

JINDAL
D. P. JINDAL GROUP

ANNUAL REPORT
2017-18

HARYANA CAPFIN LIMITED

HARYANA CAPFIN LIMITED

BOARD OF DIRECTORS

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

AUDIT COMMITTEE

Kamal Kishore Bhartia Chairman
Shruti Raghav Jindal
Krishna Kumar Khandelwal

COMPANY SECRETARY

Sandhya Tiwari

AUDITORS

A M A A & Associates
Chartered Accountants
New Delhi

BANKERS

ICICI Bank
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 - 122 002
Haryana

HEAD OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

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

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HARYANA CAPFIN LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 20th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2018.

FINANCIAL RESULTS

The highlights of the financial results are as under:

	Year Ended 31.03.2018	Year Ended 31.03.2017
Total Income	212.29	137.31
Profit before Tax	164.20	97.92
Less: Provision for Tax		
- Current	6.00	8.46
- Earlier years	0.88	-
Profit after Tax	157.32	89.46
Balance brought forward from previous year	1158.45	1096.88
Profit available for appropriation	1315.77	1186.34
Appropriations		
- Statutory Reserves	31.47	17.89
- Transfer to General Reserve	10.00	10.00
- Surplus carried to Balance sheet	1274.30	1158.45
	1315.77	1186.34

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. 212.29 lakhs as against Rs. 137.31 lakhs in the previous year. The profit before tax during the year was Rs. 164.20 lakhs as against Rs. 97.92 lakhs in the previous year. The Profit after tax was Rs. 157.32 lakhs as against Rs. 89.46 lakhs in the previous year.

SUBSIDIARY COMPANY

The Company has no subsidiary as on 31st March, 2018.

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.

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 Mrs. Shruti Raghav Jindal, Whole-Time Director, Shri Rajender Singh, CFO and Mrs. Sandhya Tiwari, Company Secretary.

BOARD MEETINGS

During the year, 4 (Four) Board meetings were held. The details whereof are given in the Corporate Governance Report, which forms part of this report.

HARYANA CAPFIN LIMITED

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. The Company has no designated Chairman.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

RISK MANAGEMENT

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

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

INTERNAL FINANCIAL CONTROLS

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

During the year, such controls were tested and no reportable material 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, 2018, 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, 2018 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 Complainants 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 the 22nd Annual General Meeting.

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

COST RECORDS

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

SECRETARIAL AUDIT

The Board has appointed M/s Hemant Singh & Associates, Company Secretaries to conduct Secretarial Audit for the financial year ended 31st March, 2018. The Secretarial Audit Report for the year ended 31st March, 2018 is

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annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

FIXED DEPOSITS

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

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

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

PARTICULARS OF EMPLOYEES

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rules 5 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, 2018 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 : 13th August, 2018

Shruti Raghav Jindal
Whole Time Director

Kamal Kishore Bhartia
Director

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SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2018

[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 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made 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, 2009 (**Not applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (**Not applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (**Not applicable to the Company during the Audit Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client with respect to issue of securities;

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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**
- (vi) Other laws applicable specifically to the Company namely:
 - a. Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by Reserve Bank of India from time to time and periodic reportings done by the Company.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 subject to the following observations:

1. The name of the company was categorized as 'High Risk Financial Institutions' (by FIU-IND) on account of non-compliance with PMLA and PML Rules, i.e. non registration of Principal Officer (PO) as on 31.01.2018

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: 13th August, 2018
Place: New Delhi

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

HARYANA CAPFIN LIMITED

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: 13th August, 2018
Place: New Delhi

HARYANA CAPFIN LIMITED

FORM NO. MGT-9

Extract of Annual Return

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

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES.

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

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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, 2017)				No. of Shares held at the end of the year (As on 31st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
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	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1):-	3686740	-	3686740	70.78	3686740	-	3686740	70.78	0.00
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	3686740	-	3686740	70.78	3686740	-	3686740	70.78	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FIs	114	264	378	0.01	114	264	378	0.01	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	72168	-	72168	1.38	72168	-	72168	1.38	0.00
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	72282	264	72546	1.39	72282	264	72546	1.39	0.00
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	544514	9943	554457	10.64	558076	9943	568019	10.91	0.27
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	652936	75053	727989	13.98	653136	72417	725553	13.93	-0.05
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	99175	-	99175	1.90	87251	-	87251	1.68	-0.22
c) others (Specify)									
i) NRI	62073	-	62073	1.20	62503	-	62503	1.20	0.00
ii) Corporate Body (Foreign)	1	-	1	0.00	0	1	1	0.00	0.00
iii) Clearing Members	-	-	-	0.00	254	-	254	0.00	0.00
iv) Trust	5700	-	5700	0.11	5814	-	5814	0.11	0.00
Sub-Total (B)(2):	1364398	84997	1449395	27.83	1367034	82361	1449395	27.83	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1436680	85261	1521941	29.22	1439316	82625	1521941	29.22	0.00
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5123420	85261	5208681	100.00	5126056	82625	5208681	100.00	0.00

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(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2017)			Shareholding at the end of the year (As on 31st March, 2018)			% 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	-	-
	Total	3,686,740	70.78	-	3,686,740	70.78	-	-

(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				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	
1.	Daniel Vypaar Private Limited	246521 246521	4.73 4.73	01.04.2017 31.03.2018	No Change				
2.	Concord Trexim Private Limited	141656 141656	2.72 2.72	01.04.2017 31.03.2018	No Change				
3.	Deutsche Securities Mauritius Limited	72168 72168	1.39 1.39	01.04.2017 31.03.2018	No Change				
4.	Anmol Sekhri Consultants Pvt. Ltd.	42795 55247	0.82 0.67	01.04.2017 22.09.2017 06.10.2017 13.10.2017 20.10.2017 03.11.2017 24.11.2017 29.12.2017 31.03.2018	982 8460 1 1014 1359 450 186	Transfer Transfer Transfer Transfer Transfer Transfer Transfer	42795 43777 52237 52238 53252 54611 55061 55247	0.52 0.53 0.64 0.64 0.65 0.67 0.67 0.67	
5.	Zia Ul Rab Siddiqui	40052 40052	0.77 0.77	01.04.2017 31.03.2018	No Change				
6.	Pratik Gandhi	26056 0	0.50 0.00	01.04.2017 22.12.2017 31.03.2018	-26056	Transfer	0	0.00	
7.	Anil Kumar Goel	26000 26000	0.50 0.50	01.04.2017 31.03.2018	No Change				
8.	GVN Fuels Ltd.	15903 15903	0.31 0.31	01.04.2017 31.03.2018	No Change				
9.	Kailash Kumar Manwani	15315 6000	0.29 0.12	01.04.2017 10.11.2017 08.12.2017 29.12.2017 05.01.2018 26.01.2018 31.03.2018	-4410 -447 -2341 -1117 -1000	Transfer Transfer Transfer Transfer Transfer	15315 10905 10458 8117 7000 6000	0.29 0.21 0.20 0.16 0.13 0.12	
10.	Jollyben Bharat Kumar Jain	13686 13686	0.26 0.26	01.04.2017 31.03.2018	No Change				
11.	Pushpanjali Investrade Limited	10838 10838	0.21 0.21	01.04.2017 31.03.2018	No Change				

(v) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of Director/ KMPs	Shareholding at the beginning of the year (01.04.2017)		Increase/Decrease during the year		Cumulative Shareholding at the end of the year (31.03.2018)	
		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
4.	Shri Sanjiv Gupta, Director	0	0.00	0	Nil	0	0.00
5.	Shri K K Khandelwal, Director	0	0.00	0	Nil	0	0.00
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

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
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtness at the end of the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

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	(₹)
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,109,360	2,109,360
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	2,109,360	2,109,360

B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
		K.K. Khandelwal	K.K. Bhartia	(₹)
1	Independent Directors			
	• Fee for attending Board/Committee meetings	40,000	40,000	80,000
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (1)	40,000	40,000	80,000
2	Other Non-Executive Directors			
	• Fee for attending Board/Committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
3	Total (2)	-	-	-
4	Total (B)=(1+2)	40,000	40,000	80,000
5	Total Managerial Remuneration			2,189,360*

*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.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	3,55,601	3,84,089	7,39,690
	(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)	-	-	-
	Total	3,55,601	3,84,089	7,39,690

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
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 and Disclosure Requirements) Regulations, 2015.

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

Board Functioning & Procedure

During the year ended 31st March, 2018, the Board of Directors met (4) four times on 26th May, 2017, 10th August, 2017, 8th November, 2017 and 2nd February, 2018. 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, 2018 are given below:

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

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 2nd February, 2018. 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 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

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 2018.

Date: 13th August, 2018

Shruti Raghav Jindal
Whole Time Director

2. AUDIT COMMITTEE

The terms of reference of the Audit Committee are as per guidelines set out in the in 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 26th May, 2017, 10th August, 2017, 8th November, 2017 and 2nd February, 2018. The Composition of the Audit Committee as on 31st March, 2018 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 AUDIT

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

3. NOMINATION AND REMUNERATION COMMITTEE

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

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

The Nomination and Remuneration Committee of the Company 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 26th May, 2017 and 2nd February, 2018.

Members	Designation	No. of meetings attended
Shri Kamal Kishore Bhartia	Chairman	2
Shri Krishna Kumar Khandelwal	Member	2
Shri Sanjiv Gupta	Member	2

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 <http://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 2018 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, 2018: -

Directors	Sitting Fees (₹)
Shri Krishna Kumar Khandelwal	40,000
Shri Kamal Kishore Bhartia	40,000

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, 2018.

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.

COMPOSITION

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

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

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 01.04.2017 to 31.03.2018	Nil
Number of complaints solved to the satisfaction of shareholders	NA
Number of pending complaints as on 31.03.2018	Nil

DESIGNATED EMAIL ID FOR INVESTORS

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

5. GENERAL BODY MEETINGS

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

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

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

- a) In the AGM held on 28th September, 2015 : No Special resolution was passed.
- b) In the AGM held on 27th September, 2016 : No Special resolution was passed.
- c) In the AGM held on 26th September, 2017 : Appointment of Smt. Shruti Raghav Jindal as Whole-Time Director

6. DISCLOSURES

i) Related Party Transactions

There have been related party transactions as reflected in notes to the accounts but they are not in conflict with the interest of the Company. All transactions have been approved by the Audit Committee.

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

ii) Accounting Standards

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

iii) Details on Non Compliance

There are no instances of non-compliance by the Company on any matter relating to the Capital Market during the last 3 years.

iv) CEO/CFO Certificate

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

v) **Whistle Blower Policy**

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

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

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

Audit Qualifications

The Financial Statements of the Company are unqualified.

Reporting of Internal Auditor

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

Risk Management

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

DISCLOSURE ON NON COMPLIANCE

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

7. MEANS OF COMMUNICATION

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

8. GENERAL SHAREHOLDERS INFORMATION

a) **Annual General Meeting:**

- | | | |
|-------------------|---|--|
| Date & Time | : | 25th September, 2018 at 4.30 P.M. |
| Venue | : | Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17 BKG Road, Taluka-Roha, Distt.-Raigad, Maharashtra |
| b) Financial Year | : | 1 st April, 2017 to 31 st March, 2018 |
| c) Book Closure | : | 13th September, 2018 to 18th September, 2018 (both days inclusive) |
| d) Dividend | : | Not Applicable |

Financial Calendar (Tentative):

Financial reporting for the quarter ended 30th June, 2018	:	Aug, 2018
Financial reporting for the quarter ending 30th Sept. 2018	:	Oct/Nov 2018
Financial reporting for the quarter ending 31st Dec. 2018	:	Jan/Feb 2019
Financial reporting for the quarter/year ending 31st March, 2019	:	April/May,2019

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 2018-19 has already been paid.

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

HARYANA CAPFIN LIMITED

STOCK MARKET PRICE DATA FOR THE YEAR 2017-18

Month	HCL BSE Price (₹)		BSE SENSEX	
	High	Low	High	Low
April, 2017	33.00	27.30	30184.22	29241.48
May, 2017	30.40	25.25	31255.28	29804.12
June, 2017	29.80	25.85	31522.87	30680.66
July, 2017	37.80	25.95	32672.66	31017.11
August, 2017	36.65	29.10	32686.48	31128.02
September, 2017	41.35	29.80	32524.11	31081.83
October, 2017	50.80	37.50	33340.17	31440.48
November, 2017	53.95	40.00	33865.95	32683.59
December, 2017	56.50	45.10	34137.97	32565.16
January, 2018	75.00	49.50	36443.98	33703.37
February, 2018	57.00	45.00	36256.83	33482.81
March, 2018	47.40	37.60	34278.63	32483.84

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2018

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	4131	98.97	719389	13.81
5001 to 10000	18	0.43	124068	2.38
10001 to 50000	11	0.26	241414	4.63
50001 to 100000	5	0.12	336477	6.46
100001 to Above	9	0.22	3787333	72.71
GRAND TOTAL	4174	100	5208681	100

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2018:

Category	No. of Share held	% of Shareholding
Promoters	3686740	70.78
Financial Institutions/ Banks	378	0.01
Foreign Portfolio Investors	72168	1.39
Bodies Corporate	568019	10.91
Indian Public	812804	15.6
NRI/OCB	62504	1.20
Trust	5814	0.11
Clearing Member	254	0.00
GRAND TOTAL	5208681	100.00

Dematerialization of Shares

98.41% of total paid-up equity shares of the Company were in dematerialized form as on 31st March, 2018.

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

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

Registrar and Share Transfer Agents:

Alankit Assignments Limited,
Alankit Heights, 1E/13, Jhandelwala Extension,
New Delhi - 110 055
Phone: 011-23541234-42541234
Fax: 011-42541201
E-mail: rta@alankit.com

Share Transfer System:

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat requests are generally confirmed within prescribed time from the date of receipt.

Investor Correspondence Address:

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

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

HARYANA CAPFIN LIMITED

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, 2018, as stipulated in Regulations 17 to 20 and 22 to 27 and Clause (b) to (i) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period from 1st April, 2017 to 31st March 2018.

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: 13th August, 2018

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 OVERVIEW

The Indian economy posted a growth of 6.6% in FY2017-18 compared to 7.1% in FY2016-17 as the first round of effects of demonetisation and the implementation of GST played out. However, a host of other policies, implemented during and before FY2017-18, such as the Insolvency and Bankruptcy Code, reforms in the real estate sector in the form of RERA, allowing of FDI in various industries, fast-tracking of project clearances, various measures for financial inclusion, etc., are expected to drive growth upwards, going forward. While the IMF projects that India's GDP will increase at 7.4% in FY2019 and 7.8% in FY2020, the World Bank expects growth to reach 7.3% in FY2019 and rise further to 7.5% in FY2020.

NBFCs have always played an important role in promoting financial inclusion in India. They have been complementing and supplementing the banking sector in reaching out credit to the un-banked segments of the society. The biggest contribution of NBFCs is their ability to cater to the needs of the Micro, Small & Medium Enterprises (MSMEs) which form the cradle of entrepreneurship and innovation in India.

BUSINESS OUTLOOK

Going forward, economic activity is expected to gather pace in F.Y. 2018-19, benefiting from a conducive domestic and global environment. Following factors will contribute towards it:

- the teething troubles relating to implementation of the GST are receding.
- Credit off take has improved in the recent period and is becoming increasingly broad-based, which portends well for the manufacturing sector and new investment activity.
- large resources mobilization

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

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

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

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. 212.29 lakhs as against Rs. 137.31 lakhs in the previous year. The profit before tax during the year was Rs. 164.20 lakhs as against Rs. 97.92 lakhs in the previous year. The Profit after tax was Rs. 157.32 lakhs as against Rs. 89.46 lakhs in the previous year.

HUMAN RESOURCES

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

INDEPENDENT AUDITORS' REPORT

TO,
THE MEMBERS OF HARYANA CAPFIN LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Haryana Capfin Limited ("the Company") which comprise the Balance Sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income 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 provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement give the information required by the Act in the manner so required and give a true and fair view in

HARYANA CAPFIN LIMITED

conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, the profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of Account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) As informed to us the Company does not have any pending litigation which would impact its financial position.
 - ii) The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the investor Education and Protection fund by the Company

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

Place: New Delhi
Date : 24th May, 2018

Mukesh Sharma
Partner
Membership No. 505453

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; as informed to us 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 are held in the name of the Company.
2. The Company has no inventories, hence clause (a), (b) and (c) of paragraph 2 of the order are not applicable.
3. The company has not granted loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act., hence clause (a) and (b) of paragraph 3 of the order are not applicable to the Company.
4. In respect of loans, investments guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
7. (a) According to the information and explanation given to us and based on the records of the Company examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, Cess and other material statutory dues applicable to it. The company did not have any dues on account of duty of excise.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, and cess were in arrears, as at 31st March 2018 for a period of more than six months from the date they became payable.
8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders
9. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument).
10. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company hence this clause is not applicable.
13. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into non-cash transactions with directors or persons connected with him, accordingly the provisions of section 192 of Companies Act, 2013 are not applicable to the Company.
16. The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Mukesh Sharma
Partner
Membership No. 505453

Place: New Delhi
Date : 24th May, 2018

HARYANA CAPFIN LIMITED

Annexure - "B" to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Haryana Capfin Limited ('the Company') as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: New Delhi
Date : 24th May, 2018

Mukesh Sharma
Partner
Membership No. 505453

HARYANA CAPFIN LIMITED

BALANCE SHEET

AS AT 31ST MARCH, 2018

	Note No.	As At 31.03.2018 (₹)	As At 31.03.2017 (₹)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	52,086,810	52,086,810
Reserves and Surplus	3	315,525,425	299,793,134
Current Liabilities			
Other current Liabilities	4	560,712	379,007
Short-Term Provisions	5	672,742	530,315
Total Equity & Liabilities		368,845,689	352,789,266
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	6	3,061,080	3,079,130
Non-current investments	7	273,839,968	261,731,038
Long Term advances	8	4,000	4,000
Current assets			
Cash and cash equivalents	9	263,095	500,952
Short-Term loans and advances	10	91,677,546	87,474,146
Total Assets		368,845,689	352,789,266
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 : New Delhi

Dated : 24th May, 2018

Rajender Singh

CFO

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, 2018

	Note No.	Year Ended 31.03.2018 (₹)	Year Ended 31.03.2017 (₹)
Revenue			
Revenue from operations	11.1	21,228,389	13,730,589
Other Income	11.2	1,409	-
Total Revenue		21,229,798	13,730,589
Expenses			
Employee benefit expense	12	3,780,507	3,013,960
Other expenses	13	1,000,771	899,889
Depreciation / Amortization	6	18,050	18,050
Contingent Provision against Standard Assets	14	10,386	6,524
Total Expenses		4,809,714	3,938,423
Profit before exceptional and extraordinary items and tax		16,420,084	9,792,166
Profit before tax		16,420,084	9,792,166
Tax expenses			
- Current Year		600,000	846,000
- Earlier Years		87,793	-
Total Tax Expenses		687,793	846,000
Profit/(Loss) from continuing operations		15,732,291	8,946,166
Earning per equity share:			
Basic	3.02	1.72	
Diluted		3.02	1.72

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

Rajender Singh
CFO

Sandhya Tiwari
Company Secretary
ACS 35964

Place : New Delhi
Dated : 24th May, 2018

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, 2018

		Year Ended 31.03.2018 (₹)	Year Ended 31.03.2017 (₹)
A. Cash Flow from Operating Activities			
Net Profit before tax and extraordinary items		16,420,084	9,792,166
Adjusted for:			
Contingent Provision against Standard Assets		10,386	6,524
Operating Profit before Working Capital Changes		16,430,470	9,798,690
Adjusted for:			
Trade & Other Receivables		(5,080,517)	(2,678,450)
Trade Payables & Others		313,746	53,425
Cash Generated from operations		11,663,699	7,173,665
Direct taxes Paid		189,324	(1,306,643)
Cash Flow before extraordinary items		11,853,023	5,867,022
Net Cash From Operating Activities	A	11,853,023	5,867,022
B. Cash Flow from Investing Activities			
Purchase of Investments		(12,108,930)	(5,532,806)
Purchase of Fixed Assets		18,050	18,050
Net Cash from Investing Activities	B	(12,090,880)	(5,514,756)
Net increase in Cash & Cash Equivalents (A+B)		(237,857)	352,266
Opening Balances of Cash and Cash Equivalents		500,952	148,686
Closing Balances of Cash and Cash Equivalents		263,095	500,952
Change in Cash and Cash Equivalents		(237,857)	352,266

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 : 24th May, 2018

Rajender Singh
CFO

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

NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

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.

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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.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

	As At 31.03.2018 (₹)	As At 31.03.2017 (₹)
2 SHARE CAPITAL		
Equity Share Capital		
Authorised		
6,000,000 (Previous Year 6,000,000) Equity Shares of ₹10/- each	60,000,000	60,000,000
	60,000,000	60,000,000
Issued, subscribed & fully paid share capital		
5,208,681 (Previous Year 5,208,681) Equity Shares of ₹10/- each Fully Paid-Up	52,086,810	52,086,810
	52,086,810	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 31.03.2018		As at 31.03.2017	
	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 31.03.2018		As at 31.03.2017	
	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 31.03.2018 (₹)	As At 31.03.2017 (₹)
3 RESERVE AND SURPLUS		
3.1 Other Reserves		
a. Statutory Reserve		
As per last Balance Sheet	27,155,138	25,365,638
Add - Transferred from Profit & Loss Account during the year	3,146,941	1,789,500
	30,302,079	27,155,138
b. General Reserve		
As per last Balance Sheet	156,792,594	155,792,594
Add - Transferred from Profit & Loss Account during the year	1,000,000	1,000,000
	157,792,594	156,792,594
3.2 Surplus in Profit & Loss A/c		
As per last Balance sheet	115,845,402	109,688,736
Add - During The Year	15,732,291	8,946,166
Less - Transfer to Statutory Reserve	3,146,941	1,789,500
Less - Transfer to General Reserve	1,000,000	1,000,000
	127,430,752	115,845,402
	315,525,425	299,793,134
4 OTHERS CURRENT LIABILITIES		
Liabilities For Expenses	526,170	333,733
Liabilities for Statutory Dues	34,542	45,274
	560,712	379,007
5 SHORT TERM PROVISIONS		
5.1 Provision for Employees Retirement Benefits	446,345	314,304
5.2 Contingent Provision for Standard Assets		
Opening Balance	216,011	209,487
Add / (Less) during the year	10,386	6,524
	226,397	216,011
	672,742	530,315

6 FIXED ASSETS

Tangible Assets

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	ASAT 01.04.2017	ADDITIONS	SALES/ ADJUST- MENTS	ASAT 31.03.2018	UPTO 31.03.2017	FOR THE YEAR	SALES/ ADJUST- MENTS	UPTO 31.03.2018	ASAT 31.03.2018	ASAT 31.03.2017
Land (Freehold)	2,934,379	-	-	2,934,379	-	-	-	-	2,934,379	2,934,379
Electrical Installation	190,000	-	-	190,000	45,249	18,050	-	63,299	126,701	144,751
Total	3,124,379	-	-	3,124,379	45,249	18,050	-	63,299	3,061,080	3,079,130
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 31.03.2018		AS AT 31.03.2017	
	Numbers of Shares/Units	(₹)	Numbers of Shares/Units	(₹)
7 NON-CURRENT INVESTMENTS (Non- Trade) (Fully paid up unless otherwise specified)				
a. EQUITY SHARES				
i) Quoted				
Maharashtra Seamless Limited of ₹ 5 each	2,852,540	255,724,872	2,852,540	255,724,872
ii) Un-Quoted				
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. CURRENT				
Birla Sunlife Treasury Optimizer Plan - Growth	18,010,121	3,641,736	27,371,789	5,532,806
Aditya Birla Sunlife Floating Rate Fund-STP	62,593	14,000,000	-	-
		<u>273,839,968</u>		<u>261,731,038</u>
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		1,213,327,889		1,004,094,080
		As At	As At	
		31.03.2018	31.03.2017	
		(₹)	(₹)	
8 NON - CURRENT ASSETS				
Long Term Loans & Advances				
Security Deposit		4,000		4,000
		<u>4,000</u>		<u>4,000</u>
9 CASH AND CASH EQUIVALENTS				
Balances with banks - In Current Account (Including cheque in hand Nil, Previous Year Nil)		259,964		468,241
Cash on hand		3,131		32,711
		<u>263,095</u>		<u>500,952</u>
10 SHORT TERM LOANS AND ADVANCES				
Loans to Body Corporate (Loans Repayable on demand, Unsecured Considered good)		90,558,398		86,404,176
Advance Income Tax (Net of Provision)		116,476		993,593
Others Advances recoverable in Cash or Kind		1,002,672		76,377
		<u>91,677,546</u>		<u>87,474,146</u>
Total Current Assets		<u>91,940,641</u>		<u>87,975,098</u>

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 31.03.2018 (₹)	Year Ended 31.03.2017 (₹)
11.1 REVENUE FROM OPERATIONS		
Interest Income (TDS Rs. 685,676/-, Previous Year Rs.656,643/-)	6,856,760	6,566,433
Dividend on shares	14,262,700	7,131,350
Profit on Mutual Fund	108,929	32,806
	<u>21,228,389</u>	<u>13,730,589</u>
11.2 OTHER INCOME		
Liabilities Written Off	1,409	-
	<u>1,409</u>	<u>-</u>
12 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	3,746,926	3,009,538
Staff welfare expenses	33,581	4,422
	<u>3,780,507</u>	<u>3,013,960</u>
13 OTHER EXPENSES		
Postage & Telephone	35,696	58,277
Printing & Stationary	72,018	57,369
Rent	14,070	13,790
Fee & subscription	299,500	234,428
Travelling & Conveyance	5,805	1,945
Electricity Expenses	50,394	61,796
Legal & Professional Charges	182,266	157,955
Directors' Fee	80,000	100,000
Advertisement & Publicity	82,634	67,143
Share Maintenance Expenses	53,394	53,241
Auditors' Remuneration :		
- Audit Fee	35,400	34,500
- Tax Audit Fee	7,080	6,900
- In other Services	17,700	11,650
Miscellaneous expenses	48,859	38,490
Agricultural Expenses	12,850	-
Bank & DP Charges	3,105	2,405
	<u>1,000,771</u>	<u>899,889</u>
14 CONTINGENT PROVISION AGAINST STANDARD ASSETS		
Opening Balance	173,204	166,680
Add During the Year	10,386	6,524
Closing Balance	<u>183,590</u>	<u>173,204</u>

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

HARYANA CAPFIN LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

15 DEFERRED TAX ASSETS (NET)

Particulars	As At 31.03.2017	For The Year	As At 31.03.2018
Expenses disallowed U/s 43 B	97,120	17,814	114,934
Net Deferred Tax assets at the end of the year	97,120	17,814	114,934

In view of uncertainty of its realisation, Deferred Tax assets of Rs. 114,934/- as on 31st March, 2018 (Previous year Rs. 97,120/-) has not been recognised.

	Year Ended 31.03.2018 (₹)	Year Ended 31.03.2017 (₹)
16 MANAGERIAL REMUNERATION		
Salaries and Allowances	2,489,653	2,831,037
	2,489,653	2,831,037

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	31.03.2018	31.03.2017
Remuneration		
Key Management Personnel	3,274,293	2,831,037

18 EARNING PER SHARE

Particulars	31.03.2018	31.03.2017
Net Profit after tax available for Equity Shareholders (₹)	15,732,291	8,946,166
Weighted average number of Equity Shares of ₹ 10/- each	5,208,681	5,208,681
Total number of shares	5,208,681	5,208,681
Basic / Diluted Earning per share (₹)	3.02	1.72

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 : 24th May, 2018

Rajender Singh

CFO

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 non-deposit taking non-banking financial company

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

(₹)

Particulars			
Liabilities side:			
(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		
Assets side:			
		Amount Outstanding	
(2)	Break-up of Loans and Advances including bill receivable (other-than those included in (4) below):		
	(a) Secured	-	
	(b) Unsecured	90,558,398	
(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		17,641,736	
	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	Total
	Subsidiaries	-	-	-
	Companies in the same group	-	-	-
	Other related parties	-	-	-
	2. Other than related parties	-	90,558,398	90,558,398
	Total	-	90,558,398	90,558,398
(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	1,213,346,068	255,724,872	
	2. Other than related parties	26,950,270	473,360	
	Total	1,240,296,338	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 than related parties	-
	(ii) Net Non-Performing Assets	
	Related parties	-
	Other than related parties	-
	(iii) Assets acquired in satisfaction of debts	-

HARYANA CAPFIN LIMITED

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

NOTICE

Notice is hereby given that the 20th Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 25th September, 2018 at 4.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 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 consider and if thought fit, to pass the following resolution as a special resolution:
"RESOLVED that pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and applicable provisions, if any, of the Companies Act, 2013 and relevant Rules, approval of the members of the Company be and is hereby accorded for continuation of the directorship of Shri K. K. Khandelwal (DIN-00455369) of the Company, as Independent Director upto the expiry of his present term i.e. upto 27th September, 2020 on the existing terms and conditions."
4. To consider and if thought fit, to pass the following resolution as a special resolution:
"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause III (B) and Clause III (C) of the Memorandum of Association be and are hereby amended as follows:
 1. By substituting the heading of Clause III (B) "Objects Incidental or Ancillary to the attainment of the Main Objects are" with the heading. "Matters which are necessary for furtherance of objects specified in Clause III(A) are:-"
 2. By substituting the existing Clause III (B) 12. with the following new clause III(B)12.:
Subject to the provisions of the Companies Act, 2013, and the rules made therein and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments of all types or by taking credit in or opening current accounts or over- draft accounts with any person, firm, bank or company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, deem or payoff such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.

HARYANA CAPFIN LIMITED

3. By substituting the existing Clause III (B) 13. with the following new clause III(B)13.:

Subject to the provisions of the Companies Act, 2013, to invest other than investment in Company's own shares, money of this Company not immediately required upon such shares or upon such securities or investments and in such manner as may, from time to time, be determined.

4. By substituting the existing Clause III (B) 16. with the following new clause III(B)16.:

Subject to the provisions of the Companies Act, 2013, to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.

5. By deleting the Clause III (C) OTHER OBJECTS

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

5. To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause IV of the Memorandum of Association be and is hereby substituted with the following new clause IV :

"The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the approval of members of the company be and is hereby accorded to the adoption of the new set of Articles of Association, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company www.haryanacapfin.com, in substitution and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

By order of the Board

Place : Gurugram
Dated : 13th August, 2018

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.

HARYANA CAPFIN LIMITED

4. Members desirous of getting any information in respect of Financial Statements of the Company are requested to send their queries in writing to the Company at its registered office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2018 to 18th September, 2018 (both days inclusive).
6. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
7. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Smt. Shruti Raghav Jindal	Shri K.K. Khandelwal
Age	36 years	79 years
Qualification	Graduate in International Management from Richmond University, London	M.com, CAIIB
Expertise in specific functional area	Wide Experience in managing the Non- Banking Finance Companies and in the field of Business promotion and public relations.	Veteran Banker having over four decade of experience in finance, banking and administration. He held various senior positions in the Banking sector and last being the Managing Director of State Bank of Hyderabad.
Date of appointment as Director of the Company	01.07.2014	26.05.2015
Directorship of other companies	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.	1. Jindal Drilling & Industries Ltd. 2. Toshniwal Travels Pvt. Ltd. 3. Quick Portfolio Services Pvt. Ltd. 4. Dwarkadhish Promoters Pvt. Ltd.
Chairman/Member of Committee of other Companies	Nil	Chairman, Audit Committee and Stakeholders' Relationship Committee of Jindal Drilling & Industries Ltd.
No. of Shares Held	Nil	Nil
Inter-se relationship with other Directors	None	None

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
9. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members 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 Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 20th Annual General Meeting (AGM) of the Company.

HARYANA CAPFIN LIMITED

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. 18th September, 2018.

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 the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.haryanacapfin.com and shall simultaneously be communicated to the Stock Exchanges.

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

- (i) The remote e-voting period begins on 22nd September, 2018 (9.00 A.M) and ends on 24th September, 2018 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders/Members."
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for Haryana Capfin Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. Apple and windows phone users can download the app from the app store and the windows phone store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No. 3

The members of the Company at the 17th Annual General Meeting (AGM) held on 28th September, 2015 had appointed Shri K. K. Khandelwal as an Independent Director for a period of five consecutive years from date of such appointment.

As per Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), as amended a person who has attained the age of seventy five years can continue directorship in a listed Company as a Non-Executive Director only after the concerned listed Company has taken approval of its members by way of special resolution. The said provision comes into effect on 1st April, 2019.

Shri K. K. Khandelwal is aged 79 years. In the opinion of the Board of Directors of the Company, Shri K. K. Khandelwal is a person of high repute and has rich and varied experience and his directorship is recommended to be continued upto the expiry of his present term as Independent Director i.e. upto 27th September, 2020, by passing special resolution as set out in item no. 3 of the Notice.

None of the Directors or Key Managerial Personnel and their relatives, other than Shri K. K. Khandelwal and his relatives are in any way concerned or interested financially or otherwise in resolution set out in item no 3 of the Notice.

The Board commends the resolutions as set out at item number 3 in the Notice for your approval.

Item No.4

In compliance with provisions of the Companies Act, 2013 it is proposed to modify heading of Clause III (B) to read as 'Matters which are necessary for furtherance of the Objects specified in Clause III(A) and delete the existing 'Clause III (C) - Other Objects' of its Memorandum of Association.

Copy of the Memorandum of Association with proposed alterations has been uploaded on the Company's website www.haryanacapfin.com for inspection of the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of the Annual General Meeting.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the resolutions as set out at item number 4 in the Notice for your approval.

Item No. 5

With the enactment of the Companies Act, 2013, it is considered expedient to alter the Liability Clause of Memorandum of Association of the Company in order to be in conformity with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Act, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution as set out in item No. 5 of this Notice for approval of members.

Item No. 6

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 (the Act), various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

It is therefore considered desirable to adopt a new set of Articles of Association of the Company in substitution of and to the exclusion of the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the new AOA to replace the existing AOA and accordingly the approval of the members is being sought for the adoption of the new Articles.

The proposed draft Articles of Association has been uploaded on the Company's website www.haryanacapfin.com for perusal by the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolutions as set out in item No. 6 of this Notice for approval of members.

By order of the Board

Place : Gurugram
Dated : 13th August, 2018

SANDHYA TIWARI
Company Secretary

HARYANA CAPFIN LIMITED

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

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

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

CIN - L27209MH1998PLC236139

PROXY FORM

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

Name of the Member(s) :

Registered Address :

:

E-mail ID :

Folio No. / DP ID and Client ID :

I/We, being the member(s) ofshares 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 :

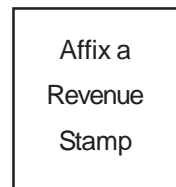
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General meeting of the Company, to be held on Tuesday 25th September, 2018 at 4.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, N.H. -17, B.K.G Road, Taluka Roha, Distt. Raigad-402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Adoption of the Audited Financial Statements for the year ended 31st March, 2018 and the Reports of Directors and Auditors thereon.		
2.	Re-appointment of Smt. Shruti Raghav Jindal as Director who retires by rotation		
3.	Approval for continuation of Shri K. K. Khandelwal as Director		
4.	Amendment of Objects Clause of Memorandum of Association		
5.	Amendment to the Liability Clause of Memorandum of Association		
6.	Amendment of Articles of Association		

*Applicable for investors holding shares in electronic form.

Signed this day of 2018



Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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

Notes:

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

HARYANA CAPFIN LIMITED

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

Taluka Roha, Distt. Raigad-402126, Maharashtra

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

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

CIN - L27209MH1998PLC236139

ATTENDANCE SLIP FOR THE 20TH ANNUAL GENERAL MEETING

(to be hand over at the registration counter)

I/We hereby record my/our presence at the 20th Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 4:30 P.M at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) _____

Folio No. /DP ID*No. and Client ID* No. _____

Number of Shares _____

Please (✓) in the Box

Member

Proxy

First/sole Holder/Proxy

Second holder /Proxy

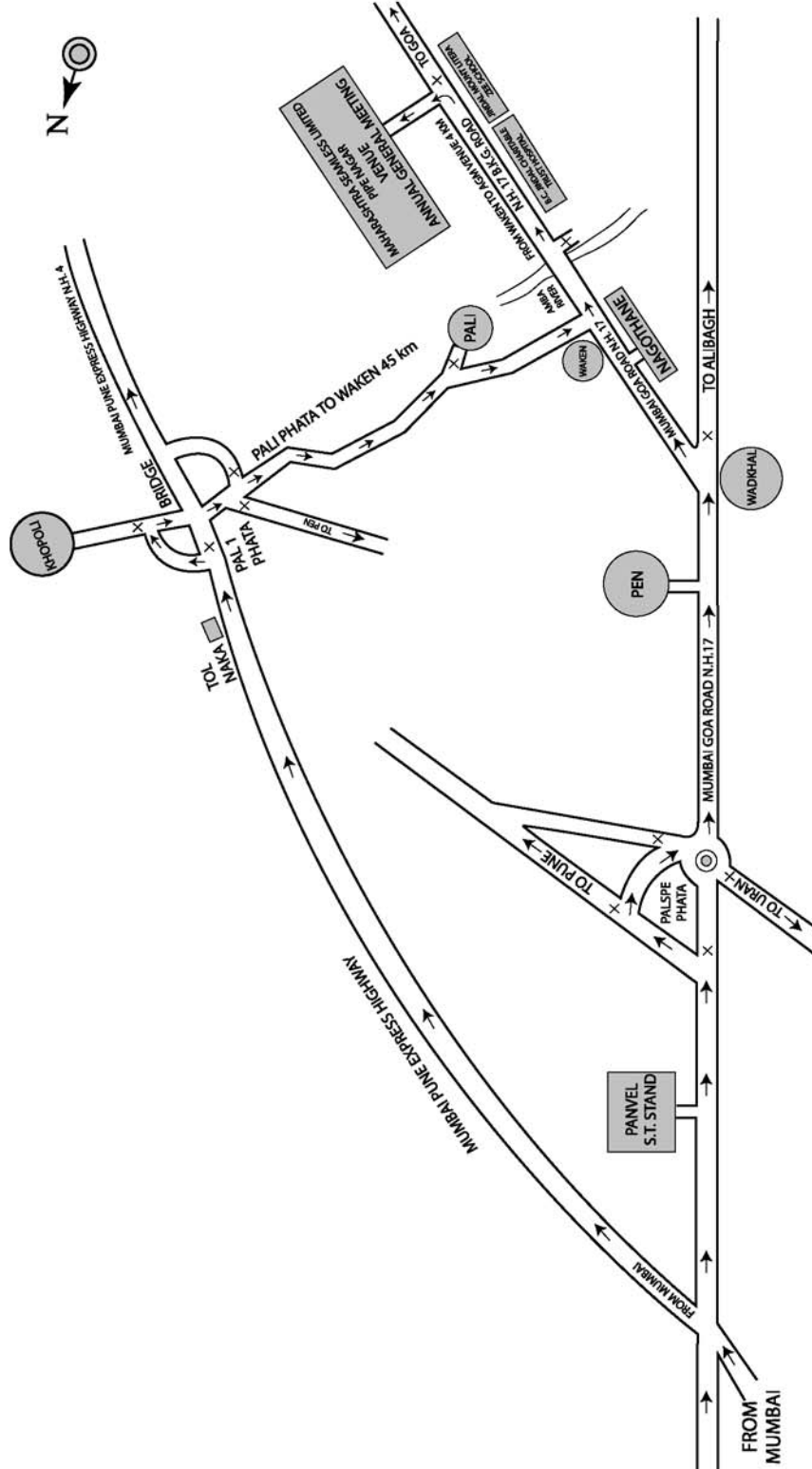
Third holder /Proxy

NOTES:

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

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

Route Map for Annual General Meeting Venue



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