

# 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

E-Communication

Ref: HCL/G/SEC/SE/2019-20

September 2, 2019

**BSE Limited**

Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
MUMBAI - 400 001

Stock Code : 532855

Scrip ID : HARYNACAP

**Sub:**

- a. Annual Report for the financial year ended 31<sup>st</sup> March, 2019.
- b. Newspaper Publication of Notice of Annual General Meeting and information on remote e-voting.

Dear Sirs,

This is to inform that the 21<sup>st</sup> Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 24<sup>th</sup> September, 2019 at 4.30 P.M. at Jindal Mount Litera Zee School Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra.

We hereby submit copy of newspaper advertisement published in newspapers viz. Business Standard (in English) and Navshakti (in Marathi) on 2<sup>nd</sup> September, 2019 regarding Notice of Annual General Meeting, information on remote e-voting.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("e-voting"). The Remote e-voting Details are given below:

Cut-off Date for ascertaining list of shareholder for remote e-voting	17 <sup>th</sup> September, 2019
Remote e-voting Start date with time	Saturday, 21 <sup>st</sup> September, 2019 (9.00 A.M)
Remote e-voting End date with time	Monday, 23 <sup>rd</sup> September, 2019 (5.00 P.M)
Date of AGM	Tuesday, 24 <sup>th</sup> September, 2019

In terms of the requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit copy of Annual Report including Notice of AGM.

You are requested to kindly take the same on record.

Thanking you,

**For Haryana Capfin Limited**



**Rajender Singh**  
CFO

**JINDAL**  
D.F. JINDAL GROUP



**ANNUAL REPORT  
2018-19**

**HARYANA CAPFIN LIMITED**

# HARYANA CAPFIN LIMITED

## BOARD OF DIRECTORS

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

## 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  
HDFC Bank

## 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  
Gurugram - 122 003  
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

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# HARYANA CAPFIN LIMITED

## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 21st Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2019.

### FINANCIAL RESULTS

The highlights of the financial results are as under:

	Year Ended 31.03.2019	Year Ended 31.03.2018
<b>Total Income</b>	<b>262.27</b>	212.29
<b>Profit before Tax</b>	<b>208.37</b>	164.20
Less: Provision for Tax		
- Current	9.50	6.00
- Earlier years	-	0.88
<b>Profit after Tax</b>	<b>198.87</b>	157.32
Balance brought forward from previous year	<b>1274.30</b>	1158.45
<b>Profit available for appropriation</b>	<b>1473.17</b>	1315.77
<b>Appropriations</b>		
- Statutory Reserves	39.77	31.47
- Transfer to General Reserve	10.00	10.00
- Surplus carried to Balance sheet	1423.40	1274.30
	<b>1473.17</b>	1315.77

### 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.

### RESULTS OF OPERATIONS

Total income of the Company during the year was Rs. 262.27 lakhs as against Rs. 212.29 lakhs in the previous year. The profit before tax during the year was Rs. 208.37 lakhs as against Rs. 164.20 lakhs in the previous year. The Profit after tax was Rs. 198.87 lakhs as against Rs. 157.32 lakhs in the previous year.

### SUBSIDIARY COMPANY

The Company has no subsidiary as on 31st March, 2019.

### 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 appointed Shri Saket Jindal as an Additional Director of the Company on 20th March, 2019. Shri Sanjiv Gupta resigned as Director of the Company on 1st June, 2019.

Pursuant to Section 149 of the Companies Act, 2013, the Board recommends re-appointment of Shri Kamal Kishore Bhartia as Independent Director for a further period of five years. The Nomination and Remuneration Committee of the Board of Directors has recommended his appointment for a further period of five years.

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

Brief resume of Directors, who are proposed to be appointed/re-appointed is furnished in the Explanatory Statement and attachment to the notice of the Annual General Meeting.

# HARYANA CAPFIN LIMITED

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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.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Smt. Shruti Raghav Jindal, Whole-Time Director, Shri Rajender Singh, CFO and Smt. Sandhya Tiwari, Company Secretary.

## **BOARD MEETINGS**

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

## **BOARD EVALUATION**

The Board of Directors has carried out the 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 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 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.

## **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 weakness 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, 2019, 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, 2019 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; and
- (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 contract/ arrangement/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.

## **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 till the conclusion of 22nd Annual General Meeting.

# HARYANA CAPFIN LIMITED

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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.

## **COST RECORDS**

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

## **SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standard i.e SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively have been duly followed by the Company.

## **SECRETARIAL AUDIT**

The Board has appointed M/s Hemant Singh & Associates, Company Secretaries to conduct Secretarial Audit for the financial year ended 31st March, 2019. The Secretarial Audit Report for the year ended 31st March, 2019 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

A Certificate under Clause (i) of point (10) of para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by M/s Hemant Singh and Associates, Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is attached as **Annexure A**.

## **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 Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms 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, 2019 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 : Gurugram  
Dated : 7th August, 2019

**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, 2019

[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 2019** 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, 2019** 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, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(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.
- (vi) Other laws applicable specifically to the Company namely:
- a. Non-Banking Financial Company - Non Systematically Important Non Deposit Taking Company (Reserve Bank ) Directions 2016 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 :

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, as per our audit of records of the Company and as per the explanations and clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that

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

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

Date: 7th August, 2019

Place: New Delhi

This Report is to be read with Annexure A, which forms an integral part of this report.

# HARYANA CAPFIN LIMITED

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Annexure A

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy 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

Date: 7th August, 2019  
Place: New Delhi

# HARYANA CAPFIN LIMITED

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and clause (i) of Point (10) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members  
**Haryana Capfin Limited**  
Pipe Nagar, Village -Sukeli,  
N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. - Raigad, Maharastra-402126

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Haryana Capfin Limited bearing CIN L27209MH1998PLC236139 and Registered Office at 'Pipe Nagar, Village - Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. - Raigad Maharastra-402126 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause (i) of Point (10) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. No.	Name of Director	Director Identification Number (DIN)
1.	Mr. KAMAL KISHORE BHARTIA	00081236
2.	Mr. SAKET JINDAL	00405736
3.	Mr. KRISHNA KUMAR KHANDELWAL	00455369
4.	Ms. SHRUTI RAGHAV JINDAL	02208891
5	Mr. SANJIV GUPTA	06711209

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of 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

Date: 7th August, 2019  
Place: New Delhi

# HARYANA CAPFIN LIMITED

## FORM NO. MGT-9

### Extract of Annual Return

As on the financial year ended on 31st March, 2019

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

#### I. REGISTRATION AND OTHER DETAILS:

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: <a href="mailto:investors@haryanacapfin.com">investors@haryanacapfin.com</a> Website: <a href="http://www.haryanacapfin.com">www.haryanacapfin.com</a>
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: <a href="mailto:rta@alankit.com">rta@alankit.com</a>

#### 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, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% 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	54254	-	54254	1.04	-0.34
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>54368</b>	<b>264</b>	<b>54632</b>	<b>1.05</b>	<b>-0.34</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	558076	9943	568019	10.91	541725	9940	551665	10.59	-0.32
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	653136	72417	725553	13.93	604553	67042	671595	12.89	-1.04
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	87251	-	87251	1.68	154407	-	154407	2.96	1.28
<b>c) others (Specify)</b>									
i) NRI	62503	-	62503	1.20	61268	-	61268	1.17	-0.03
ii) Corporate Body (Foreign)	0	1	1	0.00	0	1	1	0.00	0.00
iii) Clearing Members	254	-	254	0.00	140	-	140	0.00	0.00
iv) Trust	5814	-	5814	0.11	5700	-	5700	0.11	0.00
v) HUF	-	-	-	-	22533	-	22533	0.43	0.43
<b>Sub-Total (B)(2):</b>	<b>1367034</b>	<b>82361</b>	<b>1449395</b>	<b>27.83</b>	<b>13990326</b>	<b>76983</b>	<b>1467309</b>	<b>28.15</b>	<b>0.32</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1439316</b>	<b>82625</b>	<b>1521941</b>	<b>29.22</b>	<b>1444694</b>	<b>77247</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>5126056</b>	<b>82625</b>	<b>5208681</b>	<b>100.00</b>	<b>5131434</b>	<b>77247</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, 2018)			Shareholding at the end of the year (As on 31st March, 2019)			% 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	27,364	0.53	-	27,364	0.53	-	-
2.	D P Jindal & Sons	141,664	2.72	-	141,664	2.72	-	-
3.	Saket Jindal	117,579	2.26	-	117,579	2.26	-	-
4.	Savita Jindal	157,924	3.03	-	157,924	3.03	-	-
5.	Raghav Jindal	7,395	0.14	-	7,395	0.14	-	-
6.	Rachna Jindal	57,767	1.11	-	57,767	1.11	-	-
7.	Brahmadev Holding & Trading Ltd.	250,375	4.81	-	250,375	4.81	-	-
8.	Jindal Global Finance & Investment Ltd.	791,466	15.19	-	791,466	15.19	-	-
9.	Odd & Even Trades and Finance Ltd.	250,000	4.80	-	250,000	4.80	-	-
10.	Stable Trading Co. Ltd.	869,090	16.69	-	869,090	16.69	-	-
11.	Sudha Apparels Ltd.	1,014,322	19.47	-	1,014,322	19.47	-	-
12.	Crishpark Vincom Ltd.	1,737	0.03	-	1,737	0.03	-	-
13.	Global Jindal Fin Invest Ltd.	57	0.00	-	57	0.00	-	-
	<b>Total</b>	<b>3,686,740</b>	<b>70.78</b>	<b>-</b>	<b>3,686,740</b>	<b>70.78</b>	<b>-</b>	<b>-</b>

## (iii) Change in Promoters Shareholding

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

# HARYANA CAPFIN LIMITED

## (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	Cumulative 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 Vyapaar Private Limited	246521	4.73	01.04.2018	No Change			
		246521	4.73	31.03.2019				
2.	Concord Trexim Private Limited	141656	2.72	01.04.2018	No Change			
		141656	2.72	31.03.2019				
3.	Deutsche Securities Mauritius Limited	72168	1.39	01.04.2018	-72168	Transfer	0	0
		0	0	28.09.2018 31.03.2019				
4.	Anmol Sekhri Consultants Pvt. Ltd.	55247	1.06	01.04.2018	975 600	Transfer Transfer	56222 56822	1.08 1.09
				14.12.2018 21.12.2018				
		56822	1.09	31.03.2019				
5.	DB International (Asia) Ltd.	0	0	01.04.2018	72168 -8164 -9750	Transfer Transfer Transfer	72168 64004 54254	1.39 1.23 1.04
				28.09.2018 31.12.2018				
				04.01.2019 31.03.2019				
		542540	1.04					
6.	Zia Ul Rab Siddiqui	40052	0.77	01.04.2018	No Change			
		40052	0.77	31.03.2019				
7.	Anil Kumar Goel	26000	0.50	01.04.2018	No Change			
		26000	0.50	31.03.2019				
8.	GVN Fuels Ltd.	15903	0.31	01.04.2018	No Change			
		15903	0.31	31.03.2019				
9.	Anmol Gobindram Sekhri	18250	0.35	01.04.2018				
				26.05.2018				
				22.06.2018				
				06.07.2018				
				20.07.2018				
				10.08.2018				
				17.08.2018				
				24.08.2018				
				31.08.2018				
				07.09.2018				
				14.09.2018				
				28.09.2018				
				21.12.2018				
				28.12.2018				
				04.01.2019				
				11.01.2019				
				18.01.2019				
				25.01.2019				
				08.02.2019				
				15.02.2019				
		22.02.2019						
		15.03.2019						
		22.03.2019						
		30.03.2019						
		31.03.2019						
		64603	0.32					
10.	Laxmi M Mistry	16628	0.32	01.04.2018	130	Transfer	16758	0.32
				27.04.2018				
		16758	0.32	31.03.2019				
11.	Kalpana Gupta	7454	0.14	01.04.2018	700 1103 1600 224 643 776 646 300 1654 400 400	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	8154 9257 10857 11081 11724 12500 13146 13446 15100 15500 15900	0.32 0.32 0.32 0.32 0.32 0.32 0.32 0.32 0.32 0.32 0.32 0.32
				29.06.2018				
				06.07.2018				
				27.07.2018				
				03.08.2018				
				02.11.2018				
				09.11.2018				
				23.11.2018				
				30.11.2018				
				04.01.2019				
				15.02.2019				
				22.02.2019				
				31.03.2019				
				15900				

# HARYANA CAPFIN LIMITED

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

S.No.	Name of shareholders	Shareholding					Cumulative Shareholding	
		No. of shares at the beginning of the year/at the end of the year	% of the total shares of the Company	Date of transaction	Increase/decrease in shareholding during the year	Reason	No. of shares	% of the Total Shares of the Company
12.	Shri Parasram Holdings Pvt. Ltd.	18038	0.35	01.04.2018				
				13.04.2018	-149	Transfer	17889	0.34
				20.04.2018	-397	Transfer	17492	0.34
				27.04.2018	-5208	Transfer	12284	0.24
				04.05.2018	-50	Transfer	12234	0.23
				15.06.2018	1000	Transfer	13234	0.25
				20.07.2018	-200	Transfer	13034	0.25
				03.08.2018	-165	Transfer	12869	0.25
				31.08.2018	-200	Transfer	12669	0.24
				07.09.2018	-673	Transfer	11996	0.23
				14.09.2018	-295	Transfer	11701	0.22
				28.09.2018	50	Transfer	11751	0.23
				29.09.2018	-100	Transfer	11651	0.22
				05.10.2018	3	Transfer	11654	0.22
				12.10.2018	-300	Transfer	11354	0.22
				19.10.2018	100	Transfer	11454	0.22
				02.11.2018	1	Transfer	11455	0.22
				09.11.2018	200	Transfer	11655	0.22
				16.11.2018	-200	Transfer	11455	0.22
				23.11.2018	-49	Transfer	11406	0.22
				07.12.2018	48	Transfer	11454	0.22
				14.12.2018	-109	Transfer	11345	0.22
				21.12.2018	-132	Transfer	11213	0.22
				28.12.2018	-373	Transfer	10840	0.21
				31.12.2018	-500	Transfer	10340	0.20
				04.01.2019	-99	Transfer	10241	0.20
				11.01.2019	-200	Transfer	10041	0.19
18.01.2019	-98	Transfer	9943	0.19				
08.02.2019	-109	Transfer	9834	0.19				
15.02.2019	-489	Transfer	9345	0.18				
22.02.2019	-218	Transfer	9127	0.18				
01.03.2019	-1	Transfer	9126	0.18				
15.03.2019	-512	Transfer	8614	0.17				
30.03.2019	100	Transfer	8714	0.17				
		8714	0.17	31.03.2019				

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

S.No.	Name of Director/ KMPs	Shareholding at the beginning of the year (01.04.2018)		Increase/Decrease during the year		Cumulative Shareholding at the end of the year (31.03.2019)	
		No. of shares	% of total shares of the Company	No. of shares	Reason	No. of Shares	% of total shares of the Company
1.	Smt. Shruti Raghav Jindal Whole-Time 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 Sanjiv Gupta, Director	0	0.00	0	Nil	0	0.00
4.	Shri K K Khandelwal, Director	0	0.00	0	Nil	0	0.00
5.	Shri Saket Jindal*	0	0.00	0	Nil	117579	2.26
6.	Shri Rajender Singh, CFO	0	0.00	0	Nil	0	0.00
7.	Smt Sandhya Tiwari, CS	0	0.00	0	Nil	0	0.00

\* Shri Saket Jindal was appointed as Director of the Company on 20th March, 2019



# HARYANA CAPFIN LIMITED

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<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 Indebtness 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		<b>2,109,360</b>
	(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		<b>2,109,360</b>

### B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors		Total Amount (₹)
		K.K. Khandelwal	K.K. Bhartia	
<b>1</b>	<b>Independent Directors</b>			
	• Fee for attending Board/Committee meetings	47,500	47,500	95,000
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (1)</b>	<b>47,500</b>	<b>47,500</b>	<b>95,000</b>
<b>2</b>	<b>Other Non-Executive Directors</b>			
	• Fee for attending Board/Committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
<b>3</b>	<b>Total (2)</b>	-	-	-
<b>4</b>	<b>Total (B)=(1+2)</b>	<b>47,500</b>	<b>47,500</b>	<b>95,000</b>
<b>5</b>	<b>Total Managerial Remuneration</b>			<b>2,204,360*</b>

\*Total remuneration to Whole Time Director and other Directors (being total of A and B)  
Mr. Sanjiv Gupta has waived his entitlement of sitting fees.

# HARYANA CAPFIN LIMITED

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Sandhya Tiwari, CS	Rajender Singh, CFO	
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	3,88,214	4,37,639	<b>8,25,853</b>
	(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>3,88,214</b>	<b>4,37,639</b>	<b>8,25,853</b>

## 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 level 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.

The Company is in compliance with the requirements as stipulated under 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 the 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 & 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, 2019, the Board of Directors met five times on 24th May, 2018, 13th August, 2018, 1st November, 2018, 11th February, 2019 and 20th March, 2019. 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, as also the number of Directorships held by them in other companies as on 31st March, 2019 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held				
			Board Meeting	Last AGM	Directorship	Name of Listed Entities	Category of Directorship	Committee Memberships	Committee Chairmanships
Smt. Shruti Raghav Jindal	Whole-Time Director	-	4	No	2	-	-	-	-
Shri Krishna Kumar Khandelwal	Independent	-	5	No	4	1. Jindal Drilling & Industries Ltd.	Independent Director	2	2
Shri Sanjiv Gupta	Director	-	5	No	3	-	-	1	-
Shri K.K. Bhartia	Independent	-	5	Yes	3	-	-	-	-
Shri Saket Jindal *	Director	117,579	1	No	6	1. Maharashtra Seamless Ltd.	Managing Director	1	-

\* Shri Saket Jindal was appointed as Director on 20th March, 2019

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 and 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 11th February, 2019. 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 Committee meetings on business and performance updates of the Company.

The detail 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 2019.

**Shruti Raghav Jindal**

Whole Time Director

Date: 7th August, 2019

## 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 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 is 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 Audit Committee meetings were held on 24th May, 2018, 13th August, 2018, 1st November, 2018 and 11th February, 2019. The Composition of the Audit Committee as on 31st March, 2019 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	4
Shri Krishan Kumar Khandelwal	Member	4

## INTERNAL AUDITORS

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 a Nomination and Remuneration Committee (NRC) and the terms of reference of the Nomination and Remuneration Committee are as per guidelines set out in the Regulation 19 of SEBI (Listing Obligations & 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 is comprised of three Directors out of which two are Independent Directors and one is Non- Executive Director. The Chairman of the Committee is an Independent Non-executive Director. During the year under review meetings of the Nominaion and Remuneration Committee were held on 11th February, 2019 and 20th March, 2019. The Nomination and Remuneration Committee of the Company, as on 31st March, 2019 comprised of the following:

Members	Designation	No. of meetings attended
Shri Kamal Kishore Bhartia	Chairman	1
Shri Krishna Kumar Khandelwal	Member	1
Shri Sanjiv Gupta	Member	1

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

# HARYANA CAPFIN LIMITED

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

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 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 is applicable to this category of personnel as in the case of those in the management cadre.

The Nomination and Remuneration Policy of the company has been uploaded and can be accessed on the Company's website at <https://www.haryanacapfin.com/Nomination%20and%20Remuneration%20Policy.pdf>

## Details of Directors' Remuneration

Details of remuneration paid to the Directors during the financial year ended 31st March 2019 are as under:

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

(Amount in ₹)

Name	Salary	Perquisites & other benefits	Total
Smt. Shruti Raghav Jindal	2,109,360	Nil	2,109,360

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, 2019: -

Directors	Sitting Fees (₹)
Shri Krishna Kumar Khandelwal	47,500
Shri Kamal Kishore Bhartia	47,500

Shri Sanjiv Gupta, has waived his entitlement for sitting fee.

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, 2019.

## 4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders' Relationship Committee under the Chairmanship of 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.

Stakeholders' Relationship Committee of the Board of Directors was reconstituted on 20th March, 2019. The constitution of the Stakeholders Relationship Committee is as under:-

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

\* Mr. Sanjiv Gupta was appointed as a member of the Committee w.e.f 20.03.2019

# HARYANA CAPFIN LIMITED

## COMPLIANCE OFFICER

The Board has designated Mrs. Sandhya Tiwari, 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 01.04.2018 to 31.03.2019	Nil
Number of complaints solved to the satisfaction of shareholders	NA
Number of pending complaints as on 31.03.2019	Nil

## DESIGNATED EMAIL ID FOR INVESTORS

The Company has designated an exclusive email id for redressal of investors grievances i.e. [investors@haryanacapfin.com](mailto:investors@haryanacapfin.com)

## 5. GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2015-16	27.09.2016	Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad- 402126 (Maharashtra)	4.30 P.M.
2016-17	26.09.2017	Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad- 402126 (Maharashtra)	4.30 P.M.
2017-18	25.09.2018	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.

- a) In the AGM held on 27th September, 2016 : No Special resolution was passed.
- b) In the AGM held on 26th September, 2017 : Appointment of Smt. Shruti Raghav Jindal as Whole-Time Director
- c) In the AGM held on 25th September, 2018 :
  - i) Continuation of Shri K.K Khandelwal as Director.
  - ii) Amendment of Objects Clause of the Memorandum of Association.
  - iii) Amendment of the liability Clause of the Memorandum of Association.
  - iv) Amendment of Articles of Association.

## 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 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, Business Standard & Mumbai Lakshdeep, Aapla Mahanagar/Navshakti. The financial results and all other relevant information is being uploaded on the company's website [www.haryanacapfin.com](http://www.haryanacapfin.com).

**8. CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Certificate on Corporate Governance has been annexed to the Board's Report.

**9. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

In compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, KMPs and designated employees.

**10. CORE SKILLS/EXPERTISE/COMPETENCIES FOR THE BOARD OF DIRECTORS**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, the Board has identified the following core skills/expertise/competencies for the Board of



# HARYANA CAPFIN LIMITED

Directors in the context of business of the Company to function effectively and those actually available with the Board as follows:

- (i) Industry specific knowledge/ experience;
- (ii) Financial literacy/expertise including appreciation of legal/ regulatory issues;
- (iii) General administrative expertise including HR matter; and
- (iv) Knowledge of contemporary socio economic issues.

## 11. GENERAL SHAREHOLDERS INFORMATION

### a) Annual General Meeting:

- Date & Time : 24th September, 2019 at 4.30 P.M.  
Venue : Jindal Mount Litera Zee School Auditorium , Pipe Nagar,  
Village-Sukeli, N.H. 17 BKG Road, Taluka-Roha, Distt.-Raigad,  
Maharashtra
- b) Financial Year : 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019  
c) Book Closure : Not applicable  
d) Dividend : Not Applicable

### Financial Calendar (Tentative):

- Financial reporting for the quarter ended 30th June, 2019 : Aug, 2019  
Financial reporting for the quarter ending 30th Sept. 2019 : Oct/Nov 2019  
Financial reporting for the quarter ending 31st Dec. 2019 : Jan/Feb 2020  
Financial reporting for the quarter/year ending 31st March, 2020 : April/May,2020

### 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 2019-20 has already been paid.

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

### STOCK MARKET PRICE DATA FOR THE YEAR 2018-19

Month	HCL BSE Price (₹)		BSE SENSEX	
	High	Low	High	Low
April, 2018	52.60	40.55	35,213.30	32972.56
May, 2018	49.95	38.90	35,993.53	34302.89
June, 2018	45.00	36.65	35,877.41	34784.68
July, 2018	39.90	31.95	37,644.59	35106.57
August, 2018	44.10	35.50	38,989.65	37128.99
September, 2018	45.30	37.05	38,934.35	35985.63
October, 2018	37.95	31.65	36,616.64	33291.58
November, 2018	39.30	35.40	36,389.22	34303.38
December, 2018	49.10	37.00	36,554.99	34426.29
January, 2019	47.50	40.15	36,701.03	35375.51
February, 2019	43.50	35.30	37,172.18	35287.16
March, 2019	47.30	38.85	36,830.25	35926.94

# HARYANA CAPFIN LIMITED

## DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2019

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	3945	98.85	675361	12.97
5001 to 10000	19	0.47	135317	2.59
10001 to 50000	13	0.33	290532	5.58
50001 to 100000	5	0.12	320138	6.15
100001 to Above	9	0.23	3787333	72.71
<b>GRAND TOTAL</b>	<b>3991</b>	<b>100</b>	<b>5208681</b>	<b>100</b>

## SHAREHOLDING PATTERN AS ON 31ST MARCH, 2019:

Category	No. of Share held	% of Shareholding
Promoters	3686740	70.78
Financial Institutions/ Banks	378	0.01
Foreign Portfolio Investors	54254	1.04
Bodies Corporate	551665	10.59
Indian Public	848535	16.29
NRI/OCB	61269	1.18
Trust	5700	0.11
Clearing Members	140	0.00
<b>GRAND TOTAL</b>	<b>5208681</b>	<b>100.00</b>

### Dematerialization of Shares

98.41% of total paid-up equity shares of the Company were in dematerialized form as on 31st March, 2019.

### Outstanding ADR/GDR/ Warrants and Convertible Bonds, Conversion date and likely impact on equity:

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

### Commodity price risk or foreign exchange risk and hedging activities

Company's nature of business is of investment and financing, hence there is no commodity price risk or foreign exchange risk.

### 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](mailto: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**

Pipe Nagar, Village - Sukeli,  
N.H-17, B.K.G. Road, Taluka Roha,  
Distt. - Raigad, Maharashtra-402126

We have examined the compliance of conditions of Corporate Governance by **HARYANA CAPFIN LIMITED** ('the Company'), for the year ended 31st March, 2019, as stipulated in Regulations 17 to 27 and Clause (b) to (i) of sub regulation (2) of regulation 46 and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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 Regulations.

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: 7th August, 2019

## 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

India's GDP grown by 6.8% in FY19 compared to 7.2% in FY18. This was due to lower growth in agriculture and mining sectors, lower government spending on public administration and weaknesses in domestic and external demand conditions. However, on the structural reforms front, the Goods and Services Tax (GST) and the Insolvency and Bankruptcy Code (IBC) continued evolving during the year. Also, in the World Bank's Ease of Doing Business rankings, India continued its ascent for the second consecutive year and reached the 77th rank.

The Indian economy faced a slew of challenges around mid-FY19 from the external front. This was triggered by a sharp increase in the global Brent price, leading to a sharp depreciation in the Rupee along with other emerging market currencies. Around the same time, the debt defaults by IL&FS group triggered a crisis of confidence in the NBFC sector, a critical source of finance for the real estate Sector. The liquidity tightness faced by NBFCs post the IL&FS crisis impacted leveraged consumer demand for auto varieties, consumer durables, housing etc., and credit flows to small and micro borrowers during Q3FY19. However, pragmatic and regulatory interventions helped easing the situation in Q4FY19.

### BUSINESS OUTLOOK

Several global forecasters, including the international Monetary Fund, have lowered their projections for the global economic growth in CY 2019 from a year earlier because of ongoing trade frictions, tightening of financial conditions and Brexit-related uncertainties.

Global slowdown and tight financial conditions are likely to impact India's GDP growth during FY20 which may remain flattish over its last year's level. Going by past trends, India's growth mix remains skewed towards consumption and away from investment during the general election year. Due to impact of general elections, financial markets and capital inflows witnessed volatility in Q1 FY20. Also, as the new political regime set to follow fiscal prudence in H2FY20 may impact public investments and growth in the latter part of the year.

On the positive side, a strong political mandate ensures political stability and policy continuity. Retail (CPI) inflation is projected by the Reserve Bank of India (RBI) to remain below 4% up to December 2019. This should enable the Monetary Policy Committee of RBI to implement easy monetary policy during a major part of FY20.

### 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.

# HARYANA CAPFIN LIMITED

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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 and internal risks. 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 the 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 the 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 Rs 262.27 lakhs as against Rs. 212.29 lakhs in the previous year. The profit before tax during the year was Rs. 208.37 lakhs as against Rs. 164.20 lakhs in the previous year. The Profit after tax was Rs. 198.87 lakhs as against Rs. 157.32 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 Audit of the Financial Statements

We have audited the accompanying financial statements of **Haryana Capfin Limited ('the Company')**, which comprises the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ('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 2019, and Profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Information other than the Financial Statements and Auditors' Report thereon

The Company's management and Board of directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are 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 state of affairs, profit / loss (including other comprehensive income), changes in equity 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 relevant rules issued thereunder. 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,

# HARYANA CAPFIN LIMITED

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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.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **Auditors' Responsibility for the audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of Internal Financial Control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated

in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 & Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows 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 written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. As informed to us 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.
3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

Place: New Delhi  
Date : 29th May 2019

**CA Mukesh Sharma**  
Partner  
Membership No. 505453



# HARYANA CAPFIN LIMITED

## **Annexure - "A" to the Independent Auditors' 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. It has been informed to us that no material discrepancies were noticed on such verification.  
(c) According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of immovable properties included in the fixed assets are held in the name of the Company.
- 2) The Company has no inventories as on 31st March 2019, hence clause (a), (b) and (c) of paragraph 2 of the order are not applicable.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Thus, the provisions of clause (a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- 5) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under.
- 6) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of the services rendered by the Company.
- 7) (a) According to the information and explanations 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, Goods and Services tax, custom duty, Cess and other material statutory dues applicable to it.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, Sales Tax, Service Tax, Wealth Tax, Custom duty, Cess and other material statutory dues were in arrears, as at 31st March 2019 for a period of more than six months from the date they became payable.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government and there are no dues to debenture holders during the year.
- 9) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 9 of the Order is not applicable to the Company.
- 10) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or 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) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- 13) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of the paragraph 14 of the Order are not applicable to the Company.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of the paragraph 15 of the Order 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

**CA Mukesh Sharma**  
Partner  
Membership No. 505453

Place: New Delhi  
Date : 29th May, 2019

## **Annexure - "B" to the Independent Auditors' Report**

(Refer to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' sections of our report of even date)

### **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 with reference to the financial statements of **Haryana Capfin Limited** ("the Company") as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. 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 with reference to financial statements 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 control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

#### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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;

# HARYANA CAPFIN LIMITED

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- (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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31st March 2019, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Place: New Delhi  
Date : 29th May, 2019

**Mukesh Sharma**  
Partner  
Membership No. 505453

# HARYANA CAPFIN LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2019

	Note No.	As At 31.03.2019 (₹)	As At 31.03.2018 (₹)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	52,086,810	52,086,810
Reserves and Surplus	3	335,412,471	315,525,425
<b>Current Liabilities</b>			
Other current Liabilities	4	556,223	560,712
Short-Term Provisions	5	866,075	672,742
<b>Total Equity &amp; Liabilities</b>		<b>388,921,579</b>	<b>368,845,689</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	6	3,043,030	3,061,080
Non-current investments	7	272,148,915	273,839,968
Long Term advances	8	4,000	4,000
<b>Current assets</b>			
Cash and cash equivalents	9	330,637	263,095
Short-term loans and advances	10	113,394,997	91,677,546
<b>Total Assets</b>		<b>388,921,579</b>	<b>368,845,689</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

**Mukesh Sharma**  
Partner  
Membership No. 505453

Place : Gurugram  
Dated : 29th May, 2019

**Rajender Singh**  
CFO  
PAN - APIPS0673Q

**Sandhya Tiwari**  
Company Secretary  
ACS 35964

### For & on Behalf of the Board

**Shruti Raghav Jindal**  
Whole-time Director  
DIN : 02208891

**Kamal Kishore Bhartia**  
Director  
DIN : 00081236

# HARYANA CAPFIN LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

	Note No.	Year Ended 31.03.2019 (₹)	Year Ended 31.03.2018 (₹)
<b>Revenue</b>			
Revenue from operations	11.1	26,212,391	21,228,389
Other Income	11.2	15,000	1,409
<b>Total Revenue</b>		<b>26,227,391</b>	<b>21,229,798</b>
<b>Expenses</b>			
Employee benefit expense	12	4,081,234	3,780,507
Other expenses	13	1,237,123	1,000,771
Depreciation / Amortization	6	18,050	18,050
Contingent Provision against Standard Assets	14	53,938	10,386
<b>Total Expenses</b>		<b>5,390,345</b>	<b>4,809,714</b>
Profit before exceptional and extraordinary items and tax		<b>20,837,046</b>	16,420,084
Profit before tax		<b>20,837,046</b>	16,420,084
Tax expenses			
- Current Year		950,000	600,000
- Earlier Years		-	87,793
Total Tax Expenses		<b>950,000</b>	687,793
Profit/(Loss) from continuing operations		<b>19,887,046</b>	15,732,291
Earning per equity share:			
Basic		3.82	3.02
Diluted		3.82	3.02

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. 505453

Place : Gurugram  
Dated : 29th May, 2019

**Rajender Singh**  
CFO  
PAN - APIPS0673Q

**Sandhya Tiwari**  
Company Secretary  
ACS 35964

### For & on Behalf of the Board

**Shruti Raghav Jindal**  
Whole-time Director  
DIN : 02208891

**Kamal Kishore Bhartia**  
Director  
DIN : 00081236

# HARYANA CAPFIN LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Year Ended 31.03.2019 (₹)	Year Ended 31.03.2018 (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extraordinary items	20,837,046	16,420,084
<b>Adjusted for:</b>		
Contingent Provision against Standard Assets	53,938	10,386
<b>Operating Profit before Working Capital Changes</b>	20,890,984	16,430,470
<b>Adjusted for:</b>		
Trade & Other Receivables	(21,788,630)	(5,080,517)
Trade Payables & Others	134,906	313,746
<b>Cash Generated from operations</b>	(762,740)	11,663,699
Direct taxes Paid	(878,821)	189,324
<b>Cash Flow before extraordinary items</b>	(1,641,561)	11,853,023
<b>Net Cash From Operating Activities</b>	A (1,641,561)	11,853,023
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Investments	1,691,053	(12,108,930)
Purchase of Fixed Assets	18,050	18,050
<b>Net Cash from Investing Activities</b>	B 1,709,103	(12,090,880)
<b>Net increase in Cash &amp; Cash Equivalents (A+B)</b>	67,542	(237,857)
Opening Balances of Cash and Cash Equivalents	263,095	500,952
Closing Balances of Cash and Cash Equivalents	330,637	263,095
Change in Cash and Cash Equivalents	67,542	(237,857)

As per our report of even date attached

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

**Mukesh Sharma**  
Partner  
Membership No. 505453

Place : Gurugram  
Dated : 29th May, 2019

**Rajender Singh**  
CFO  
PAN - APIPS0673Q

**Sandhya Tiwari**  
Company Secretary  
ACS 35964

**For & on Behalf of the Board**

**Shruti Raghav Jindal**  
Whole-time Director  
DIN : 02208891

**Kamal Kishore Bhartia**  
Director  
DIN : 00081236

# HARYANA CAPFIN LIMITED

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## NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

### 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 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 31.03.2019 (₹)	As At 31.03.2018 (₹)
<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 31.03.2019		As at 31.03.2018	
	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 31.03.2019		As at 31.03.2018	
	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	791,466	15.19	791,466	15.19

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	As At 31.03.2019 (₹)	As At 31.03.2018 (₹)
<b>3 RESERVE AND SURPLUS</b>		
<b>3.1 Other Reserves</b>		
<b>a. Statutory Reserve</b>		
As per last Balance Sheet	30,302,079	27,155,138
Add - Transferred from Profit & Loss Account during the year	3,977,500	3,146,941
	<b>34,279,579</b>	<b>30,302,079</b>
<b>b. General Reserve</b>		
As per last Balance Sheet	157,792,594	156,792,594
Add - Transferred from Profit & Loss Account during the year	1,000,000	1,000,000
	<b>158,792,594</b>	<b>157,792,594</b>
<b>3.2 Surplus in Profit &amp; Loss A/c</b>		
As per last Balance sheet	127,430,752	115,845,402
Add - During The Year	19,887,046	15,732,291
Less - Transfer to Statutory Reserve	3,977,500	3,146,941
Less - Transfer to General Reserve	1,000,000	1,000,000
	<b>142,340,298</b>	<b>127,430,752</b>
	<b>335,412,471</b>	<b>315,525,425</b>
<b>4 OTHERS CURRENT LIABILITIES</b>		
Liabilities For Expenses	402,081	526,170
Liabilities for Statutory Dues	154,142	34,542
	<b>556,223</b>	<b>560,712</b>
<b>5 SHORT TERM PROVISIONS</b>		
5.1 Provision for Employees Retirement Benefits	585,740	446,345
5.2 Contingent Provision for Standard Assets		
Opening Balance	226,397	216,011
Add / (Less) during the year	53,938	10,386
	<b>280,335</b>	<b>226,397</b>
	<b>866,075</b>	<b>672,742</b>

## 6 FIXED ASSETS

### Tangible Assets

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	ASAT 01.04.2018	ADDITIONS	SALES/ ADJUST- MENTS	ASAT 31.03.2019	UPTO 31.03.2018	FOR THE YEAR	SALES/ ADJUST- MENTS	UPTO 31.03.2019	ASAT 31.03.2019	ASAT 31.03.2018
Land (Freehold)	2,934,379	-	-	2,934,379	-	-	-	-	2,934,379	2,934,379
Electrical Installation	190,000	-	-	190,000	63,299	18,050	-	81,349	108,651	126,701
Total	3,124,379	-	-	3,124,379	63,299	18,050	-	81,349	3,043,030	3,061,080
Previous Year	3,124,379	-	-	3,124,379	27,199	18,050	-	45,249	3,079,130	

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

	AS AT 31.03.2019		AS AT 31.03.2018	
	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>				
ABSL Banking & PSU Debt Fund - Growth	4,901.600	993,795	18,010.121	3,641,736
Aditya Birla Sunlife Money Manager Fund - Growth	20,995.674	4,696,027	62,593	14,000,000
Kotak Equity Arbitrage Fund - Monthly Dividend	955,810.111	10,260,861	-	-
		<b>272,148,915</b>		<b>273,839,968</b>
Aggregate Value of Unquoted Investments		473,360		473,360
Aggregate Value of Quoted Investments		255,724,872		255,724,872
Market Value of Quoted Investments		1,417,712,380		1,213,327,889
		<b>As At</b>	<b>As At</b>	
		<b>31.03.2019</b>	<b>31.03.2018</b>	
		<b>(₹)</b>	<b>(₹)</b>	
<b>8 NON - CURRENT ASSETS</b>				
Long Term Loans & Advances				
Security Deposit		4,000		4,000
		<b>4,000</b>		<b>4,000</b>
<b>CURRENT ASSETS</b>				
<b>9 CASH AND CASH EQUIVALENTS</b>				
Balances with banks - In Current Account (Including cheque in hand Nil, Previous Year Nil)		326,367		259,964
Cash on hand		4,270		3,131
		<b>330,637</b>		<b>263,095</b>
<b>10 SHORT TERM LOANS AND ADVANCES</b>				
Loans to Body Corporate (Loans Repayable on demand, Unsecured Considered good)		112,134,037		90,558,398
Advance Income Tax (Net of Provision)		45,297		116,476
Others Advances recoverable in Cash or Kind		1,215,663		1,002,672
		<b>113,394,997</b>		<b>91,677,546</b>
<b>Total Current Assets</b>		<b>113,725,634</b>		<b>91,940,641</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 31.03.2019 (₹)	Year Ended 31.03.2018 (₹)
<b>11.1 REVENUE FROM OPERATIONS</b>		
Interest Income (TDS Rs. 778,820/-, Previous Year Rs.685,676/-)	7,788,204	6,856,760
Dividend	17,376,101	14,262,700
Profit on Mutual Fund	1,048,086	108,929
	<u>26,212,391</u>	<u>21,228,389</u>
<b>11.2 OTHER INCOME</b>		
Miscellaneous Income	15,000	-
Liabilities Written Off	-	1,409
	<u>15,000</u>	<u>1,409</u>
<b>12 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and wages	4,027,048	3,746,926
Staff welfare expenses	54,186	33,581
	<u>4,081,234</u>	<u>3,780,507</u>
<b>13 OTHER EXPENSES</b>		
Postage & Telephone	110,180	35,696
Printing & Stationary	79,662	72,018
Rent	14,160	14,070
Fee & Subscription	301,000	299,500
Travelling & Conveyance	8,575	5,805
Electricity Expenses	31,352	50,394
Legal & Professional Charges	148,319	182,266
Directors' Fee	95,000	80,000
Advertisement & Publicity	83,736	82,634
Membership Fee	109,740	-
Share Maintenance Expenses	56,146	53,394
Auditors' Remuneration :		
- Audit Fee	35,400	35,400
- Tax Audit Fee	7,080	7,080
- In other Services	11,800	17,700
Miscellaneous expenses	141,787	48,859
Agricultural Expenses	-	12,850
Bank & DP Charges	3,186	3,105
	<u>1,237,123</u>	<u>1,000,771</u>
<b>14 CONTINGENT PROVISION AGAINST STANDARD ASSETS</b>		
Opening Balance	226,397	216,011
Add During the Year	53,938	10,386
Closing Balance	<u>280,335</u>	<u>226,397</u>

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

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 15 DEFERRED TAX ASSETS (NET)

Particulars	As At 31.03.2018	For The Year	As At 31.03.2019
Expenses disallowed U/s 43 B	114,934	35,894	<b>150,828</b>
Net Deferred Tax assets at the end of the year	114,934	35,894	<b>150,828</b>

In view of uncertainty of its realisation, Deferred Tax assets of Rs. 150,828/- as on 31st March, 2019 ( Previous year Rs. 1,14,934/-) has not been recognised.

	Year Ended 31.03.2019 (₹)	Year Ended 31.03.2018 (₹)
<b>16 MANAGERIAL REMUNERATION</b>		
Salaries and Allowances	<b>2,210,772</b>	2,489,653

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

#### Related Parties

Nil

#### Key Managerial Personnel

Mrs. Shruti Raghav Jindal, Wholetime Director

Mr. Rajender Singh, CFO

Mrs. Sandhya Tiwari, C.S.

#### Related Parties with whom Transaction have taken place during the Year

(₹)

Particulars	31.03.2019	31.03.2018
<b>Remuneration</b>		
Key Management Personnel	<b>3,061,683</b>	3,274,293

### 18 EARNING PER SHARE

Particulars	31.03.2019	31.03.2018
Net Profit after tax available for Equity Shareholders (Rs.)	<b>19,887,046</b>	15,732,291
Weighted average number of Equity Shares of Rs. 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 (Rs.)	<b>3.82</b>	3.02

### 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.

# HARYANA CAPFIN LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 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-III 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. 505453

Place : New Delhi

Dated : 29th May, 2019

#### Rajender Singh

CFO

PAN - AIPIS0673Q

#### Sandhya Tiwari

Company Secretary

ACS 35964

#### For & on Behalf of the Board

#### Shruti Raghav Jindal

Whole-time Director

DIN : 02208891

#### Kamal Kishore Bhartia

Director

DIN : 00081236

# HARYANA CAPFIN LIMITED

Annexure - I

## Schedule to the Balance Sheet of a NBFC

[as required in terms of paragraph 18 of Non Systematically Important Non Deposit Taking Company (Reserve Bank) Directions 2016.

(₹)

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	112,134,037	
(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		15,950,683
	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	-	112,134,037
	Total	-	112,134,037
(6)	Investors group-wise classifications of all Investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below		
	Category	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	1,417,732,089	255,724,872
	2. Other than related parties	35,016,880	473,360
	Total	1,452,748,969	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](mailto:investors@haryanacapfin.com) | Website: [www.haryanacapfin.com](http://www.haryanacapfin.com)  
CIN: L27209MH1998PLC236139

## NOTICE

Notice is hereby given that the 21st Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 24th September, 2019 at 4.30 P.M. at Jindal Mount Litera Zee School 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, 2019 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, 2019 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."

### SPECIAL BUSINESS

3. To appoint Shri Saket Jindal as Director and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Shri Saket Jindal (DIN:00405736) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and holds office up to date of this Annual General Meeting of the Company, being 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."

4. To re-appoint Shri Kamal Kishore Bhartia as an Independent Director and in this regard to pass the following resolutions as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time Mr. Kamal Kishore Bhartia (DIN-00081236), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company and who holds office upto 25th September, 2019 and being eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act, along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the

# HARYANA CAPFIN LIMITED

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office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years commencing from 26th September, 2019."

By order of the Board

Place : Gurugram  
Dated : 7th August, 2019

**SANDHYA TIWARI**  
Company Secretary

## 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. As per Regulation 40 of SEBI Listing Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in the case of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for each of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent, Alankit Assignments Ltd., for assistance in this regard.
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.
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.

# HARYANA CAPFIN LIMITED

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9. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members for inspection at the Registered Office of the Company between 10.00 A.M. to 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 by Companies (Management And Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through National Securities Depository Limited (NSDL) 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 21st 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. 17th September, 2019.

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 of the meeting, 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 Exchanges.

## **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

## **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. You can use the Mobile App of NSDL.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address or you may call at our helpdesk at 1800-222-990.

6. If you are unable to retrieve or have forgotten your password

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

# HARYANA CAPFIN LIMITED

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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. The remote e-voting period begins on 21st September, 2019 (9.00 A.M) and ends on 23rd September, 2019 (5.00 P.M).

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manish@csmanishb.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

# HARYANA CAPFIN LIMITED

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

### Item No. 3

Shri Saket Jindal was co-opted as an Additional Director of the Company on 20th March, 2019. Pursuant to Section 161 (1) of the Companies Act, 2013, 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 Saket Jindal 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 recommends the resolution as set out in the item nos. 3 of this notice for your approval.

### Item No. : 4

The Members of the Company had appointed Mr. Kamal Kishore Bhartia as an Independent Director of the Company for a term of five years with effect from 26th September, 2014. Mr. Kamal Kishore Bhartia will complete his present term on 25th September, 2019.

The Company has received declaration from Mr. Kamal Kishore Bhartia to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, 2015. Mr. Kamal Kishore Bhartia is not debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body.

In the opinion of the Board, Mr. Kamal Kishore Bhartia fulfils the conditions specified in the Act, the Rules, thereunder and SEBI Listing Regulations for his reappointment as an Independent Director. Copy of the draft letter of reappointment of Mr. Kamal Kishore Bhartia as Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act proposing his candidature as an Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that, his vast knowledge, experience and contribution made by him during his tenure, the continued association of Mr. Kamal Kishore Bhartia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Kamal Kishore Bhartia as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years on the Board of the Company commencing from 26th September, 2019.

Mr. Kamal Kishore Bhartia and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any. None of the other Directors/ Key Managerial Personnel and their relatives may be deemed to be interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in the item nos. 4 of this notice for your approval.

The Board commends the resolution for your approval

**By order of the Board**

Place : Gurugram  
Dated : 7th August, 2019

**SANDHYA TIWARI**  
Company Secretary

# HARYANA CAPFIN LIMITED

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015]

Name	Shri Saket Jindal	Smt. Shruti Raghav Jindal	Shri Kamal Kishore Bhartia
Age	45	36	65
Qualification	BBA	Graduate in International Management from Richmond University, London	Bachelor of Commerce
Brief Profile Expertise in specific functional area	Dynamic Industrialist having wide experience of managing industrial enterprises.	Wide Experience in managing the Non-Banking Finance Companies and in the field of Business promotion and public relations.	Prominent Businessman having wide business experience
Terms and Conditions of appointment	In terms of Section 152 (6) of the Companies Act, 2013 Shri Saket Jindal is liable to retire by rotation.	Please refer the Corporate Government Report	As per resolution at item no. 4 of the notice read with Explanatory Statement thereto Shri Kamal Kishore Bhartia is proposed to be appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any)	The Company pays only sitting fees to Non-Executive Directors (Please refer the Corporate Government Report)	Please refer the Corporate Government Report	The Company pays only sitting fees to Non-Executive Directors (Please refer the Corporate Government Report)
Date of first appointment on the Board	20.03.2019	01.07.2014	16.03.2011
No. of Shares Held	1,17,579	Nil	Nil
Inter-se relationship with other Directors	None	None	None
Number of meetings of the Board attended during the financial year (2018-19)	Please refer the Corporate Government Report	Please refer the Corporate Government Report	Please refer the Corporate Government Report
Directorship of other companies as on 31st March, 2019	1. Maharashtra Seamless Ltd. 2. Jindal Pipes Ltd. 3. Maharashtra Seamless Finance Ltd. 4. Odd & Even trades & Finance Ltd. 5. Global Jindal Fin-Invest Ltd. 6. Brahma Dev Holding And Trading Ltd.	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.	1. Ganga Ferroalloys Private Limited 2. Raigarh Iron Industries Limited 3. Rasiwasia Pvt Ltd
Chairman/Member of Committee of other Companies.	Member – Maharashtra Seamless Ltd.-Stakeholders Relationship Committee	Nil	Nil

# 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](mailto:investors@haryanacapfin.com) | Website: [www.haryanacapfin.com](http://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 : .....

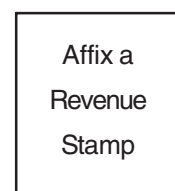
Signature : .....



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, 24th September, 2019 at 4.30 P.M. at Jindal Mount Litera Zee School 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, 2019 and the Reports of Directors and Auditors thereon.		
2.	Re-appointment of Smt. Shruti Raghav Jindal as Director who retires by rotation		
3.	Appointment of Shri Saket Jindal as Director		
4.	Re-appointment of Shri K.K. Bhartia as Independent Director		

\*Applicable for investors holding shares in electronic form.



Signed this ..... day of ..... 2019

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

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CIN - L27209MH1998PLC236139

## ATTENDANCE SLIP FOR THE 21ST ANNUAL GENERAL MEETING

(to be hand over at the registration counter)

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company on Tuesday 24th September, 2019 at 4:30 P.M at Jindal Mount Litera Zee School Auditorium 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.





**HARYANA CAPFIN LIMITED**  
Plot No. 30, Institutional Sector-44  
Gurugram - 122003  
Haryana