

HARYANA CAPFIN LIMITED

CORPORATE OFFICE : Plot No. 30, Institutional Sector-44, Gurgaon - 122 002. Haryana (India)
Phone : 91-124-4624000, 2574326, 2574620, 2574621 Fax : 91-124-2574327
E-mail : investors@haryanacapfin.com Website : www.haryanacapfin.com
CIN : L27209MH1998PLC236139

Ref No. : HCL/G/SEC/SE/2017-18

5th September, 2017

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, PJ Towers
Dalal Street, Fort
Mumbai-400 001
FAX No. 022-22723719

Stock Code : 532855
Scrip ID : HARYNACAP

Dear Sir,

Sub: Notice of Annual General Meeting

Dear Sir,

We would like to inform you that the 19th Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 26th September, 2017 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.

Copy of Notice for Annual General Meeting is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,
For **HARYANA CAPFIN LIMITED**



SANDHYA TIWARI
Company Secretary

HARYANA CAPFIN LIMITED

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

NOTICE

Notice is hereby given that the 19th Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 26th September, 2017 at 4.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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, 2017 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted"

2. To appoint a Director in place of Shri Sanjiv Gupta, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Shri Sanjiv Gupta, (DIN-06711209) who retires by rotation be and is hereby re-appointed as Director of the Company."

3. To ratify the appointment of the Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s A.M.A.A & Associates, Chartered Accountants (Firm Registration No:-013066C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, approval of the members of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Smt. Shruti Raghav Jindal (DIN-02208891), as Whole time Director of the Company, for a period of 3 (Three) years with effect from 1st July, 2017 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Smt. Shruti Raghav Jindal.

SALARY

Rs.1,75,000/- (One Lakh Seventy Five Thousand only) per month with such increase as may be decided by the Board of Directors from time to time in the grade of Rs.1,75,000 - Rs. 3,50,000/- per month.

HARYANA CAPFIN LIMITED

PERQUISITES

- I. The Whole Time Director shall be entitled to perquisites and benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business and personal use, facility of telephone installed at her residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
- II. The Whole Time Director shall be entitled to Company's contribution to Provident Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

OTHER TERMS

1. The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
2. The Whole Time Director shall be entitled to reimbursement of entertainment, travelling and all other expenses incurred in the course of the Company's business.

By order of the Board

Place : Gurgaon

Dated : 10th August, 2017

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 14th September, 2017 to 19th September, 2017 (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 form 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 Sanjiv Gupta
Age	34 years	54 Years
Qualification	Graduate in International Management from Richmond University, London	Chartered Accountant
Expertise in specific functional area	Wide Experience in managing the Non-Banking Finance Companies and in the field of Business promotion and public relations.	Wide Experience in Finance and Accounts.
Date of appointment as Director of the Company	01.07.2014	30.05.2016
Directorship of other companies	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.	1. Jindal Premium Connections Pvt Ltd. 2. Maharashtra Seamless Finance Ltd. 3. Gondkhari Coal Mining Ltd.
Chairman/Member of Committee of other Companies	Nil	Nil
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. and 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 19th 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 19th 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. 19th September, 2017.

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 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.

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

- (i) The remote e-voting period begins on 23rd September, 2017 (9:00 A.M) and ends on 25th September, 2017 (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 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders/ Members".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
	<ul style="list-style-type: none"> 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 of 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. 4

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee of the Board of Directors has re-appointed Smt. Shruti Raghav Jindal as Whole Time Director of the Company for a period of three years on the terms and conditions, including remuneration, as contained in the resolution in conformity with in Section II, Part II of Schedule V of the Companies Act, 2013 in view of inadequacy of profit of the Company.

Pursuant to the provisions of section 203 read with Schedule V of the Companies Act, 2013, the approval of the members is required to be obtained for payment of remuneration to Smt. Shruti Raghav Jindal as Whole Time Director.

Except Smt. Shruti Raghav Jindal and her relatives, none of the Directors and Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the resolution.

The Board commends the resolution for your approval.

STATEMENT IN TERMS OF SECTION II OF SCHEDULE V OF THE COMPANIES, ACT 2013, RELATING TO REMUNERATION PAYABLE TO WHOLETIME DIRECTOR

I. GENERAL INFORMATION:

1.	Nature of Industry	Non- Banking Finance industry		
2.	Date or expected date of commencement of commercial production	The Company has already commenced operations in 1999		
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable		
4.	Financial performance based on given indicators	Particulars	2016-17	2015-16
		Total Income	137.31	202.05
		Profit before Tax	97.92	162.10
		Provision for Tax		
		- Current	8.46	10.44
		- Earlier year	-	0.02
		Profit after Tax	89.46	151.64
5.	Foreign Investments or collaborators, if any	At present the Company has neither made any foreign investments nor has any collaboration abroad.		

HARYANA CAPFIN LIMITED

II. INFORMATION ABOUT THE APPOINTEES:

1. BACKGROUND DETAILS :

Smt. Shruti Raghav Jindal is a Graduate in International Management from Richmond University London she has wide experience in managing the Non- Banking Finance Companies and other industries. She had served as Chief Executive (Business Promotion and Public Relations) in Maharashtra Seamless Limited and is presently Director of Global Jindal Fin-Invest Ltd. and Sparlerk Dealcomm Ltd.

2. PAST REMUNERATION :

Rs. 1,75,000 per month plus other benefits as per rules of the Company.

3. RECOGNITION OR AWARDS :

None

4. JOB PROFILE AND THEIR SUITABILITY

Smt. Shruti Raghav Jindal has been looking after the overall operations of Company, including various other responsibilities as may be assigned by the Board of Directors from time to time.

5. REMUNERATION PROPOSED :

As per details given in the resolution.

6. COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON

Considering the size of the Company, the profile of the Whole time Director, the responsibilities shouldered by her and the industry benchmarks, the aforesaid remuneration is commensurate with the remuneration being drawn by similar position in other companies.

7. PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY

Besides the remuneration proposed, the Whole time Directors has no pecuniary relationship except the loan transactions with the related parties in the ordinary course of business.

Smt. Shruti Raghav Jindal is not related (as defined under the Companies Act, 2013) to any Managerial Personnel.

III. OTHER INFORMATION :

1. REASONS OF LOSS OR INADEQUATE PROFITS

The profitability of the Company has been inadequate due to general economic slowdown in areas, wherein its investee companies are operating.

2. STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT

The Company would make efforts to diversify and expand its activities to improve the profitability.

3. STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT

With the efforts as above it is expected that the Company would improve its profitability.

By order of the Board

Place : Gurgaon
Dated : 10th August, 2017

SANDHYA TIWARI
Company Secretary

HARYANA CAPFIN LIMITED

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

Taluka Roha, Distt. Raigad-402126, Maharashtra

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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)

Name of the Member(s) :

Registered Address :

:

E-mail ID :

Folio No. / DP ID and Client ID :

I/We, being the member(s) of shares of Haryana Capfin Limited, hereby appoint

1. Name : E-mail Id.....

Address :

Signature :or failing him/her

2. Name : E-mail Id.....

Address :

Signature :or failing him/her

3. Name : E-mail Id.....

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General meeting of the Company, to be held on Tuesday 26th September, 2017 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, 2017 and the Reports of Directors and Auditors thereon.		
2.	Re-appointment of Shri Sanjiv Gupta as Director who retires by rotation		
3.	Ratification of appointment of Auditors and fixing their remuneration		
4.	Appointment of Smt. Shruti Raghav Jindal as Whole Time Director		

*Applicable for investors holding shares in electronic form.

Affix a
Revenue
Stamp

Signed this day of 2017

Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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

Notes:

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

HARYANA CAPFIN LIMITED

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

Taluka Roha, Distt. Raigad-402126, Maharashtra

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

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

CIN - L27209MH1998PLC236139

ATTENDANCE SLIP FOR THE 19TH ANNUAL GENERAL MEETING

(to be hand over at the registration counter)

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company on Tuesday, 26th September, 2017 at 4:30 P.M at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra

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

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

Number of Shares _____

Please (✓) in the Box

☐ Member

☐ Proxy

First/sole Holder/Proxy

Second holder /Proxy

Third holder /Proxy

NOTES:

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

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

Route Map for Annual General Meeting Venue

