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

- 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:
 - 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.

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.

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.

- 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.			
Date of appointment as Director of the Company	01.07.2014	26.05.2015		
Directorship of other companies	Global Jindal Fin-Invest Ltd. Sparlerk Dealcomm Ltd.	 Jindal Drilling & Industries Ltd. Toshniwal Travels Pvt. Ltd. Quick Portfolio Services Pvt. Ltd. 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.

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
 - 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)
	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 CDSLs 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 SANDHYATIWARI
Dated : 13th August, 2018 Company Secretary

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

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

Nan	ne of the Mem	nber(s) :	 	 			
Reg	istered Addre	ess	:	 	 			
			:	 	 			
E-m	ail ID		:		 			
Folio	No. / DP ID and	d Clie	nt ID :	 	 			
I/We	e, being the m	embe	er(s) of	 	 shares of	Haryana Capfir	n Limited, h	ereby appoint
1.	Name	:		 	 E-mail	d		
	Address	:		 	 			
	Signature	:		 	 			or failing him/her
2.	Name	:			 E-mail	d		
	Address	:		 	 			
	Signature	:		 	 			or failing him/her
3.	Name	:		 	 E-mail	d		
	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 sh	ares in electronic form.			
			Affix a	
			Revenue	
Signed this	day of	. 2018	Stamp	
		Sigr	nature of shareho	older
Signature of first proxy holder	Signature of second proxy holder	Signature of third		

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.

^{*}Please put a (\checkmark) 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.

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

NOTES:

 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.

Second holder /Proxy

Third holder/Proxy

ii. Duplicate Attendance Slip will not be issued at the venue.

First/sole Holder/Proxy

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

