

HARYANA CAPFIN LIMITED

INTERIM CORPORATE OFFICE: Plot No. 106, Sector-44, Gurgaon – 122 002, Haryana (India)

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E-mail: investors@haryanacapfin.com Website: www.haryanacapfin.com

CIN : L27209MH1998PLC236139

CORPORATE OFFICE: Plot No. 30, Institutional Sector-44, Gurgaon – 122 003, Haryana (India)

Ref No. : HCL/G/SEC/SE/2023-24

May 12, 2023

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, PJ Towers
Dalal Street, Fort
Mumbai-400 001

Stock Code : 532855
Scrip ID : HARYNACAP

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2023.

Submitted for your information and record.

Thanking You,

Yours Faithfully,
For **HARYANA CAPFIN LIMITED**

AYUSH Digitally signed
by AYUSH GOEL
GOEL Date: 2023.05.12
14:17:54 +05'30'

AYUSH GOEL
COMPANY SECRETARY

RAJESH GUPTA

F.C.S. LL.B, I.P.

Practising Company Secretary

Office: 46, RAMESHWAR NAGAR, AZADPUR, DELHI – 110033

C-10 LGF, Lajpat Nagar -III, New Delhi -110024

Phone: 9999595795 Email: rguptafcs@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT of HARYANA CAPFIN LIMITED (CIN: L27209MH1998PLC236139)

For the Year Ended 31st March, 2023

(Pursuant to Regulation 24A(2) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and BSE Notice No. 20230316-14 and 20230410-41 dated 16th March, 2023 and 10th April, 2023 respectively)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Haryana Capfin Limited (CIN-L27209MH1998PLC236139) (herein after referred as 'the listed entity'), having its registered office at Pipe Nagar, Village Sukeli, N.H-17, B.K.G. Road, Taluka Roha, Distt. Raigad-402126 (Maharashtra). Secretarial Review 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 my verification of the listed entity's books, papers, minutes, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Rajesh Gupta, Practising Company Secretary (FCS No. 4870), Certificate of Practice No. 26258), have examined:

- a) All the documents and records made available to us and explanation provided by **Haryana Capfin Limited** ('the listed entity');
- b) The filings/ submission made by the listed entity to the stock exchange, i.e., BSE Limited;
- c) Website of the listed entity; and

any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2023** ('Review Period') in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable on Company during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not Applicable on Company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable on Company during the review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable on Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **(Not Applicable on Company during the review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines based thereunder;
- j) Other applicable Regulations and Circulars/Guidelines issued thereunder.

And based on the above examination, I hereby report that during the review period:

- a) The listed Company has complied with the provisions of above regulations and circulars/ guideline issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines)	Regulation/Circular No.	Deviation	Action taken by	Type of Action (Advisory/Clarifications/ fine/show cause/Notice/warning etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

b) The listed entity has taken the following actions to comply with the observations made in the previous reports

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines)	Regulation/Circular No.	Deviation	Action taken by	Type of Action (Advisory/Clarifications/ fine/show cause/Notice/warning etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

In addition to the above-mentioned circular the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<u>Adoption and timely up-dation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3.	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	

4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy Prescribed under SEBI LODR Regulations 2015	Yes	
7.	<u>Performance Evaluation:</u> The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried out in the Month of March, 2023 for FY 22-23.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity should provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes Yes	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Company has proper Structural Digital Database software.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder	NA	No action was taken/ required to be taken

12.	Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI Regulation/Circular/Guidance note etc.	None	
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	During the review period no such incidents occurred in the company hence these compliances are not applicable to the company
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed</p>	NA	During the review period no such incidents occurred in the company hence these compliances are not applicable to the company

3.	<p>resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> <p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format specified in Annexure- A in SEBI Circular CIR/ D/CMD1/114/2019 dated 18th October, 2019.</p>		<p>During the review period no such incidents occurred in the company hence these compliances are not applicable to the company</p>
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<p>Date: 12.05.2023</p> <p>Place: New Delhi</p>	<p>RAJESH GUPTA</p> <p>Digitally signed by RAJESH GUPTA Date: 2023.05.12 13:17:51 +05'30'</p> <p>Rajesh Gupta Practicing Company Secretary Membership No.: F-4870 C.P. No.:26258 UDIN: F004870E000270432</p> <p>Peer Review Certificate No. 3025/2023</p>
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