



**15th ANNUAL REPORT
2012-13**

HARYANA CAPFIN LIMITED

HARYANA CAPFIN LIMITED

BOARD OF DIRECTORS

Saket Jindal Chairman
Sudhir Kumar Singhal Wholetime Director
Shyam Lal Bindal
K. K. Bhartia

AUDIT COMMITTEE

Shyam Lal Bindal Chairman
Saket Jindal
K. K. Bhartia

COMPANY SECRETARY

Shubhi Chaturvedi

AUDITORS

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

BANKERS

ICICI Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

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

CORPORATE OFFICE

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

HEAD OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

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

CONTENTS

Notice	1
Directors' Report	2
Corporate Governance Report	4
Management Discussion and Analysis	9
Auditors' Report	10
Balance Sheet	12
Profit & Loss Account	13
Cash Flow Statement	14
Notes to the Financial Statement	15
Proxy Form & Attendance Slip	Annexed

HARYANA CAPFIN LIMITED

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of Haryana Capfin Limited will be held on Monday, 30th September, 2013 at 4.00 P.M. at the Registered office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad – 402 126 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2013 and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri K. K. Bhartia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint B. K. Shroff & Co. Chartered Accountants, New Delhi as Auditors of the Company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board

Place : Gurgaon
Dated : 8th August, 2013

SHUBHI CHATURVEDI
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 proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. Members are requested to notify immediately any change in their address to the Registrar & Transfer Agent quoting their Folio Number at the following address:

Alankit Assignments Ltd.
Alankit House,
2E/21, Jhandewalan Extension,
New Delhi – 110055.
4. Members having multiple folios in identical names or joint names in the same order are requested to intimate/send the concerned share certificates quoting their folios of such accounts to enable the Registrar & Transfer Agent to consolidate all such shareholdings into one folio.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 6th September, 2013 to 9th September, 2013, (both days inclusive).
6. Members intending to seek any information on the Annual Accounts at the meeting are requested to inform the Company in writing at least one week prior to the date of the meeting.
7. All documents referred in the notice are open for inspection at the Regd. Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day up to the date of Annual General Meeting and also at the Meeting.
8. Details of the Director seeking re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement):

Name	K. K. Bhartia
Age	59
Qualification	Bachelor of Commerce
Expertise in specific functional area	Prominent Businessman having wide business experience.
Date of appointment as Director of the the Company	16 th March, 2011
Directorship of other Companies	1. Rasiwasia Private Ltd 2. Raigarh Iron Industries Limited 3. Ridhi Steel India Private Limited 4. R Ganga Ferro Alloys Private Limited
Chairman/Member of Committee of other Companies	Nil
No. of Shares Held	Nil
Inter-se relationship with other Directors	None

HARYANA CAPFIN LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 15th Annual Report along with Audited Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS

	Year ended 31.03.2013	(Rs. in Lacs) Year ended 31.03.2012
Total Income	192.69	176.83
Profit before Tax	178.97	163.23
Less: Provision for Tax - Current	4.24	1.04
- Deferred	-	0.15
Add : MAT Credit Entitlement	(2.59)	(1.00)
Profit after Tax	177.33	163.04
Balance brought forward from previous year	583.34	462.91
Profit available for appropriation	760.67	625.95
Appropriations		
- Statutory Reserves	35.47	32.61
- Transfer to General Reserve	10.00	10.00
- Surplus carried to Balance Sheet	715.20	583.34
	760.67	625.95

DIVIDEND

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

OPERATIONS

Total income of the Company during the year was Rs. 192.69 lacs as against Rs. 176.83 lacs in the previous year. The profit before tax during the year was Rs. 178.97 lacs as against Rs. 163.23 lacs in the previous year. The Profit after tax was Rs. 177.33 lacs as against Rs. 163.04 lacs in the previous year.

DIRECTORS

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

FIXED DEPOSIT

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) that in the preparation of the Annual Accounts for financial year ended 31st March, 2013, the applicable accounting standards have been followed;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;

HARYANA CAPFIN LIMITED

- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2013 have been prepared on a going concern basis.

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSION & ANALYSIS

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

AUDITORS

M/s B. K. Shroff & Co. Chartered Accountants, New Delhi, the retiring Auditors, hold office upto the conclusion of the ensuing Annual General Meeting. The Statutory Auditors have conformed their eligibility and willingness to accept the office on reappointment.

The observations of Auditors are explained, wherever necessary in the appropriate notes on accounts.

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

Provisions of the section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 regarding information on conservation of energy etc. do not apply to the Company.

There is no foreign exchange earning or outgo during the year under review.

PARTICULARS OF EMPLOYEES

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

ACKNOWLEDGEMENT

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

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

For & on behalf of the Board

Place : Gurgaon
Dated : 8th August, 2013

SAKET JINDAL
Chairman

HARYANA CAPFIN LIMITED

CORPORATE GOVERNANCE REPORT

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

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

A MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

Composition

The Board comprises of 4 Directors consisting of one Non-Executive Chairman who is also a promoter of the Company. One-half of the Board of the Company consists of Independent Directors. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors.

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

During the year under review 6 Board Meetings were held on 24th April, 2012, 14th May, 2012, 8th August, 2012, 23rd August, 2012, 8th November, 2012 and 7th February, 2013.

The Composition of Board of Directors, their shareholding, attendance during the year and at the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at 31st March, 2013 are given below:

Directors	Category*	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held \$		
			Board Meeting	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
Shri Saket Jindal	NE-P-C	1,17,579	6	Yes	3	1	-
Shri Sudhir Kumar Singhal	WTD	-	6	Yes	-	-	-
Shri Shyam Lal Bindal	NE-I	-	5	Yes	-	-	-
Shri K. K. Bhartia	NE-I	-	6	No.	1	-	-

*P= Promoter C = Chairman, WTD = Whole Time Director, NE = Non-Executive Director, I-Independent

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

No Director is related to any other Director on the Board as defined under the Companies Act, 1956.

3. CODE OF CONDUCT

The Board of Directors has adopted the Code of conduct and ethics for Directors and Senior Management personnel. The Code of Conduct has been communicated to the Directors and Senior management of the Company who have confirmed compliance with the said Code.

4. AUDIT COMMITTEE

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

The terms of reference of the Committee covers the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors from time to time.

Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

During the year under review 4 Audit Committee meetings were held on 14th May, 2012, 8th August, 2012,

HARYANA CAPFIN LIMITED

8th November, 2012 and 7th February, 2013. The Composition of the Audit Committee and attendance at its meetings is as follows:

Members	Designation	No. of Meetings attended
Shri Shyam Lal Bindal	Chairman	4
Shri Saket Jindal	Member	4
Shri K. K. Bhartia	Member	4

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

INTERNAL AUDIT

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

5. REMUNERATION TO DIRECTORS

The Company does not have a Remuneration Committee. Detailed terms of appointment of the Whole time Director are governed by Board and Members resolutions

Details of Directors' Remuneration

Details of remuneration paid to the Directors during the financial year ended 31st March 2013 are as under:

a) Details of remuneration paid to Whole Time Director : (Amount in Rupees)

Name	Salary	Perquisites & other benefits	Total
Shri Sudhir Kumar Singhal	343,080	59,667	402,747

The tenure of reappointment of the Whole Time Director is for a period of 5 years w. e. f. 31st October, 2011.

b) The Non Executive Directors were paid by way of sitting fees for attending each meeting of the Board of Directors and Audit Committee.

Details of remuneration paid as sitting fee to Non-Executive Directors :

Directors	Sitting Fees (Rs.)
Shri Saket Jindal	27,500
Shri Shyam Lal Bindal	22,500
Shri K. K. Bhartia	27,500

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, 2013.

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

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

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

COMPOSITION

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

Members	Designation
Shri Saket Jindal	Chairman
Shri Shyam Lal Bindal	Member

COMPLIANCE OFFICER

Ms. Shubhi Chaturvedi, Company Secretary acts as "Compliance Officer" of the Company.

DESIGNATED EMAIL ID FOR INVESTORS

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

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

Number of Shareholders, complaints received during the period 01.4.2012 to 31.03.2013	Nil
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HARYANA CAPFIN LIMITED

7. GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2009-10	10.09.2010	Unitech Country Club, Block – E, South City – 1, Gurgaon – 122001.	12.00 Noon
2010-11	20.09.2011	Narsi Banquet, Palam Vihar, Gurgaon-122017 (Haryana)	12.00 Noon
2012-13	28.09.2012	Pipe Nagar, Village Sukeli, N.H. 17 B.K.G. Road, Taluka Roha, Distt. Raigad-402126 (Maharashtra)	3.00 P.M.

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

- a) In the AGM held on 10th September, 2010. : No Special Resolution was passed.
 b) In the AGM held on 20th September, 2011. : No Special Resolution was passed.
 c) In the AGM held on 28th September, 2012. : No Special Resolution was passed.

iii) During the year 2012-13, special resolution for Shifting of Company's Registered Office from State of Haryana to State of Maharashtra was passed through postal ballot.

Details of voting pattern were as under:

Sr. No.	Particulars	No. of Postal Ballot forms	No. of votes exercised	% to the total valid votes
1.	Total number of postal ballot forms received	85	3993324	-
2.	Less: Invalid postal ballot forms received	5	814	-
3.	Valid postal ballot forms received	80	3992510	100
4.	Votes in favour of the resolution	68	3990802	99.96
5.	Votes against the resolution	12	1708	0.04

Person who conducted the Postal Ballot exercise: Mr. Ranjeet Pandey, Practicing Company Secretary was the scrutinizer for the exercise.

The procedure followed for Postal Ballot was as per Section 192A of the Companies Act, 1956 and Rules made thereunder namely Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

8. DISCLOSURES

i) Related Party Transactions

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

ii) Accounting Standards

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

iii) Details on Non Compliance

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

iv) Declaration by CEO with regard to Code of Conduct

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

v) CEO/CFO Certificate

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

9. MEANS OF COMMUNICATION

The Company's financial results are communicated forthwith to 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. Additionally, in strict compliance of Listing Agreement, the Company has always promptly reported dates of various Board Meetings, Book Closures/ Record Dates to the Stock Exchange. The Financial Results are normally published in The Financial Express & Mumbai Lakshdeep. The financial results and all other relevant information is being uploaded on the website of the Company www.haryanacapfin.com from time to time.

10. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

- Date & Time : 30th September, 2013 at 4.00 P.M.
 Venue : Pipe Nagar, Village-Sukeli, N.H. 17 BKG Road, Taluka-Roha, Distt.-Raigad, Maharashtra
- b) Financial Year : 1st April, 2012 to 31st March, 2013
 c) Book Closure : 6th September, 2013 to 9th September, 2013 (both days inclusive).
 d) Dividend : Not Applicable

HARYANA CAPFIN LIMITED

Financial Calendar (Tentative):

- Financial reporting for the quarter ended 30th June, 2013	Aug, 2013
- Financial reporting for the quarter ending 30th Sept. 2013	Oct/Nov 2013
- Financial reporting for the quarter ending 31st Dec. 2013	Jan/Feb 2014
-Financial reporting for the quarter/year ending 31st March, 2014	April/May, 2014

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 2013-14 has already been paid.

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

Stock Market Price Data for the year 2012-13

Month	HCL BSE Price (Rs.)		BSE SENSEX	
	High	Low	High	Low
April, 2012	43.00	36.00	17664.10	17010.16
May, 2012	39.00	32.25	17432.33	15809.71
June, 2012	33.80	29.35	17448.48	15748.98
July, 2012	32.50	29.50	17631.19	16598.48
August, 2012	32.00	26.90	17972.54	17026.97
September, 2012	32.00	28.30	18869.94	17250.80
October, 2012	34.40	30.00	19137.29	18393.42
November, 2012	32.65	29.00	19372.70	18255.69
December, 2012	35.00	31.05	19612.18	19149.03
January, 2013	34.65	29.75	20203.66	19508.93
February, 2013	31.50	29.00	19966.69	18793.97
March, 2013	33.00	29.25	19754.66	18568.43

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2013

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	4815	99.156	770566	14.794
5001 to 10000	17	0.350	112699	2.164
10001 to 50000	12	0.247	255012	4.896
50001 to 100000	4	0.082	307152	5.897
100001 to Above	8	0.165	3763252	72.249
GRAND TOTAL	4856	100.00	5208681	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2013

Category	No. of Shares Held	% of Share Holding
Promoters	3662659	70.32
Financial Institutions/ Banks/FII	72546	1.39
Bodies Corporate	598339	11.49
Indian Public	830629	15.95
NRI/OCB	44508	0.85
GRAND TOTAL	5208681	100.00

DEMATERIALIZED OF SHARES AND LIQUIDITY

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2013, 98.24% of total equity shares were held in dematerialized form.

OUTSTANDING GDR / WARRANTS AND CONVERTIBLE BONDS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

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

REGISTRAR AND SHARE TRANSFER AGENTS:

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

HARYANA CAPFIN LIMITED

SHARE TRANSFER SYSTEM:

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

INVESTOR CORRESPONDENCE ADDRESS:

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

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

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from Vikash Sethi & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is forming part of the Annual Report.

B. NON-MANDATORY REQUIREMENTS

(1) a) **CHAIRMAN OF THE BOARD**

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

b) **TENURE OF INDEPENDENT DIRECTORS**

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

(2) **REMUNERATION COMMITTEE**

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

(3) **SHAREHOLDERS' RIGHTS**

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

(4) **AUDIT QUALIFICATIONS**

There are no Audit Qualifications in the Auditors' Report.

(5) **TRAINING OF BOARD MEMBERS**

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

(6) **MECHANISM FOR EVALUATING NON-EXECUTIVE BOARD MEMBERS**

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

(7) **WHISTLE BLOWER POLICY:**

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

DECLARATION UNDER LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

This is to certify that, to the best of my knowledge and belief, for the financial year ended on 31st March, 2013, all Board members and senior Management Personnel have affirmed compliance with the code of conduct for Directors and Senior Management Personnel respectively.

Dated : 8th August, 2013

Place : Gurgaon

SUDHIR KUMAR SINGHAL

Whole Time Director

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

HARYANA CAPFIN LIMITED

We have examined the compliance of conditions of Corporate Governance of Haryana Capfin Limited for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

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

For **Vikash Sethi & Associates**
Company Secretaries

Vikash Sethi
Proprietor
C.P. No. : 7863

Place : Gurgaon

Dated : 8th August, 2013

Management Discussion and Analysis

Forming part of the Directors' Report for the year ended 31st March, 2013

FORWARD LOOKING STATEMENTS

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

Forward-looking statements should be viewed in the context of many risk issues, and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, the impact of changes in oil, Steel prices worldwide and domestic, economic and political conditions. We cannot assure that outcome of this forward-looking statements will be realized. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance. The Company disclaims any duty to update the information given in the aforesaid reports.

INDUSTRY STRUCTURE AND DEVELOPMENT

Indian economic growth during the year slowed down substantially at 5.0% against 6.5% in the previous year. However, considering the fact that the world has now entered a low growth economic landscape, the Country's performance is not altogether discouraging, as India's key macroeconomic fundamentals look robust.

The Reserve Bank of India's efforts to rein in inflation and the Government's initiative and measures to limit the fiscal deficit at 4.8% of GDP during 2013-14 are expected to restore confidence in India's macroeconomic policy.

Non Banking Financial Companies (NBFCs), over the years have played a vital role in driving the Country's inclusive growth. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

The Company was not exposed to the capital market at large during the year under review. It holds only a controlling stake in Maharashtra Seamless Ltd. (a Company with the same Management). Major operations of Maharashtra Seamless are focussed on Oil & gas sector, which is currently a very prominent and global sector. Your Company is looking forward for a sustainable growth in the investee Company in future, 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 industry holds immense potential in view of the Government of India's increased focus towards Financial Inclusion.

The economic slowdown, coupled with inflationary pressure has the prospects of curtailing business growth, raise the delinquency rate and enhance credit costs. 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.

BUSINESS OUTLOOK

The Company continues to hold investment in Maharashtra Seamless Limited and expect to earn reasonable return on the same. Maharashtra Seamless is focusing on 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, therefore, closely monitors the working of the investee Company.

RISKS AND CONCERNS

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

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with its size and nature of operations, covering assurance of recording all 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

The total Income of the Company during the year was Rs. 192.69 lacs as against Rs. 176.83 lacs in the previous year. Profit after tax and adjustment was Rs. 177.33 lacs as against Rs. 163.04 lacs 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.

HARYANA CAPFIN LIMITED

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 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2013;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the 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, 2003 ("the Order"), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act; and
 - (v) On the basis of written representation received from the directors as at 31 March 2013 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **B.K. SHROFF & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.: 302166E

Kavita Nangia
Partner
Membership No.: 90378

Place : New Delhi
Date : 24th May, 2013

HARYANA CAPFIN LIMITED

Annexure referred to in paragraph (1) under the heading of “Report on Other Legal and Regulatory requirements” of our report of even date

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) All the fixed assets have been physically verified by the management according to a regular programme which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (ii) The Company does not have any inventory and as such clauses (ii) (a), (b) & (c) of the Order are not applicable to the company.
- (iii) In our opinion and according to the explanations given to us, the Company has neither granted nor taken loans, secured or unsecured to/from companies firms or other parties covered in the register maintained under section 301 of the Act and as such clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchase of inventory and fixed assets and for sale of goods and services. Further on the basis of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- (v) In our opinion and according to the information given to us, the Company has not entered into any transactions that need to be entered in register in pursuance of Section 301 of the Act and as such clause (v) (b) of the Order is not applicable to the Company.
- (vi) In our opinion and according to the information given to us, the Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- (viii) The maintenance of cost records has not been prescribed by the Central Government u/s 209 (1) (d) of the Companies Act, 1956 in respect of the company's products.
- (ix) (a) The Company is regular in depositing with the appropriate authorities undisputed statutory dues, if any, including provident fund, employees state insurance investor education and protection fund, income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess and other statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, sales tax, service tax, wealth tax, customs duty, excise duty and cess were outstanding as at 31.03.2013
- (x) The Company does not have any accumulated losses at the end of the financial year nor has it incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company has not borrowed monies from any financial Institutions or bank or debenture holders and as such clause (xi) of the order is not applicable to the Company.
- (xii) According to the information and explanations given to us the Company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is neither a chit fund nor nidhi / mutual benefit fund / society and hence clause (xiii) of the Order is not applicable to the Company.
- (xiv) In our opinion and according to the explanations given to us, the Company has maintained proper records of its transactions and contracts and has made timely entries therein. The Company is holding shares and debentures in its own name.
- (xv) In our opinion the Company has not given guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not availed any term loans during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets.
- (xviii) The Company has not made any preferential allotment of shares, to parties and companies covered in the register maintained under section 301 Companies Act, 1956.
- (xix) The Company does not have any debentures outstanding, as on the Balance Sheet date, hence, the clause 4(xix) of the order is not applicable.
- (xx) The Company has not raised any money through the public issue during the year. Accordingly, clause 4(xix) of the order is not applicable.
- (xxi) According to the information and explanations given to us no fraud on or by the Company has been noticed or reported during the course of our audit.

For **B.K. SHROFF & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.: 302166E

Kavita Nangia
Partner

Membership No.: 90378

HARYANA CAPFIN LIMITED

BALANCE SHEET

AS AT 31ST MARCH, 2013

	Note No.	AS AT 31.03.2013 (Rs.)	AS AT 31.03.2012 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	52,086,810	52,086,810
Reserves and Surplus	3	239,383,961	221,651,443
Current Liabilities			
Other current Liabilities	4	290,578	183,995
Short-Term Provisions	5	176,937	121,066
Total Equity & Liabilities		291,938,286	274,043,314
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	6	2,934,379	2,934,379
Non-current investments	7	255,725,877	255,725,877
Current assets			
Cash and cash equivalents	8	2,107,677	87,268
Short-term loans and advances	9	31,170,353	15,295,790
Total Assets		291,938,286	274,043,314

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 B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

KAVITA NANGIA
Partner
Membership No. 90378

SHUBHI CHATURVEDI
Company Secretary

SAKET JINDAL
Chairman
SUDHIR KUMAR SINGHAL
Wholetime Director

Place : New Delhi
Dated : 24th May, 2013

HARYANA CAPFIN LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2013

	Note No.	YEARENDED 31.03.2013 (Rs.)	YEAR ENDED 31.03.2012 (Rs.)
Revenue			
Revenue from operations	10.1	19,266,096	17,682,881
Other Income	10.2	3,232	-
Total Revenue		19,269,328	17,682,881
Expenses			
Employee benefit expense	11	828,744	845,731
Finance costs	12	1,380	1,983
Other expenses	13	502,247	479,257
Contingent Provision against Standard Assets	14	39,500	32,900
Total Expenses		1,371,871	1,359,871
Profit before exceptional and extraordinary items and tax		17,897,457	16,323,010
Tax expense:			
Current tax		424,000	104,000
Deferred tax		-	15,050
Add - MAT Credit Entitlement		(259,061)	(100,492)
Profit/(Loss) from continuing operations		17,732,518	16,304,452
Earning per equity share			
Basic		3.40	3.13
Diluted		3.40	3.13

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 B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

KAVITA NANGIA
Partner
Membership No. 90378

SHUBHI CHATURVEDI
Company Secretary

SAKET JINDAL
Chairman
SUDHIR KUMAR SINGHAL
Wholetime Director

Place : New Delhi
Dated : 24th May, 2013

HARYANA CAPFIN LIMITED

CASH FLOW STATEMENTS ANNEXED TO THE BALANCE SHEET

FOR THE YEAR ENDED 31ST MARCH, 2013

		YEARE ENDED 31.03.2013 (Rs.)	YEAR ENDED 31.03.2012 (Rs.)
A	<u>Cash Flow from Operating Activities</u>		
	Net Profit before tax and extraordinary items	17,897,457	16,323,010
	Adjusted for:		
	Contingent Provision against Standard Assets	39,500	32,900
	Operating Profit before Working Capital Changes	17,936,957	16,355,910
	Adjusted for:		
	Trade & Other Receivables	(15,824,417)	(13,021,388)
	Trade Payables & Others	122,954	62,694
	Cash Generated from operations	2,235,494	3,397,216
	Direct taxes Paid	(215,085)	(73,596)
	Cash Flow before extraordinary items	2,020,409	3,323,620
	Net Cash From Operating Activities	2,020,409	3,323,620
	A		
B	<u>Cash Flow from Investing Activities</u>		
	Purchase of Investments	-	(1,400,095)
	Purchase of Fixed Assets	-	(1,935,695)
	Net Cash from Investing Activities	-	(3,335,790)
	B		
C	<u>Cash Flow from Financing Activities</u>		
	Loan Taken	-	-
	Net Cash from Financing Activities	-	-
	C		
	Net increase in Cash & Cash Equivalents (A+B+C)	2,020,409	(12,170)
	Opening Balances of Cash and Cash Equivalents	87,268	99,438
	Closing Balances of Cash and Cash Equivalents	2,107,677	87,268
	Change in Cash and Cash Equivalents	2,020,409	(12,170)

As per our report of even date attached

For B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

KAVITA NANGIA
Partner
Membership No. 90378

SHUBHI CHATURVEDI
Company Secretary

SAKET JINDAL
Chairman
SUDHIR KUMAR SINGHAL
Wholetime Director

Place : New Delhi
Dated : 24th May, 2013

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

NOTE – 1: SIGNIFICANT ACCOUNTING POLICIES

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, 1956 and in compliance with the applicable accounting standards referred to in sub-section (3C) of the section 211 of the said Act. The accounting policies, except otherwise stated, have been consistently applied by the Company.

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 Revised Schedule-VI of the Companies Act, 1956.

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 at the rates prescribed under schedule XIV to the Companies Act, 1956, as amended till date.

e. **Investments**

Long Term Investments are classified into Non-current investments and others are classified as current Investment. Non-current 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.

HARYANA CAPFIN LIMITED

h. Taxes on Income

Current Tax:

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

Deferred Tax:

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

Deferred Tax Assets are recognised and carried forward to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

i. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is reliable estimate of present obligation as a result of past events. Contingent Liabilities are disclosed by way of Notes on accounts. Contingent Provision against Standard Assets is accounted as per RBI directive on standard assets. Contingent Assets are neither accounted nor disclosed in the financial statements due to uncertainty of their realisation.

j. Event occurring after the Balance Sheet Date

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

k. Impairment of Assets

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

l. Borrowing Costs

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

m. Earning Per Share

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

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

n. Research and Developments

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

HARYANA CAPFIN LIMITED

NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	AS AT 31.03.2013 (Rs.)	AS AT 31.03.2012 (Rs.)
SHARE CAPITAL		
2 Share Capital		
Equity Share Capital		
Authorised		
6,000,000 (Previous Year 6,000,000) Equity Shares of Rs 10/- each	60,000,000	60,000,000
	60,000,000	60,000,000
Issued, subscribed & fully paid share capital		
5,208,681 (Previous Year 5,208,681) Equity Shares of Rs 10/- each Fully Paid-Up	52,086,810	52,086,810
The above included 43,470 numbers of fully paid up equity shares of Rs10 each issued as Bonus shares and 5,139,486 equity shares of Rs10 each issued for consideration other than cash as per order of Hon'ble High Court of Punjab & Haryana dated 27th July, 2006.		
	52,086,810	52,086,810

a Reconciliation of Shares outstanding at the beginning and cloce of the year

Equity shares	As at 31.03.2013		As at 31.03.2012	
	Nos.	Rupees	Nos.	Rupees
At the beginning of Year	5,208,681	52,086,810	5,208,681	52,086,810
Add - Addition during the Year	-	-	-	-
Less - Reduction during the Year	-	-	-	-
At the end of the Year	5,208,681	52,086,810	5,208,681	52,086,810

Equity shareholders have right to receive dividend 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 Rs 10/- each of the company:

Equity shares	As at 31.03.2013		As at 31.03.2012	
	Nos.	%	Nos.	%
Stable Trading Co. Limited	878,590	16.87	878,590	16.87
Sudha Apparels Limited	980,741	18.83	980,741	18.83
Jindal Global Finance & Investment Ltd.	1,041,466	19.99	1,041,466	19.99

HARYANA CAPFIN LIMITED

	AS AT 31.03.2013 (Rs.)	AS AT 31.03.2012 (Rs.)
3 RESERVES AND SURPLUS		
3.1 Other Reserves		
a. Statutory Reserve		
As per last Balance Sheet	11,524,503	8,263,300
Add - Transferred from Profit & Loss Account	3,547,000	3,261,203
	15,071,503	11,524,503
b. General Reserve		
As per last Balance Sheet	151,792,594	150,792,594
Add - Transferred from Profit & Loss Account	1,000,000	1,000,000
	152,792,594	151,792,594
3.2 Surplus in Profit & Loss A/c		
As per last Balance sheet	58,334,346	46,291,097
Add - During The Year	17,732,518	16,304,452
Less - Transfer to Statutory Reserve	3,547,000	3,261,203
Less - Transfer to General Reserve	1,000,000	1,000,000
	71,519,864	58,334,346
	239,383,961	221,651,443
4 OTHERS CURRENT LIABILITIES		
Liabilities For Expenses	283,734	172,482
Liabilities for Statutory Dues	6,844	11,513
	290,578	183,995
5 SHORT-TERM PROVISIONS		
Provision for employee Retirement benefits	99,937	83,566
Contingent Provision for Standarded Assets	77,000	37,500
	176,937	121,066
6 FIXED ASSETS		
Tangible Assets		(Rs.)

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2012	ADDITIONS	SALES/ ADJUSTMENTS	AS AT 31.03.2013	UPTO 31.03.2012	FOR THE YEAR	SALES/ ADJUSTMENTS	UPTO 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
Land (Free Hold)	2,934,379	-	-	2,934,379	-	-	-	-	2,934,379	2,934,379
Total	2,934,379	-	-	2,934,379	-	-	-	-	2,934,379	2,934,379
Previous Year	998,684	1,935,695	-	2,934,379	-	-	-	-	2,934,379	

The necessary formalities in respect of change of name / mutation of land of casinvest division of Jindal Drilling & Industries Limited in favour of Haryana Capfin Limited pending in the Revenue records of Land Authorities, is under progress. However, the legal rights of these properties vest in Haryana Capfin Limited as per approved scheme of arrangement by operation of Statute viz. Sections 391 to 392 of the Companies Act, 1956.

HARYANA CAPFIN LIMITED

	AS AT 31.03.2013		AS AT 30.03.2012	
	Number of Shares	(Rs.)	Number of Shares	(Rs.)
7 NON-CURRENT INVESTMENTS (Non- Trade)				
(Fully paid up unless otherwise specified)				
EQUITY SHARES				
i) Quoted				
Maharashtra Seamless Limited of Rs 5 each	2,852,540	255,724,872	2,852,540	255,724,872
ii) Un-Quoted				
Global Jindal Fin-invest Limited of Rs 10 each	100	1,005	100	1,005
		<u>255,725,877</u>		<u>255,725,877</u>
Aggregate Value of Unquoted Investments		1,005		1,005
Aggregate Value of Quoted Investments		255,724,872		255,724,872
Market Value of Quoted Investments		627,844,054		1,121,059,364
8 CASH AND CASH EQUIVALENTS				
Balances with banks - In Current Account			2,100,629	75,226
(Including cheque in hand Rs. 1,935,771/-, Previous Year Nil)				
Cash on hand			7,048	12,042
			<u>2,107,677</u>	<u>87,268</u>
9 SHORT TERM LOANS AND ADVANCES				
Loans to Body Corporate			30,800,000	14,958,488
(Loans repayable on demand , Unsecured Considered good)				
Advance Income Tax (Net of Provision)			3,215	212,130
MAT Credit Entitelment			359,553	100,492
Others Advances recoverable in Cash or Kind			7,585	24,680
			<u>31,170,353</u>	<u>15,295,790</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

	YEAR ENDED 31.03.2013 (Rs.)	YEAR ENDED 31.03.2012 (Rs.)	
10.1 REVENUE FROM OPERATIONS			
Interest	2,150,856	597,641	
Dividend on shares	17,115,240	17,085,240	
	<u>19,266,096</u>	<u>17,682,881</u>	
10.2 OTHER INCOME			
Liabilities Writtern Off	3,232	-	
	<u>3,232</u>	<u>-</u>	
11 EMPLOYEES BENEFITS EXPENSES			
Salaries and wages	827,652	844,738	
Staff welfare expenses	1,092	993	
	<u>828,744</u>	<u>845,731</u>	
12 FINANCE COSTS			
Bank charges	1,380	1,983	
	<u>1,380</u>	<u>1,983</u>	
13 OTHER EXPENSES			
Postage & Telephone	23,146	55,528	
Printing & Stationary	30,975	42,137	
Rent	13,476	7,721	
Fee & subscription	31,590	32,575	
Travelling & Conveyance	-	2,020	
Legal & Professional Charges	124,853	63,302	
Directors' Fee	80,000	75,000	
Advertisement & Publicity	72,690	52,640	
Share Maintenance Expenses	52,162	52,296	
Auditors' Remuneration :			
- Audit Fee	33,708	33,708	
- Tax Audit Fee	6,742	6,742	
- In other Services	11,236	15,445	
Miscellaneous expenses	21,669	40,143	
	<u>502,247</u>	<u>479,257</u>	
14 PROVISION ON STANDARD ASSETS			
Opening Balance	37,500	4,600	
Add : During the Year	39,500	32,900	
Closing Balance	<u>77,000</u>	<u>37,500</u>	
The Reserve Bank of India has notified vide its Notification No DNBS.222/CGM (US)-2011 dated 17th January, 2011 to make a provision of 0.25% on the standard assets.			
15 DEFERRED TAX ASSETS (NET)			
	As at 31.03.2012	For the Year	As at 31.03.2013
Expenses disallowed U/s 43 B	25,821	5,060	30,881
Unabsorbed Business Loss	710,867	(710,867)	-
Net Deferred Tax assets at the end of the year	736,688	(705,807)	30,881
In view of uncertainty of its realisation, Deferred Tax assets of Rs 30,881 as on 31st March, 2013 (Previous year Rs 736,688/-) has not been recognised.			
16 MANAGERIAL REMUNERATION			
Salaries and Allowances	343,080	307,716	
Perquisites	59,667	93,748	
	<u>402,747</u>	<u>401,464</u>	

HARYANA CAPFIN LIMITED

17 RELATED PARTY DISCLOSURE AS PER ACCOUNTING STANDARD - 18

Related Parties with whom Transaction have taken place during the Year

a. Associated Companies

Maharashtra Seamless Limited
Sudha Apparels Limited
Global Jindal Fin-invest Limited
Stable Trading Co. Limited

b. Key Managerial Personnel

Shri Sudhir Kumar Singhal

Details of Transactions during the year are as follows:

(Rs.)

Particulars	31.03.2013	31.03.2012
a. Loans given (Maximum Outstanding) Associate Company	62,058,488	14,958,488
b. Interest Received from related parties Associate Company	1,886,314	585,970
c. Dividend Received from related parties Associate Company	17,115,240	17,085,240
d. Rent Paid to related parties Associate Company	13,476	7,721
e. Remuneration Key Management Personnel	402,747	401,464
f. Investment in related parties as on 31st March, 2013 Associate Company	255,725,877	255,725,877
g. Balance as at 31st March, 2013 receivable by the Company Associate Company	30,800,000	14,958,488

18 EARNING PER SHARE

Particulars	31.03.2013	31.03.2012
Net Profit after tax available for Equity Shareholders (Rs.)	17,732,518	16,304,452
Weighted average number of Equity Shares of Rs. 10/- each	5,208,681	5,208,681
Total number of shares	5,208,681	5,208,681
Basic / Diluted Earning per share (Rs.)	3.40	3.13

19 SEGMENT REPORTING

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

20 During the year Company Registered Office has been shifted from State of Haryana to State of Maharashtra.

21 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-14.03168 dated 12.11.2008 and has been complying with prudential norms as prescribed by RBI for NBFCs. Schedule to the Balance Sheet of a non-deposit taking non-banking financial company as required in terms of paragraph 13 of Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve bank) Directions, 2007 separately attached as Annexure - I.

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

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

As per our report of even date attached

For B.K. SHROFF & CO.
Chartered Accountants

For & on Behalf of the Board

KAVITA NANGIA
Partner
Membership No. 90378

SHUBHI CHATURVEDI
Company Secretary

SAKET JINDAL
Chairman
SUDHIR KUMAR SINGHAL
Wholtime Director

Place : New Delhi
Dated : 24th May, 2013

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-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

(Rs.)

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	-	-
	(f) 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		30,800,000
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry Debtors :		
	(a) Financial Lease		-
	(b) Operating Lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		-
	(b) Repossessed Assets		-
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been re-possessed		-
	(b) Loans other than (a) above		-
(4)	Break-up of Investments:		
	Current Investments:		
	1. Quoted:		
	Shares: (a) Equity		-
	(b) Preference		-
	Debentures and Bonds		-
	Units of mutual funds		-
	Government Securities		-
	Others (please specify)		-

HARYANA CAPFIN LIMITED

	2. Unquoted: Shares: (a) Equity (b) Preference Debentures and Bonds Units of mutual funds Government Securities Others (please specify)	- - - - - -															
	Long Term Investments: 1. Quoted: Shares: (a) Equity (b) Preference Debentures and Bonds Units of mutual funds Government Securities Others (please specify)	255,724,872 - - - -															
	2. Unquoted: Shares: (a) Equity (b) Preference Debentures and Bonds Units of mutual funds Government Securities Others (please specify)	1,005 - - - -															
(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** Subsidiaries Companies in the same group Other related parties	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%;">Secured</th> <th style="width: 33%;">Unsecured</th> <th style="width: 33%;">Total</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">30,800,000</td> <td style="text-align: center;">30,800,000</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> </tbody> </table>	Secured	Unsecured	Total	-	-	-	-	30,800,000	30,800,000	-	-	-	-	-	-
Secured	Unsecured	Total															
-	-	-															
-	30,800,000	30,800,000															
-	-	-															
-	-	-															
	2. Other than related parties	-															
	Total	- 30,800,000 30,800,000															
(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															
	1. Related Parties** Subsidiaries Companies in the same group Other related parties	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Market Value / Break-up or Fair Value or NAV</th> <th style="width: 50%;">Book Value (Net of Provisions)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">627,856,045</td> <td style="text-align: center;">255,725,877</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">627,856,045</td> <td style="text-align: center;">255,725,877</td> </tr> </tbody> </table>	Market Value / Break-up or Fair Value or NAV	Book Value (Net of Provisions)	-	-	-	-	627,856,045	255,725,877	-	-	627,856,045	255,725,877			
Market Value / Break-up or Fair Value or NAV	Book Value (Net of Provisions)																
-	-																
-	-																
627,856,045	255,725,877																
-	-																
627,856,045	255,725,877																
	2. Other than related parties	-															
	Total	627,856,045 255,725,877															
	** As per Accounting Standard of ICAI (Please see Note 3)																
(7)	Other Information																
	Particulars	Amount															
	(i) Gross Non-Performing Assets Related parties Other then related parties	- -															
	(II) Net Non-Performing Assets Related parties Other then related parties	- -															
	(iii) Assets acquired in satisfaction of debts	-															

HARYANA CAPFIN LIMITED

REGD. OFFICE : Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad-402 126, Maharashtra

PROXY FORM

Folio No.

DP ID*

Client ID*

I/We.....of.....

being a member/members of Haryana Capfin Limited do hereby appointof
.....or failing him/her.....of.....as
my/ our proxy to attend and vote for me/us on my/our behalf at the 15th Annual General meeting of the
Company to be held on Monday, 30th September, 2013 at 4.00 P.M. and at any adjournment thereof.

Date :.....

Signature(s).....

Revenue
Stamp

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

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

HARYANA CAPFIN LIMITED

REGD. OFFICE : Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad-402 126, Maharashtra

ATTENDANCE SLIP

Folio No.

DP ID*

Client ID*

I hereby record my presence at the 15th Annual General Meeting of the Company held at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad-402 126, Maharashtra at 4.00 P.M. on Monday, the 30th September, 2013.

Name of the attending Member.....
(in Block Letters)

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

No. of Shares held.....

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

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

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

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