

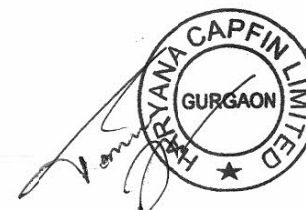
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of the Company: **HARYANA CAPFIN LIMITED**  
 2. Quarter ending: **31<sup>st</sup> December, 2015**

<b>I. Composition of Board of Directors</b>									
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category*	Date of Appointment in the current term/cessation	Tenure**	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of Chairperson in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mrs.	Shruti Raghav Jindal	PAN: AHVPD9705D DIN: 02208891	Executive	01.07.2014	N.A.	N.A.	2	-	
Mr.	Kamal Kishore Bhartia	PAN: AAGPB6148J DIN: 00081236	Independent	26.09.2014	5 years	1	2	2	
Mr.	Krishna Kumar Khandelwal	PAN: ABCPK3102C DIN: 00455369	Independent	28.09.2015	5 years	2	3	2	
Mr.	Shyam Lal Bindal	PAN: ADTPB2183K DIN: 03373157	Independent	26.09.2014	5 years	1	-	-	

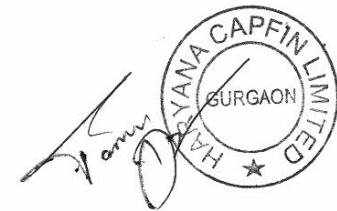
\* Category of Directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



<b>II. Composition of Committees</b>			
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non-Executive/Independent/Nominee)	
<b>1. Audit Committee</b>	Mr. Kamal Kishore Bhartia	Chairperson-Independent	
	Mrs. Shruti Raghav Jindal	Executive	
	Mr. Krishna Kumar Khandelwal	Independent	
<b>2. Nomination &amp; Remuneration Committee</b>	Mr. Kamal Kishore Bhartia	Chairperson-Independent	
	Mr. Krishna Kumar Khandelwal	Independent	
	Mr. Shyam Lal Bindal	Independent	
<b>3. Stakeholders Relationship Committee</b>	Mr. Kamal Kishore Bhartia	Chairperson-Independent	
	Mrs. Shruti Raghav Jindal	Executive	
<b>4. Risk Management Committee (Not applicable to the Company)</b>			
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
05.08.2015	30.10.2015	86 days	
<b>IV. Meeting of Committees: Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
30.10.2015	Yes. All Committee members were present in the meeting.	05.08.2015	86 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

## **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (not applicable to the Company)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

**For Haryana Capfin Limited**

**TARUN DUA**

Company Secretary & Compliance Officer

