016		As at 31.03.2015	
	Nos.	%	Nos.	%
Stable Trading Co. Limited	869,090	16.69	869,090	16.69
Sudha Apparels Limited	1,014,322	19.47	1,014,322	19.47
Jindal Global Finance & Investment Limited	1,041,466	19.99	1,041,466	19.99

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	As At 31.03.2016 (₹)	As At 31.03.2015 (₹)
<b>3 RESERVE AND SURPLUS</b>		
<b>3.1 Other Reserves</b>		
<b>a. Statutory Reserve</b>		
As per last Balance Sheet	22,332,638	18,746,503
Add - Transferred from Profit & Loss Account during the year	3,033,000	3,586,135
	<b>25,365,638</b>	<b>22,332,638</b>
<b>b. General Reserve</b>		
As per last Balance Sheet	154,792,594	153,792,594
Add - Transferred from Profit & Loss Account during the year	1,000,000	1,000,000
	<b>155,792,594</b>	<b>154,792,594</b>
<b>3.2 Surplus in Profit &amp; Loss A/c</b>		
As per last Balance sheet	98,557,642	85,215,492
Add - During The Year	15,164,094	17,928,285
Less - Transfer to Statutory Reserve	3,033,000	3,586,135
Less - Transfer to General Reserve	1,000,000	1,000,000
	<b>109,688,736</b>	<b>98,557,642</b>
	<b>290,846,968</b>	<b>275,682,874</b>
<b>4 OTHERS CURRENT LIABILITIES</b>		
Liabilities For Expenses	243,467	270,787
Liabilities for Statutory Dues	101,736	146,592
	<b>345,203</b>	<b>417,379</b>
<b>5 SHORT TERM PROVISIONS</b>		
5.1 Provision for Employee Retirement Benefits	294,683	199,084
5.2 Contingent Provision for Standarded Assets		
Opening Balance	166,680	126,420
Add / (Less) during the year	42,807	40,260
	<b>209,487</b>	<b>166,680</b>
	<b>504,170</b>	<b>365,764</b>

## 6 FIXED ASSETS

### Tangible Assets

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	ASAT 01.04.2015	ADDITIONS	SALES/ ADJUST- MENTS	ASAT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	SALES/ ADJUST- MENTS	UPTO 31.03.2016	ASAT 31.03.2016	ASAT 31.03.2015
Land (Freehold)	2,934,379	-	-	2,934,379	-	-	-	-	2,934,379	2,934,379
Electrical Installation	190,000	-	-	190,000	9,149	18,050	-	27,199	162,801	180,851
Total	3,124,379	-	-	3,124,379	9,149	18,050	-	27,199	3,097,180	3,115,230
Previous Year	2,934,379	190,000	-	3,124,379	-	9,149	-	9,149	3,115,230	

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	AS AT 31.03.2016		AS AT 31.03.2015	
	Numbers of Shares/Units	(₹)	Numbers of Shares/Units	(₹)
<b>7 NON-CURRENT INVESTMENTS (Non- Trade)</b> (Fully paid up unless otherwise specified)				
<b>a. EQUITY SHARES</b>				
i) <b>Quoted</b>				
Maharashtra Seamless Limited of ₹ 5 each	2,852,540	255,724,872	2,852,540	255,724,872
ii) <b>Un-Quoted</b>				
Global Jindal Fin-invest Limited of ₹ 10 each	100	1,005	100	1,005
GVN Fuels Limited of ₹ 10 each	47,000	472,355	47,000	472,355
<b>b. CURRENT</b>				
ICICI Prudential Liquid Fund	-	-	10,003,443	2,022,564
		<b>256,198,232</b>		<b>258,220,796</b>
Aggregate Value of Unquoted Investments		<b>473,360</b>		473,360
Aggregate Value of Quoted Investments		<b>255,724,872</b>		255,724,872
Market Value of Quoted Investments		<b>411,621,522</b>		565,018,051
			<b>As At</b>	<b>As At</b>
			<b>31.03.2016</b>	<b>31.03.2015</b>
			<b>(₹)</b>	<b>(₹)</b>
<b>8 NON - CURRENT ASSETS</b>				
Long Term Loans & Advances				
Security Deposit		<b>4,000</b>		4,000
		<b>4,000</b>		<b>4,000</b>
<b>9 CASH AND CASH EQUIVALENTS</b>				
Balances with banks - In Current Account (Including cheque in hand Nil, Previous Year Nil)		<b>145,264</b>		229,439
Cash on hand		<b>3,422</b>		5,177
		<b>148,686</b>		<b>234,616</b>
<b>10 SHORT TERM LOANS AND ADVANCES</b>				
Loans to Body Corporate (Loans Repayable on demand, Unsecured Considered good)		<b>83,794,386</b>		66,671,763
Advance Income Tax (Net of Provision)		<b>532,950</b>		298,837
Others Advances recoverable in Cash or Kind		<b>7,717</b>		7,585
		<b>84,335,053</b>		<b>66,978,185</b>
		<b>84,483,739</b>		<b>67,212,801</b>

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.



# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
<b>11.1 REVENUE FROM OPERATIONS</b>		
Interest Income (TDS ₹ 582,710/-, Previous Year ₹535,450/-)	5,827,096	5,354,496
Dividend on shares	14,262,700	17,115,240
Profit on Mutual Fund	115,186	22,564
	<b>20,204,982</b>	<b>22,492,300</b>
<b>11.2 OTHER INCOME</b>		
Liabilities Written Off	-	13,353
	-	13,353
<b>12 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and wages	3,074,659	2,743,842
Staff welfare expenses	492	809
	<b>3,075,151</b>	<b>2,744,651</b>
<b>13 OTHER EXPENSES</b>		
Postage & Telephone	48,651	49,484
Printing & Stationary	47,539	47,003
Rent	13,666	13,476
Fee & subscription	238,576	126,220
Travelling & Conveyance	1,990	-
Electricity Expenses	58,670	36,955
Repair & maintenance	6,830	26,175
Legal & Professional Charges	173,813	112,615
Directors' Fee	77,500	62,500
Advertisement & Publicity	42,216	50,272
Share Maintenance Expenses	53,058	52,196
Auditors' Remuneration :		
- Audit Fee	34,350	33,708
- Tax Audit Fee	7,642	6,742
- In other Services	8,558	22,472
Miscellaneous expenses	41,999	56,595
Agricultural Expenses	-	44,142
Bank & DP Charges	3,605	2,753
	<b>858,663</b>	<b>743,308</b>
<b>14 CONTINGENT PROVISION AGAINST STANDARD ASSETS</b>		
Opening Balance	166,680	126,420
Add During the Year	42,807	40,260
Closing Balance	<b>209,487</b>	<b>166,680</b>

The Reserve Bank of India has notified vide its Notification No DNBS.222/CGM(US)-2011 dated 17th January, 2011 to make a provisio on 0.25% on the standard assets.

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 15 DEFERRED TAX ASSETS (NET)

Particulars	As At 31.03.2015	For The Year	As At 31.03.2016
Expenses disallowed U/s 43 B	61,518	29,539	<b>91,057</b>
Net Deferred Tax assets at the end of the year	61,518	29,539	<b>91,057</b>

In view of uncertainty of its realisation, Deferred Tax assets of ₹91,057/- as on 31st March, 2016 (Previous year ₹ 61,518/-) has not been recognised.

	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
<b>16 MANAGERIAL REMUNERATION</b>		
Salaries and Allowances	<b>2,109,360</b>	1,582,020
	<b>2,109,360</b>	1,582,020

### 17 RELATED PARTY DISCLOSURE AS PER ACCOUNTING STANDARD - 18

#### Related Parties

Nil

#### Key Managerial Personnel

Ms. Shruti Raghav Jindal, Wholetime Director

Mr. Rajender Singh, CFO

Mr. Tarun Dua, C.S.

#### Details of Transactions during the year are as follows:

(₹)

Particulars	31.03.2016	31.03.2015
<b>Dividend Received from related parties</b> Associate Company	-	17,115,240
<b>Remuneration</b> Key Management Personnel	<b>2,972,060</b>	1,713,913
<b>Investment in related parties</b> Associate Company	-	255,725,877

### 18 EARNING PER SHARE

Particulars	31.03.2016	31.03.2015
Net Profit after tax available for Equity Shareholders (₹)	<b>15,164,094</b>	17,928,285
Weighted average number of Equity Shares of ₹ 10/- each	<b>5,208,681</b>	5,208,681
Total number of shares	<b>5,208,681</b>	5,208,681
Basic / Diluted Earning per share (₹)	<b>2.91</b>	3.44

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 19 SEGMENT REPORTING

The Company is primarily engaged in Investment in shares and securities and financing which are not separate reportable segment as per Accounting Standard - 17 of The Institute of Chartered Accountants of India. Hence there is no separate segment-wise report to be furnished.

### 20 RESERVE BANK OF INDIA REGISTERED NON BANKING FINANCE COMPANY

The company is registered as Non Banking Finance Company with Reserve Bank of India vide Registration no. N-13.02048 dated 15.07.2013 and has been complying with prudential norms as prescribed by RBI for NBFC.

Additional particulars as required under Non-Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 are attached, under Separate Annexure - I.

### 21 Previous years figures have been regrouped / rearranged wherever necessary to conform to the reclassification as per Revised - Schedule-VI and make them comparable with current year.

Signatures to Accompanying Notes forming an integral part of the Financial Statements.

As per our report of even date attached

#### For AMAA & Associates

Chartered Accountants  
Firm Reg. No. 013066C

#### Mukesh Sharma

Partner  
Membership No. 50545

Place : New Delhi  
Dated : 30th May, 2016

#### For & on Behalf of the Board

**Rajender Singh**  
CFO  
**Sandhya Tiwari**  
Company Secretary

**Shruti Raghav Jindal**  
Whole-time Director  
**Kamal Kishore Bhartia**  
Director

# HARYANA CAPFIN LIMITED

## Annexure - I

### Schedule to the Balance Sheet of a non-deposit taking non-banking financial company

[as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015].

(₹)

Particulars			
<b>Liabilities side:</b>			
(1)	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	-	-
	(e) Commercial Paper	-	-
	(h) Other Loans (specify nature)	-	-
	* Please see note 1 below		
<b>Assets side:</b>			
		Amount Outstanding	
(2)	Break-up of Loans and Advances including bill receivable (other-than those included in (4) below):		
	(a) Secured	-	
	(b) Unsecured	83,794,386	
(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)	-	
	2. Unquoted:		
	Shares: (a) Equity	-	
	(b) Preference	-	
	Debentures and Bonds	-	
	Units of mutual funds	-	
	Government Securities	-	
	Others (please specify)	-	

# HARYANA CAPFIN LIMITED

	Long Term Investments:		
	1. Quoted:		
	Shares: (a) Equity		255,724,872
	(b) Preference		-
	Debentures and Bonds		-
	Units of mutual funds		-
	Government Securities		-
	Others (please specify)		-
	2. Unquoted:		
	Shares: (a) Equity		473,360
	(b) Preference		-
	Debentures and Bonds		-
	Units of mutual funds		-
	Government Securities		-
	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
	Subsidiaries	-	-
	Companies in the same group	-	-
	Other related parties	-	-
	2. Other than related parties	-	83,794,386
	Total	-	83,794,386
(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**		
	Subsidiaries	-	-
	Companies in the same group	-	-
	Other related parties	411,637,596	255,724,872
	2. Other than related parties	41,957,370	473,360
	Total	453,594,966	256,198,232

\*\* As per Accounting Standard of ICAI (Please see Note 3)

(7)	Other Information	
	Particulars	Amount
	(i) Gross Non-Performing Assets	
	Related parties	-
	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

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Registered Office: Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road,  
Taluka Roha, Distt. Raigad - 402 126, Maharashtra  
Tel: 02194-238511-12 | Fax: 02194-238513  
Email: investors@haryanacapfin.com | Website: www.haryanacapfin.com  
CIN: L27209MH1998PLC236139

## NOTICE

Notice is hereby given that the 18th Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 27th September, 2016 at 4.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted"

2. To appoint a Director in place of Smt. Shruti Raghav Jindal, who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Smt. Shruti Raghav Jindal, (DIN-02208891) who retires by rotation be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the continuity of her tenure as Whole Time Director of the Company."

3. To ratify the appointment of the Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s A M A A & Associates, Chartered Accountants (Firm Registration No:-013066C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT Shri Sanjiv Gupta (DIN:06711209) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and holds office up to the date of the ensuing Annual General Meeting of the Company, and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature be and is hereby appointed as Director of the Company."

By order of the Board

Place : Gurgaon  
Dated : 2nd August, 2016

**SANDHYA TIWARI**  
Company Secretary

# HARYANA CAPFIN LIMITED

## NOTES:

- 1. 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 instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
4. Members desirous of getting any information in respect of Financial Statements of the Company are requested to send their queries in writing to the Company at its registered office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2016 to 20th September, 2016 (both days inclusive).
6. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
7. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name</b>	Smt. Shruti Raghav Jindal	Shri Sanjiv Gupta
<b>Age</b>	33 years	53 Years
<b>Qualification</b>	Graduate in International Management from Richmond University, London	Chartered Accountant
<b>Expertise in specific functional area</b>	Wide Experience in managing the Non-Banking Finance Companies and in the field of Business promotion and public relations.	Wide Experience in Finance & Accounts.
<b>Date of appointment as Director of the Company</b>	01.07.2014	30.05.2016
<b>Directorship of other companies</b>	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.	1. Jindal Premium Connections Pvt. Ltd.
<b>Chairman/Member of Committee of other Companies</b>	Nil	Nil
<b>No. of Shares Held</b>	Nil	Nil
<b>Inter-se relationship with other Directors</b>	None	None

# HARYANA CAPFIN LIMITED

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8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
9. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
10. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.

## 11. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 18th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members, who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 20th September, 2016.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman Director, within 48 hours from the conclusion of Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.haryanacapfin.com](http://www.haryanacapfin.com) and shall simultaneously be communicated to the Stock Exchange.

### **The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period begins on 24th September, 2016 (9:00 A.M) and ends on 26th September, 2016 (5:00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab to cast your vote.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



# HARYANA CAPFIN LIMITED

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> </ul>
	<ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
<b>OR</b> Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Haryana Capfin Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

# HARYANA CAPFIN LIMITED

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- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

### ITEM NO. 4

Shri Sanjiv Gupta was co-opted as an Additional Director of the Company on 30th May, 2016. Pursuant to Section 161 (1) of the Companies Act, 2013 (the Act), he holds office upto the date of the ensuing Annual General Meeting.

The Company has received notice, in writing, from a member, along with requisite amount under Section 160 of the Act, proposing his candidature as Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Except Shri Sanjiv Gupta and his relatives, none of the Directors and Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the resolution.

The Board commends the resolution for your approval.

By order of the Board

Place : Gurgaon  
Dated : 2nd August, 2016

**SANDHYA TIWARI**  
Company Secretary

# HARYANA CAPFIN LIMITED

Registered Office: Pipe Nagar, Village- Sukeli, N.H. -17, B.K.G. Road,

Taluka Roha, Distt. Raigad-402126, Maharashtra

Tel: 02194-238511-12 | Fax: 02194-238513

Email: investors@haryanacapfin.com | Website: www. haryanacapfin.com

CIN - L27209MH1998PLC236139

## PROXY FORM

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

Name of the Member(s) : .....

Registered Address : .....

: .....

E-mail ID : .....

Folio No. / DP ID and Client ID : .....

I/We, being the member(s) of .....shares of Haryana Capfin Limited, hereby appoint

1. Name : .....E-mail Id.....

Address : .....

Signature : .....or failing him/her

2. Name : .....E-mail Id.....

Address : .....

Signature : .....or failing him/her

3. Name : .....E-mail Id.....

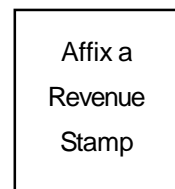
Address : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General meeting of the Company, to be held on Tuesday 27th September, 2016 at 4.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, N.H. -17, B.K.G Road, Taluka Roha, Distt. Raigad-402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Adoption of the Audited Financial Statements for the year ended 31st March, 2016 and the Reports of Directors and Auditors thereon.		
2.	Re-appointment of Smt. Shruti Raghav Jindal who retires by rotation		
3.	Ratification of appointment of Auditors and fixing their remuneration		
4.	Appointment of Shri Sanjiv Gupta as Director		

\*Applicable for investors holding shares in electronic form.



Signed this ..... day of ..... 2016

Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# HARYANA CAPFIN LIMITED

Registered Office: Pipe Nagar, village- Sukeli, N.H. -17, B.K.G. Road,

Taluka Roha, Distt. Raigad-402126, Maharashtra

Tel: 02194-238511-12 | Fax: 02194-238513

Email: investors@haryanacapfin.com | Website: www.haryanacapfin.com

CIN - L27209MH1998PLC236139

## ATTENDANCE SLIP FOR THE 18TH ANNUAL GENERAL MEETING

(to be hand over at the registration counter)

I/We hereby record my/our presence at the 18th Annual General Meeting of the Company on Tuesday, 27th September, 2016 at 4:30 P.M at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Folio No. /DP ID\*No. and Client ID\* No. \_\_\_\_\_

Number of Shares \_\_\_\_\_

Please (✓) in the Box

Member

Proxy

\_\_\_\_\_  
*First/sole Holder/Proxy*

\_\_\_\_\_  
*Second holder /Proxy*

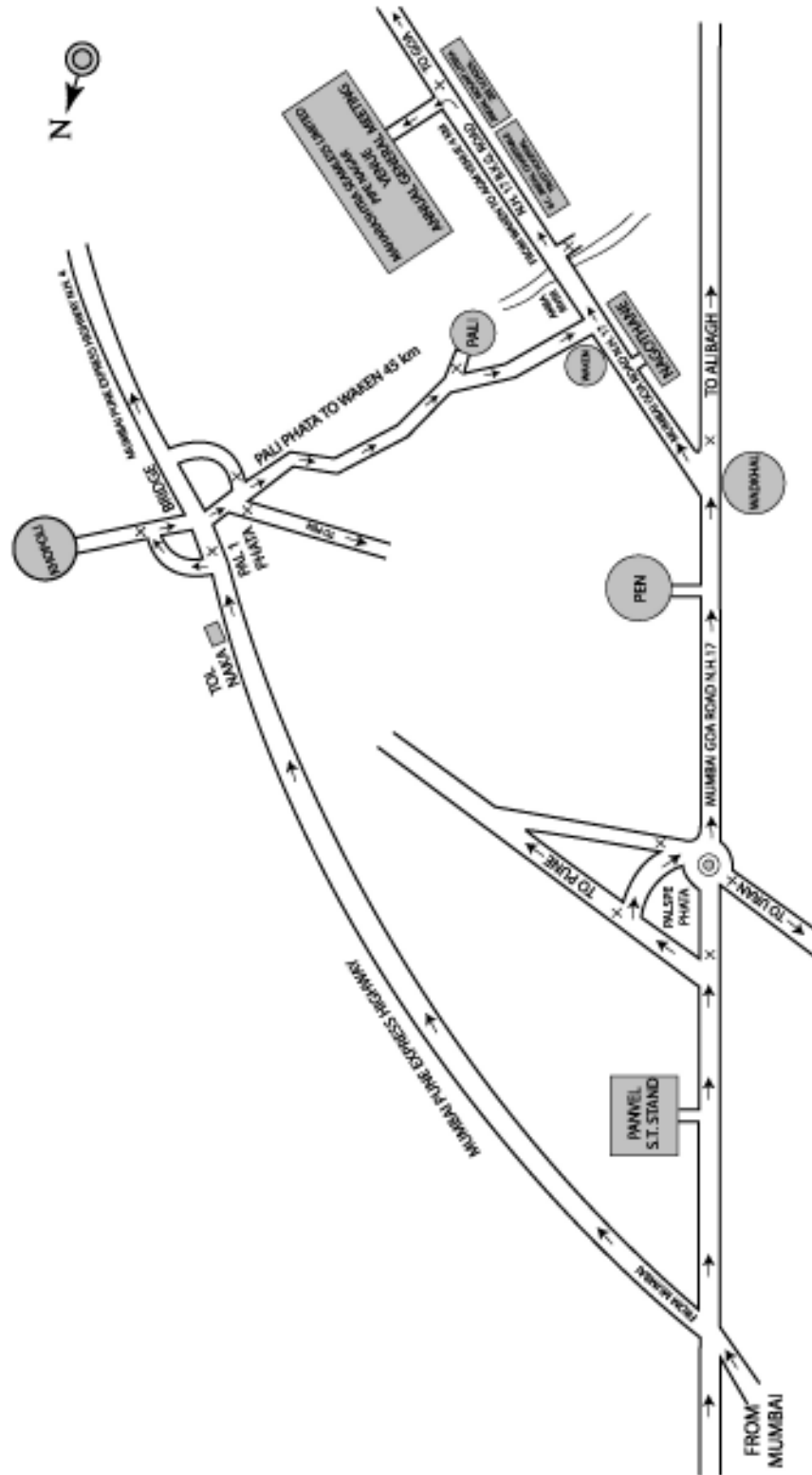
\_\_\_\_\_  
*Third holder /Proxy*

### NOTES:

- i. Member/ Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- ii. Duplicate Attendance Slip will not be issued at the venue.

\* Applicable only in case of investors holding shares in Electronic Form.

# Route Map for Annual General Meeting Venue



**HARYANA CAPFIN LIMITED**  
Plot No. 30, Institutional Sector-44  
Gurgaon - 122002  
Haryana