HARYANA CAPFIN LIMITED

CORPORATE OFFICE: Plot No. 30, Institutional Sector-44, Gurgaon - 122003, 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/2021-2022 **4th September, 2021**

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 Report and Notice of Annual General Meeting 2020-2021

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), we wish to inform the following:

1. The 23rd Annual General Meeting ('AGM') of the Members of **Haryana Capfin Limited** will be held on Tuesday, September 28, 2021 at 10:00 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated 15th January, 2021 read with circular dated 12th May, 2020 (collectively referred to as "SEBI Circulars").

2. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the members, who are holding shares on the Cut-off date i.e. Tuesday, September 21, 2021. The remote e-voting will commence at 9:00 a.m. (IST) on Saturday, September 25, 2021, and end at 5:00 p.m. (IST) on Monday, September 27, 2021. Detailed instructions for registering email addresses(s) and voting/attendance at the AGM are given in the AGM Notice.

3. We also enclose the following documents for your record:
   i. Annual Report of the Company for the Financial Year 2020-21; and
   ii. Notice convening the 23rd AGM of the Company;

Submitted for your information and record.

Thanking You,
Yours Faithfully,
For **HARYANA CAPFIN LIMITED**

RAJENDER SINGH
CFO and Compliance Officer

JINDAL
D. P. JINDAL GROUP

ANNUAL REPORT
2020-21

HARYANA CAPFIN LIMITED

HARYANA CAPFIN LIMITED

BOARD OF DIRECTORS

Shruti Raghav Jindal	Whole-time Director
Saket Jindal	
Krishna Kumar Khandelwal	
Kamal Kishore Bhartia	

AUDIT COMMITTEE

Kamal Kishore Bhartia	Chairman
Shruti Raghav Jindal	
Krishna Kumar Khandelwal	

AUDITORS

A M A A & Associates
Chartered Accountants
New Delhi

BANKERS

ICICI Bank
HDFC Bank

REGISTERED OFFICE

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

INTERIM CORPORATE OFFICE

Plot No. 106, Sector-44,
Gurugram - 122 003
Haryana

CORPORATE OFFICE

Plot No. 30, Institutional Sector-44
Gurugram - 122 003
Haryana

HEAD OFFICE

B-59, Greater Kailash-I
New Delhi-110 048

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House,
4E/2, Jhandewalan Extension,
New Delhi 110055.

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DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 23rd Annual Report along with Audited Financial Statements of the Company for the financial year ended 31st March 2021.

FINANCIAL RESULTS

The highlights of the financial results are as under:

(₹ in Lakhs)

	Year ended 31.03.2021	Year ended 31.03.2020
Total Income	**174.61**	254.23
Profit before Tax	**114.92**	200.19
Less: Provision for Tax	**31.00**	6.60
Profit after Tax	**83.92**	193.59
Balance brought forward from previous year	**1568.28**	1423.40
Profit available for appropriation	**1652.20**	1616.99
Appropriations		
- Statutory Reserves	**16.79**	38.72
- Transfer to General Reserve	**10.00**	10.00
- Surplus carried to Balance sheet	**1625.41**	1568.27
	1652.20	1616.99

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.

CHANGE IN NATURE OF BUSINESS

There is no change in nature of business of the company.

TRANSFER TO RESERVES

The Company proposes to transfer Rs. 10.00 lakhs to the General Reserve out of the amount available for appropriations.

RESULTS OF OPERATIONS

Total income of the Company during the year was Rs. 174.61 lakhs as against Rs. 254.23 lakhs in the previous year. The profit before tax during the year was Rs. 114.92 lakhs as against Rs. 200.19 lakhs in the previous year. The Profit after tax was Rs. 83.92 lakhs as against Rs. 193.59 lakhs in the previous year.

SUBSIDIARY COMPANY

The Company has no subsidiary as on 31st March, 2021.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Smt. Shruti Raghav Jindal, Whole Time Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. Brief profile of Smt. Shruti Raghav Jindal is attached to the notice of the Annual General Meeting.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Smt. Sandhya Tiwari resigned as Company Secretary of the Company on 10th May, 2021.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Smt. Shruti Raghav Jindal, Whole-Time Director and Shri Rajender Singh, CFO.

BOARD MEETINGS

During the year, 6 (Six) Board meetings were held. The details whereof are given in the Corporate Governance Report, which forms part of this report.

BOARD EVALUATION

The Board of Directors has carried out the Annual performance evaluation of its own, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board, after seeking inputs from all Directors on the basis of the criteria such as Board composition and structures, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as composition of Committees, effectiveness of Committee meetings etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors on the basis of criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of non-independent Directors, performance of the Board as a whole was evaluated and the chairman was evaluated, taking into account the views of Executive and Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which forms part of the Directors' Report.

RISK MANAGEMENT

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. The Company's business operations are exposed to financial risks including Liquidity risk etc.

The Board of the Company has approved the Risk management Policy of the Company and authorized the Audit Committee to implement and monitor the risk management plan for the Company and also identify and mitigate the various element of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROLS

As per the provisions of Section 134(5)(e) of the Companies Act, 2013 the Company has in place adequate Internal Financial Controls with reference to Financial Statements. Audit Committee periodically reviews the adequacy of Internal Financial Controls.

During the year, such controls were tested and no reportable material weakness was observed.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, your Directors state:

(i) that in the preparation of the Annual Accounts for the year ended 31st March, 2021, the applicable accounting standards had been followed and there are no material departures;

(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;

(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, 2013 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, 2021 have been prepared on a going concern basis;

(v) that the internal financial controls laid down by the Board and being followed by the Company are adequate and were operating effectively; and

(vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.

ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2021, is available on the Company's website http://www.haryanacapfin.com.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Shri K. K. Bhartia, Chairman, Smt. Shruti Raghav Jindal and Shri Krishna Kumar Khandelwal, as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Part C of Schedule II of SEBI (LODR) regulations, 2015.

VIGIL MECHANISM

The Company has adopted a Whistle blower policy and has established the necessary Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The said policy has been disclosed on the Company's website under the web link http://www.haryanacapfin.com/VIGILMECHANISM.pdf

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186(11) (b) of the Companies Act, 2013, provisions of Section 186 are not applicable to any acquisition made by a non-banking financial company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities (i.e. investment and lending activities).The Company has not given any guarantee or provided any security.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/transactions entered into by the Company with the related parties during the year were in the ordinary course of business and on an arm's length basis. No disclosure is required to be made in Form AOC-2.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report along with Certificate regarding compliance of conditions of Corporate Governance has been annexed as part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report which forms part of this Annual Report.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted an Internal Complaints Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules framed thereunder, M/s A.M.A.A & Associates, Chartered Accountants were re-appointed as Statutory Auditors of the Company for the second term of five consecutive years at the 22nd Annual General Meeting held on 26th September, 2020.

The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualification, reservation or adverse remark.

COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standard i.e SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively have been duly followed by the Company.

SECRETARIAL AUDIT

The Board has appointed M/s Hemant Singh & Associates, Company Secretaries to conduct Secretarial Audit for the financial year ended 31st March, 2021. The Secretarial Audit Report for the year ended 31st March, 2021 is annexed herewith as an annexure to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2020-21 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchange within prescribed time from the end of the financial year.

PUBLIC DEPOSITS

The Company is an NBFC – ND and not accepted any deposits during the year.

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

In view of the business activities of the Company, the information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

PARTICULARS OF EMPLOYEES

Particulars of employees, as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company is attached as a part of this Annual report.

All Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors and Audit Committee attended by them.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

a) Employed throughout the year Nil

b) Employed for part of the year Nil

MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2021 and till the date of this report.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not falling in the purview of criteria specified in Section 135(1) of the Companies Act, 2013 and hence the requirements pertaining to Section 135 of the Companies Act, 2013 is not applicable to the company.

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 and on behalf of the Board

Place : Gurugram
Dated : 12th August, 2021

Shruti Raghav Jindal
Whole Time Director

Kamal Kishore Bhartia
Director

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
HARYANA CAPFIN LIMITED
Pipe Nagar, Village - Sukeli,
N.H-17, B.K.G. Road, Taluka Roha,
Distt. - Raigad, Maharashtra-402126

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HARYANA CAPFIN LIMITED (hereinafter called "the Company")**. Secretarial Audit 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 our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representation made by the Management and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of: -

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;

d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **(Not applicable to the Company during the Audit Period)**;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable to the Company during the Audit Period)**;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client with respect to issue of securities;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(Not applicable to the Company during the Audit Period)**; and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Other laws applicable specifically to the Company namely:

a. Non-Banking Financial Company–Non Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016 and other relevant guidelines and circulars issued by Reserve Bank of India from time to time and periodic reporting done by the Company.

b. and other relevant guidelines and circulars issued by Reserve Bank of India from time to time and periodic reporting's done by the Company.

We have also examined compliance with the Standards/ Regulations of the following:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, as per our audit of records of the Company and as per the explanations and clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions of the Board were carried out through unanimous votes, no dissenting views of any Director was recorded in the minutes maintained by the Company.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there has not been any such activity having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Disclaimer: **As informed by the Company Management, a major fire accident had erupted at the Corporate Office of the Company on January 05, 2021, damaging, the Company records and database. For the purpose of issuance of this Certificate, we have relied our audit on documents made available by the management team, inspection of public documents of Company available on the MCA portal, website of BSE Limited and Company's website for the period under review. We have further relied on the declaration received from the management of the Company stating that the Company has complied with all the requisite regulations as stated in this report.**

It is to be noted that due to the prevailing nationwide pandemic scenario and unavoidable work from home circumstances, our team could not follow the usual course of audit procedure which includes physical verification of the requisite compliances. Our opinion, as stated in the report is based on documents and information as made available by the Company via email.

For **HEMANT SINGH & ASSOCIATES**
(Company Secretaries)

HEMANT KUMAR SINGH
(Partner)
M. No.: F 6033
COP No.: 6370
UDIN: F006033C000775551

Date: 12th August, 2021
Place: Delhi

Note: This Report is to be read with Annexure A, which forms an integral part of this report.

Annexure A

The Members
HARYANA CAPFIN LIMITED
Pipe Nagar, Village - Sukeli,
N.H-17, B.K.G. Road, Taluka Roha,
Distt. - Raigad, Maharashtra-402126.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **HEMANT SINGH & ASSOCIATES**
(Company Secretaries)

HEMANT KUMAR SINGH
(Partner)
M. No.: F 6033
COP No.: 6370

Date: 12th August, 2021
Place: Delhi

ANNEXURE B

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

a) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2020-21.

S.No	Name of Director / KMP and Designation	Remuneration of Director/ KMP for financial year 2020-2021(Rs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2020-2021
1.	Mrs. Shruti Raghav Jindal (Whole Time Director)	22,06,240	9.40	4.59
2.	Mr Saket Jindal (Non- Executive Director)	45,000	0.19	50.00
3.	Mr. Krishna Kumar Khandelwal (Non- Executive Independent Director)	55,000	0.23	15.79
4.	Mr. Kamal Kishore Bhartia (Non- Executive Independent Director)	55,000	0.23	15.79
6.	Mr. Rajender Singh (CFO)	4,42,389	NA	NA
7.	Mrs. Sandhya Tiwari (Company Secretary)	4,09,036	NA	NA

b. The percentage increase in the median remuneration of the employees in the financial year 2020-21 was 25.22%

c. As of March 31, 2021, there were 8 permanent employees on the roll of the Company.

d. Average percentile increase already made in the salaries of the employee other than the managerial personnel in last financial year i.e 2020-21 was 12.53% whereas percentage increase in the managerial remuneration in the last financial year i.e 2020-21 was 2.11%

e. The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company

CORPORATE GOVERNANCE REPORT

Sound Corporate Governance is essential to enhance the shareholders' trust and value. Your Company conducts its affairs with the highest level of integrity, with proper authorizations, accountability, disclosure and transparency. The Company strongly believes in maintaining a simple and transparent corporate structure driven solely by business needs. Shareholders interests are on utmost priority while protecting the interest of other stakeholders, customers, suppliers and its employees and the management is only a trustee to carry out the activities in a truthful and fruitful manner.

The Company is in compliance with the requirements as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

1. BOARD OF DIRECTORS

Composition

The Company's policy is to have appropriate mix of Executive and Non-Executive/ Independent Directors including, one woman Director on the Board. The Company has an Non- Executive Chairman who is also the promoter of the Company. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all the Companies in which they are Directors. The Directors have made necessary disclosures regarding their Committee positions.

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Certificate under Clause (i) of point (10) of para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by M/s Hemant Singh and Associates, Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is attached as Annexure A.

Board Functioning & Procedure

In accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board meets at least once in every quarter to review the quarterly results and other items of agenda as required under the said regulations thereof.

During the year ended 31st March, 2021, the Board of Directors met six times on 29th June, 2020, 23rd July, 2020, 21st August, 2020, 11th September, 2020, 10th November, 2020 and 12th February 2021.

The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies as on 31st March, 2021 are given below:

Directors	Category	Shares held	Attendance		No. of Other Directorships and Committee Memberships/Chairmanships held				
			Board Meeting	Last AGM	Directorship	Name of other Listed Entities	Category of Directorship	Committee Memberships	Committee Chairmanships
Smt. Shruti Raghav Jindal	Whole- Time Director	-	6	YES	2	-	-	-	-
Shri Krishna Kumar Khandelwal	Independent Director	-	6	YES	0	-	-	-	-
Shri K.K. Bhartia	Independent Director	-	6	YES	3	-	-	-	-
Shri Saket Jindal	Non–Executive Director	117,579	6	YES	6	Maharashtra Seamless Ltd.	Managing Director	1	-

Note:

1. Only Audit and Stakeholders' Relationship Committees are considered.
2. Excludes directorship in Foreign Companies.
3. No Director is related with other Directors.

During the year 2020-21, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Non- Independent Director or management personnel, inter alia, to discuss:

- the performance of Non Independent Directors and Board of Directors as a whole.
- the performance of the Chairman of the Company, taking into account the views of the Executive & Non-Executive Directors.
- the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

During the year under review, the Independent Directors met on 12th February, 2021. All Independent Directors were present at the meeting.

Familiarisation Programme

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company.

The detail of familiarization programmes for Independent Directors are posted on the Company's website www.haryanacapfin.com and can be accessed at http://www.haryanacapfin.com/Familiarization.pdf.

CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors (incorporating duties of Independent Directors as laid down in the Companies Act, 2013) and Senior Management personnel. The Code has also been posted on the Company's website www.haryanacapfin.com

The Code has been circulated to all members of the Board and senior management personnel and the compliance with the Code of Conduct is affirmed by them annually.

A declaration signed by the Whole Time Director of the Company is given below:

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2021.

Shruti Raghav Jindal

Whole Time Director

Date: 12th August, 2021

2. AUDIT COMMITTEE

The terms of reference of the Audit Committee are as per guidelines set out in the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions towards the audit functions and monitors the quality of internal and statutory audit.

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of financial statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of statutory auditors, internal auditors and fixation of their remuneration; review of the quarterly and annual financial statements before submission to the Board, with particular reference to

matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013; review of adequacy and compliance of internal control systems and the internal audit function; review of compliance with laws; inspection of records and audit reports; review of findings of internal investigations; review of statement of significant related party transactions; review of management letters/letter of internal control, weaknesses issued by statutory auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders; review the functioning of the Whistle Blower mechanism etc.

COMPOSITION

The Audit Committee of the Company comprises of 3 Directors, out of which two are Non – Executive Independent Directors and one is Executive Director. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Chairman of the Committee is a Non–Executive Independent Director. The Company Secretary acts as Secretary to the Audit Committee.

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

During the year under review four Audit Committee meetings were held on 23rd July, 2020, 11th September, 2020, 10th November, 2020 and 12th February, 2021. The composition of the Audit Committee as on 31st March, 2021 and attendance at its meetings is as follows:

Members	Designation	No. of meetings attended
Shri Kamal Kishore Bhartia	Chairman	4
Smt. Shruti Raghav Jindal	Member	4
Shri Krishan Kumar Khandelwal	Member	4

INTERNAL AUDITORS

The Company has appointed 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.

3. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted a Nomination and Remuneration Committee (NRC) and the terms of reference of the Nomination and Remuneration Committee are as per guidelines set out in the Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for the Directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

The Nomination & Remuneration Committee of the Company is comprised of three Directors out of which two are Independent Directors and one is Non-Executive Director. The Chairman of the Committee is an Independent Non-executive Director. During the year under review meetings of the Nominaion and Remuneration Committee were held on 29th June, 2020, 21st August, 2020 and 12th February 2021 The Composition of the Nomination & Remuneration Committee as on 31st March, 2021 and attendance at its meetings are as follows:

Members	Designation	No. of meetings attended
Shri Kamal Kishore Bhartia	Chairman	3
Shri Krishna Kumar Khandelwal	Member	3
Shri Saket Jindal	Member	3

Nomination and Remuneration Policy

The Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages. The policy reflects the

Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders. This Remuneration Policy applies to Directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

Remuneration of Whole Time Director reflects the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole Time Directors, due consideration is given to pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/reward/ severance payments is applicable to this category of personnel as in the case of those in the management cadre.

The Nomination and Remuneration Policy of the Company has been uploaded and can be accessed on the Company's website at https://www.haryanacapfin.com/Nomination%20and%20Remuneration%20Policy.pdf

Details of Directors' Remuneration

Details of remuneration paid to the Directors during the financial year ended 31st March 2021 are as under:

a) Details of remuneration paid to Whole -Time Director:

(₹)

Name	Salary	Perquisites & other benefits	Total
Smt. Shruti Raghav Jindal	22,06,240	Nil	22,06,240

b) The Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors and Audit Committee attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2021: -

Directors	Sitting Fees (₹)
Shri Krishna Kumar Khandelwal	55,000
Shri Kamal Kishore Bhartia	55,000
Shri Saket Jindal	45,000

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, 2021.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders' Relationship Committee under Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairman of this committee is a Non-Executive Director. The Committee meets periodically, to approve inter-alia, transfer/ transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of shares transfers/transmissions approved by the Committee are placed at the Board meetings from time to time.

The constitution of the Stakeholders Relationship Committee as on 31st March, 2021 was as under:-

Members	Designation
Shri Kamal Kishore Bhartia	Chairman
Smt. Shruti Raghav Jindal	Member
Shri Krishna Kumar Khandelwal	Member

COMPLIANCE OFFICER

The Board had, designated during the year, Mrs. Sandhya Tiwari, Company Secretary as Compliance Officer of the Company. (since resigned)

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

Number of Shareholders complaints received during the period 01.04.2020 to 31.03.2021	Nil
Number of complaints solved to the satisfaction of shareholders	N.A.
Number of pending complaints as on 31.03.2021	Nil

DESIGNATED EMAIL ID FOR INVESTORS

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

5. GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2017-18	25.09.2018	Registered Office of the Company, Pipe Nagar, Distt. Raigad	4.30 P.M.
2018-19	24.09.2019	Jindal Mount Litra Zee School Auditorium, Pipe Nagar, Distt. Raigad	4.30 P.M
2019-20	26.09.2020	through Video conferencing/Other Audio Visual means (VC / OAVM),	11.00 A.M

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

a)	In the AGM held on 25th September, 2018	i) Continuation of Shri K.K. Khandelwal as Director.
		ii) Amendment of Objects Clause of Memorandum of Association.
		iii) Amendment of the liability Clause of Memorandum of Association.
		iv) Amendment of Articles of Association.
b)	In the AGM held on 24th September, 2019	Re-appointment of Shri K.K. Bhartia as Independent Director for second term of five years.
c)	In the AGM held on 26th September, 2020	Re-appointment of Shri K. K. Khandelwal as an Independent Director for second term of five years.

(III) Special resolutions passed through Postal Ballot

During the year under review, no special resolution was passed through postal ballot.

None of the special resolutions is proposed to be conducted through postal ballot.

6. 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. Thereafter the results are normally published in the Financial Express, Business Standard & Mumbai Lakshdeep/Navshakti. The financial results and all other relevant information are being uploaded on the company's website www.haryanacapfin.com.

7. CERTIFICATE ON CORPORATE GOVERNANCE REPORT

As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Certificate on Corporate Governance has been annexed to the Board's Report.

8. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, KMPs and designated persons.

9. CORE SKILLS/EXPERTISE/COMPETENCIES FOR THE BOARD OF DIRECTORS

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, the Board has identified the following core skills/expertise/ competencies for the Board of Directors in the context of business of the Company to function effectively and those actually available with the Board as follows:

(i) Industry specific knowledge/experience;

(ii) Financial literacy/expertise including appreciation of legal/ regulatory issues;

(iii) General administrative expertise including HR matter; and

(iv) Knowledge of contemporary socio economic issues.

In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as given below:

	Shri Saket Jindal	Shri K.K. Khandelwal	Shri K.K. Bhartia	Smt. Shruti Raghav Jindal
Industry specific knowledge/ experience	Yes	Yes	Yes	Yes
Financial literacy/expertise including appreciation of legal/ regulatory issues	Yes	Yes	Yes	Yes
General administrative expertise including HR matter	Yes	Yes	Yes	Yes
Knowledge of contemporary socio economic issues.	Yes	Yes	Yes	Yes

10. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting:

a)	**Date & Time**	:	28th September, 2021 at 10.00 A.M.
b)	**Venue**	:	Not applicable since A.G.M will be held through Video Conferencing (VC) or other Audio Visual Means (OAVM)
c)	**Financial Year**	:	1st April, 2020 to 31st March, 2021
d)	**Book Closure**	:	Not applicable
e)	**Dividend**	:	Not applicable

Financial Calendar (Tentative):

Financial reporting for the quarter ended 30th June, 2021	Aug., 2021
Financial reporting for the quarter ending 30th Sept. 2021	Oct/Nov 2021
Financial reporting for the quarter ending 31st Dec. 2021	Jan/Feb 2022
Financial reporting for the Quarter/year ending 31st March, 2022	April/May,2022

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 upto the year 2021-22 has already been paid.

Scrip ID : HARYNACAP

Stock Code : BSE 532855

NSDL/ CDSL – ISIN : INE928H01019

STOCK MARKET PRICE DATA FOR THE YEAR 2020-21

Month	HCL BSE Price(₹)		BSE SENSEX	
	High	Low	High	Low
April, 2020	32.55	26.75	33,887.25	27,500.79
May, 2020	30.90	25.40	32,845.48	29,968.45
June, 2020	30.25	24.35	35,706.55	32,348.10
July, 2020	31.80	23.45	38,617.03	34,927.20
August, 2020	28.35	23.45	40,010.17	36,911.23
September, 2020	30.65	24.75	39,359.51	36,495.98
October, 2020	30.00	25.05	41,048.05	38,410.20
November, 2020	30.95	24.50	44,825.37	39,334.92
December, 2020	35.20	27.35	47,896.97	44,118.10
January, 2021	34.35	29.70	50,184.01	46,160.46
February, 2021	34.65	29.85	52,516.76	46,433.65
March, 2021	34.10	28.50	51,821.84	48,236.35

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2021

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1-500	3294	92.06	272956	5.24
501-1000	121	3.38	88602	1.70
1001-2000	67	1.87	95192	1.83
2001-3000	26	0.73	65637	1.26
3001-4000	13	0.36	47102	0.90
4001-5000	16	0.45	73358	1.41
5001-10000	16	0.45	109837	2.11
10001 and above	25	0.70	4455997	85.55
GRAND TOTAL	**3578**	**100.00**	**5208681**	**100.00**

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2021:

CATEGORY	No. of Share Held	% of Share Holding
Promoters	3686740	70.78
Financial Institutions/ Banks	378	0.01
Foreign Portfolio Investors	39561	0.76
Bodies Corporate	530963	10.19
Indian Public/Resident HUF	891499	17.11
NRI/OCB	53375	1.03
Trust	5700	0.11
Clearing Members	465	0.01
GRAND TOTAL	**5208681**	**100.00**

Dematerialization of Shares

98.55% of total paid-up equity shares of the Company were in dematerialized form as on 31st March, 2021.

Outstanding ADR/GDR/ Warrants and Convertible Bonds, Conversion date and likely impact on equity:

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

Commodity price risk or foreign exchange risk and hedging activities

Company's nature of business is of investment and financing, hence there is no commodity price risk or foreign exchange risk.

Registrar and Share Transfer Agents:

Alankit Assignments Limited,

Alankit House,

4E/2, Jhandewalan Extension,

New Delhi – 110055

Phone: 011-42541234, 011-23541234

Fax: 011- 23552001, e-mail: info@alankit.com

Share Transfer System:

In accordance with the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, effective from April 1, 2019, transfers of shares of the Company, except in case of request received for transmission or transposition of securities, shall not be processed unless the shares are held in the dematerialized form with a depository. Shareholders holding equity shares in physical form are requested to have their shares dematerialized so as to be able to freely transfer them.

Investor Correspondence Address:

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

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

11. OTHER DISCLOSURES

i) Related Party Transactions

Related party transactions, have been disclosed in Notes to the Financial Statements and are not in conflict with the interest of the Company.

The Board has approved a policy on materiality of Related Party Transactions which has been uploaded on the website of the Company at the following link http://www.haryanacapfin.com/RPTPOLICY.pdf

ii) Accounting Standards

The Company has followed Indian Accounting Standards (Ind AS) in the preparation of the Financial Statements for the financial year ended 31st March, 2021. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

iii) Details on Non Compliance

There were no instances of non-compliance imposed on the Company by the Stock Exchange, SEBI, or any other statutory authorities on any matter related to the capital markets during the last 3 years.

iv) CEO/CFO Certificate

Smt. Shruti Raghav Jindal, Whole Time-Director and Shri Rajender Singh, CFO have furnished the required certificate to the Board of Directors pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

v) Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of

the Company's Code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link http://www.haryanacapfin.com/VIGILMECHANISM.pdf

vi) Adoption of Mandatory and Non- mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has also complied with following non-mandatory requirements of Regulation 27 (1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Qualifications

The Financial Statements of the Company are unqualified.

Reporting of Internal Auditor

The Internal Auditors of the Company make presentations to the Audit Committee on their reports.

vii) Risk Management

The Company has detailed Risk Management Policy and the Board periodically reviews the procedures for its effective management.

viii) Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company.

The Company has adopted a Policy in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link https://www.haryanacapfin.com/Material_Subsidiary.pdf

ix) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A)

Not applicable during the financial year.

x) Where the board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof

The Board accepted the recommendations of its Committees, wherever made, during the financial year.

xi) Total Fees For All Services Paid By The Listed Entity And Its Subsidiaries, On A Consolidated Basis, To The Statutory Auditor And All Entities In The Network Firm/Network Entity Of Which The Statutory Auditor Is A Part:

Details relating to fees paid to the Statutory Auditors are given in Notes to the Audited Financial Statements of the Company.

xii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a. number of complaints filed during the financial year – Nil

b. number of complaints disposed of during the financial year – Nil

c. number of complaints pending as on end of the financial year – Nil

12. DISCLOSURE ON NON COMPLIANCE

There was no such non compliance made by the Company on Corporate Governance Report as required under sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members

HARYANA CAPFIN LIMITED

We have examined the compliance of conditions of Corporate Governance by **HARYANA CAPFIN LIMITED** (CIN: L27209MH1998PLC236139) ('the Company'), as stipulated in regulations 17 to 20 & 22 to 27 and clause (b) to (i) of regulation 46(2) and Para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended March 31, 2021.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our findings of our examination of the records produced and explanations and information furnished to us, and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended March 31, 2021.

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 **HEMANT SINGH & ASSOCIATES**
(Company Secretaries)

HEMANT KUMAR SINGH
(Partner)
M. No.: F 6033
COP No.: 6370
UDIN: F006033C000775571

Date: 12th August, 2021
Place: Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
HARYANA CAPFIN LIMITED
Pipe Nagar, Village –Sukeli,
N.H. 17, B.K.G. Road, Taluka Roha,
Distt. – Raigad, Maharastra - 402126

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Haryana Capfin Limited** having CIN **L27209MH1998PLC236139** and having its registered office at Pipe Nagar, Village –Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. - Raigad Maharastra-402126 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. No	Name of Director	DIN	Date of Appointment
1.	Mr. Kamal Kishore Bhartia	00081236	16/03/2011
2.	Mr. Saket Jindal	00405736	20/03/2019
3.	Mr. Krishna Kumar Khandelwal	00455369	26/05/2015
4.	Ms. Shruti Raghav Jindal	02208891	01/07/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **HEMANT SINGH & ASSOCIATES**
(Company Secretaries)

HEMANT KUMAR SINGH
(Partner)
M. No.: F 6033
COP No.: 6370
UDIN: F006033C000775549

Date: 12th August, 2021
Place: Delhi

MANAGEMENT DISCUSSION & ANALYSIS

FORWARD LOOKING STATEMENT 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 risk arising from impact of changes in interest rate fluctuation, 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 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 DEVELOPMENTS

Non-Banking Financial Companies ("NBFCs"), are one of the most critical pillars for financial services in India. They play an important role in reaching out to a hitherto under /unserved and thereby broad-basing the formal lending ecosystem, and at the same time, bringing the benefits of formalization to the 'Bharat' we know. NBFCs cater to the needs of both retail as well as commercial sectors and, at times, develop strong niches with their specialized credit delivery models that even larger players including banks have found hard to match. They play a critical role in supporting economic growth across income levels, sectors as well as geographies, and in doing so, leading to more employment opportunities and greater wealth creation.

Over the past few years, NBFCs have steadily gained prominence and visibility with NBFCs' credit as proportion of scheduled commercial banks' non-food credit rising sharply during 2014 to 2019. However, the challenging macroeconomic environment, weaker than expected demand, liquidity concerns, and lower investor confidence in the sector, led to a significant moderation in the financial performance in FY 2019-20. While there were green shoots of recovery in the second half of the year, the spread of COVID-19 at the beginning of FY 2020-21, significantly altered the growth outlook. The whole country witnessed a lockdown at the beginning of the financial year which curtailed any hope for economic recovery post the lows of FY 2019-20. The financial services were severely hit during this time, as on one hand, the demand for credit plunged, and on the other hand, the quality of the book worsened.

The first half of FY 2020-21 saw the first wave of the pandemic peaking in the month of September and gradually lowering down by February 2021. This period was accompanied by an upswing in the business as well as financial performance of the sector with most of the NBFCs reaching pre-COVID business volumes as well as collections in the fourth quarter of the year. However, with the second wave hitting the country and the consistent rise in the number of new infections, there may again be significant disruption in the business operations affecting all segments – retail as well as commercial.

BUSINESS OUTLOOK

The impact of COVID-19, including changes in customer behaviour and pandemic fears, as well as restrictions on business and individual activities, has led to significant volatility in global and Indian financial markets and a significant decrease in global and local economic activities. The extent to which the COVID-19 pandemic, including the current "second wave" that has significantly increased the number of cases in India, may impact the Company's performance and will depend on the on-going as well as future developments, which are highly uncertain. This would include any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government-mandated or elected by us.

The Company invest mainly in D.P. Jindal group companies with the intent to hold for long term appreciation, to enhance the income from dividends and are not held for trade. The Company continues to remain invested in securities, which have the potential to remain value accretive over the long term.

OPPORTUNITIES & THREATS

NBFCs have played an important role by providing funding to the unbanked sector by catering to the diverse financial needs of the customers. Further, such companies play a critical role in participating in the development of an economy by providing a fillip to transportation, employment generation, wealth creation, bank credit in rural segments and to support financially weaker sections of the society. In order to revive the economy, the Reserve Bank of India had announced numerous measures to inject liquidity and keep the cost of funds benign to increase credit offtake and promote economic growth. The regulator increased credit offtake to both Micro, Small & Medium enterprises and Consumer segments.

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.

RISKS AND CONCERNS

As an NBFC, your Company is subjected to both external and internal risks. External risks 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 the 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

Total income of the Company during the year was Rs. 174.61 lakhs as against Rs. 254.23 lakhs in the previous year. The profit before tax during the year was Rs. 114.92 lakhs as against Rs. 200.19 lakhs in the previous year. The Profit after tax was Rs. 83.92 lakhs as against Rs. 193.59 lakhs 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.

CAUTIONARY NOTE

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government policies and other incidental/related factors.

INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF HARYANA CAPFIN LIMITED

Report on the Audit of the Financial Statements

We have audited the accompanying financial statements of **Haryana Capfin Limited** ('the Company'), which comprises the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, and Profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the Financial Statements and Auditor's Report thereon

The Company's management and Board of directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of Internal Financial Control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order'') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit & Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of section 164(2) of the Act;

(f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure-B";** and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. As informed to us the Company does not have any pending litigations, which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For A M A A & Associates
Chartered Accountants
Firm Registration No. 013066C

CA Mukesh Sharma
Partner
Membership No. 505453
UDIN: 21505453AAAALU1909

Place: Gurugram
Date : 30-06-2021

Annexure - "A" to the Independent Auditors' Report

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2021, we report the following: -

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   (b) Fixed assets have been physically verified by the management at regular intervals. It has been informed to us that no material discrepancies were noticed on such verification.

   (c) According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of immovable properties included in the fixed assets are held in the name of the Company.

2) The Company has no inventories as on 31st March 2021, hence clause (a), (b) and (c) of paragraph 2 of the order are not applicable.

3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Thus, the provisions of clause (a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company.

4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.

5) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under.

6) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of the services rendered by the Company.

7) (a) According to the information and explanations given to us and based on the records of the Company examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Goods and Services tax, custom duty, Cess and other material statutory dues applicable to it.

   (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, Sales Tax, Service Tax, Wealth Tax, Custom duty, Cess and other material statutory dues were in arrears, as at 31st March 2021 for a period of more than six months from the date they became payable.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government and there are no dues to debenture holders during the year.

9) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 9 of the Order is not applicable to the Company.

10) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.

11) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

12) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.

13) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and

details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of the paragraph 14 of the Order are not applicable to the Company.

15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of the paragraph 15 of the Order are not applicable to the Company.

16) The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For A M A A & Associates
Chartered Accountants
Firm Registration No. 013066C

CA Mukesh Sharma
Partner
Membership No. 505453

Place: Gurugram
Date : 30-06-2021

Annexure - "B" to the Independent Auditors' Report

(Refer to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' sections of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the financial statements of Haryana Capfin Limited ("the Company") as of 31st March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that -

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31st March 2021, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For A M A A & Associates
Chartered Accountants
Firm Registration No. 013066C

CA Mukesh Sharma
Partner
Membership No. 505453

Place: Gurugram
Date : 30-06-2021

HARYANA CAPFIN LIMITED

BALANCE SHEET
AS AT 31ST MARCH, 2021

Particulars	Note No.	As at 31.03.2021 (₹)	As at 31.03.2020 (₹)
ASSETS			
(1) Financial Assets			
(a) Cash and cash equivalents	1	4,53,378	3,53,068
(b) Bank Balance other than (a) above	2	-	-
(c) Receivables			
i) Trade Receivables			
ii) Other Receivables	3	13,02,970	11,87,970
(d) Loans	4	14,91,19,753	13,42,32,361
(e) Investments	5	89,06,26,620	60,98,78,153
(f) Other Financial assets			
(2) Non-financial Assets			
(a) Current tax assets (Net)	6	65,50,993	32,95,543
(b) Investment Property	7	-	-
(c) Property, Plant and Equipment	7	30,06,930	30,24,980
(d) Other non-financial assets	8	4,000	4,000
Total Assets		**1,05,10,64,644**	**75,19,76,075**
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
(a) Derivative financial instruments			
(b) Payables			
(I)Trade Payables			
i) dues of micro enterprises and small enterprises			
ii) dues of creditors other than micro enterprises and small enterprises			
(II) Other Payables			
i) dues of micro enterprises and small enterprises			
ii) dues of creditors other than micro enterprises and small enterprises			
(c) Borrowings (Other than Debt Securities)	9	-	-
(d) Other financial liabilities			
(2) Non-Financial Liabilities			
(a) Current tax liabilities (Net)	10	53,10,000	22,10,000
(b) Provisions	11	16,85,810	10,75,730
(c) Deferred tax liabilities (Net)	12	14,01,60,314	7,14,63,774
(d) Other non-financial liabilities	13	5,09,082	7,16,096
(3) EQUITY			
(a) Equity Share capital	14	5,20,86,810	5,20,86,810
(b) Other Equity		85,13,12,627	62,44,23,665
Total Liabilities and Equity		**1,05,10,64,644**	**75,19,76,075**

See accompanying notes to the financial statements

In terms of our report of even date attached

For AMAA & Associates
Chartered Accountants
Firm Reg. No. 013066C

Mukesh Sharma
Partner
Membership No. 505453

For and on behalf of the Board

Kamal Kishore Bhartia
Director
DIN - 00081236

Shruti Raghav Jindal
Whole-time Director
DIN - 02208891

Rajender Singh
CFO
PAN - APIPS0673Q

Place : Gurugram
Dated : 30-06-2021

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Note No.	For the year ended 31st March' 2021 (₹)	For the year ended 31st March' 2020 (₹)
(I) Revenue from operations			
(i) Interest Income	15	96,07,991	72,20,360
Dividend Income	15	71,31,350	1,76,56,129
Profit on sale of Current Investments (net)	16	7,21,469	5,41,408
(ii) Net gain on fair value changes		-	-
(iii) Net gain on derecognition of financial instruments under amortised cost category		-	-
(I) **Total Revenue from operations**		**1,74,60,810**	**2,54,17,897**
(II) Other Income			
(i) Liability written back	16	-	5,416
Total Revenue from other income		**-**	**5,416**
(III) **Total Income (I+II)**		**1,74,60,810**	**2,54,23,313**
Expenses			
(i) Finance Costs	17	3,540	-
(ii) Net loss on fair value changes	18	-	-
(iii) Employee Benefits Expenses	19	47,26,047	41,20,979
(iv) Depreciation, amortization and impairment	20	18,050	18,050
(v) Others expenses	21	11,83,346	12,09,938
(vi) Contingent Provision against Standard Assets		37,218	55,246
(IV) **Total Expenses (IV)**		**59,68,201**	**54,04,213**
(V) Profit / (loss) before exceptional items and tax (III-IV)		**1,14,92,609**	**2,00,19,100**
(VI) Exceptional items			
(VII) Profit/(loss) before tax (V -VI)		**1,14,92,609**	**2,00,19,100**
(VIII) Tax Expense:			
a) Current Tax		31,00,000	6,60,000
b) Deferred Tax		-	-
(IX) Profit / (loss) for the period from continuing operations(VII-VIII)		83,92,609	1,93,59,100
(X) Profit/(loss) from discontinued operations			
(XI) Tax Expense of discontinued operations		-	-
(XII) Profit/(loss) from discontinued operations(after tax) (X-XI)			
(XIII) Profit/(loss) for the period (IX+XII)		**83,92,609**	**1,93,59,100**
(XIV) Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss		28,71,92,894	(85,54,34,869)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(6,86,96,540)	17,92,13,605
Total A		**21,84,96,354**	**(67,62,21,264)**
(B) (i) Items that will be reclassified to profit or loss change in fair value of equity instrument		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		**-**	**-**
Total B		**-**	**-**
Other Comprehensive Income (A + B)		**21,84,96,354**	**(67,62,21,264)**
(XV) Total Comprehensive Income for the period (XIII+XIV)		22,68,88,963	(65,68,62,164)
(XVI) Earnings per equity share (for continuing operations)			
Basic (Rs.)	22	1.61	3.72
Diluted (Rs.)	22	1.61	3.72

See accompanying notes to the financial statements

In terms of our report of even date attached

For AMAA & Associates
Chartered Accountants
Firm Reg. No. 013066C

Mukesh Sharma
Partner
Membership No. 505453

For and on behalf of the Board

Kamal Kishore Bhartia
Director
DIN - 00081236

Shruti Raghav Jindal
Whole-time Director
DIN - 02208891

Rajender Singh
CFO
PAN - APIPS0673Q

Place : Gurugram
Dated : 30-06-2021

HARYANA CAPFIN LIMITED

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	For the year ended 31st March' 2021 (₹)	For the year ended 31st March' 2020 (₹)
Net Profit/(Loss) before Extraordinary Items and Tax	1,14,92,609	2,00,19,100
Adjustments for:-		
Depreciation and amortisation	18,050	18,050
Interest income		
Dividend Received / Profit or Loss on redemption of Investments	-	-
Loss/(Profit) on transfer of land	-	-
Finance Cost	-	-
Contingent Provision for Standard Assets	37,218	55,246
Operating profit /(loss) before working capital changes	**1,15,47,877**	**2,00,92,396**
Changes in working capital :		
Adjustment for (increase)/decrease in operating assets		
Trade Receivables and Other Financial assets	(1,48,87,392)	(2,20,70,631)
Trade receivable	1,15,000	-
Adjustment for increase/(decrease) in operating liabilities		
Trade payable	2,07,014	3,14,282
Other current liabilities		-
Provisions	-	-
Cash generated from Operations	**(30,17,501)**	**(16,63,953)**
Direct income tax(paid)/refunds	(33,26,616)	(17,00,246)
Net Cash flow from /(used in) operating activities(A)	**(63,44,117)**	**(33,64,199)**
Cash Flow from Investing Activities		
Payment for Property, Plant & Equipment, Intangible assets	-	-
Proceeds from sale of Property, Plant & Equipment	-	-
Net proceeds from sale/(purchase) of investments	64,44,427	33,86,630
Sale of Investments	-	-
Bank deposit not considered as cash and cash equivalents (net)	-	-
Dividend Received / Profit or Loss on redemption of Investments	-	-
Interest Received	-	-
Net Cash flow from/(used in) Investing Activities(B)	**64,44,427**	**33,86,630**
Cash Flow from Financing Activities		
Proceeds from borrowings (including Ind AS adjustments)	-	-
Net increase/(Decrease) in borrowings	-	-
Interest paid	-	-
Net Cash Flow from /(used in) Financing Activities (C)	**-**	**-**
Net Increase /(decrease) in Cash and Cash Equivalents (A+B+C)	**1,00,310**	**22,431**
Cash and cash equivalents at the beginning of the year	3,53,068	3,30,637
Cash and cash equivalents at the end of the year	4,53,378	3,53,068

See accompanying notes to the financial statements

In terms of our report of even date attached

For AMAA & Associates
Chartered Accountants
Firm Reg. No. 013066C

Mukesh Sharma
Partner
Membership No. 505453

For and on behalf of the Board

Kamal Kishore Bhartia
Director
DIN - 00081236

Shruti Raghav Jindal
Whole-time Director
DIN - 02208891

Rajender Singh
CFO
PAN - APIPS0673Q

Place : Gurugram
Dated : 30-06-2021

NOTES TO THE FINANCIAL STATEMENTS

1) Background

Haryana Capfin Limited ('the Company') is registered as Non-Banking Financial Company (NBFC) as defined under Section 45-1A of the Reserve Bank of India Act, 1934 (RBI). The Company is primarily a holding company, holding investment in its subsidiaries, associates and other group companies. The Company's subsidiaries and associates are engaged in a wide array of business in the financial service sector.

2) Significant Accounting Policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements.

a) Statement of compliance with IND AS:

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the "Ind-AS") as notified by the Ministry of Corporate Affairs, pursuant to section 133 of the Companies Act 2013 (The Companies (Indian Accounting Standards) Rules, 2015) and comply in all material aspects with their provisions.

Basis of preparation:

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

b) Reporting Presentation Currency:

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company).

c) Use of estimates and critical accounting judgments:

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

d) Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

e) Provisions and contingent liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

f) Property, plant and equipment:

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is derecognised . Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Borrowing costs incurred during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

On transition to Ind-As, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April 2019, measured as per the previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment.

g) Intangible assets:

Intangible assets are capitalized where it is expected to provide future enduring economic benefits. Expenses incurred on up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

h) Depreciation and amortization of property, plant and equipment and intangible assets:

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value Depreciation on property, plant and equipment has been provided on “Straight Line Method” Depreciation on property, plant and equipment is provided on pro-rata basis based on the useful life as per Schedule II to the Companies Act, 2013. Freehold Land and construction in progress are not depreciated. Leasehold lands are depreciated over the period of lease tenure. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Estimated useful life of the tangible asset, based on the useful life as per Schedule II to the Companies Act , 2013 .

i) Impairment of Assets:

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Where an impairment loss subsequently reverses, the carryingvalue of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years . A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

j) Leases:

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating lease.

k) Finance lease:

As a lessee

Assets held under finance leases are initially recognised as Assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized .A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

As a lessor

When assets are leased out under a finance lease, the present value of minimum lease payments is recognised as a receivable. The difference between the gross receivable and the present value of receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method before tax, which

reflects a constant periodic rate of return.

Operating Leases As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

l) Investment in subsidiaries and associates:

Investment in subsidiaries and associates are shown at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

m) Financial Instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(i) Financial assets

Cash and bank balances

Cash and bank balances consist of:

(a) Cash and cash equivalents - which includes cash at bank and in hand, short term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value. These balances with banks are unrestricted for withdrawal and usage.

(b) Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost:

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through other comprehensive income (FVOCI):

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries , associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at

the time of initial recognition of such equity investments.

Fair value through profit or loss:

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

Impairment of financial assets:

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109.

(ii) Financial liabilities and equity instruments Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial liabilities:

The Company de- recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

iii) Offsetting financial instruments

Financial assets and liabilities are being offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

iv) Derivative financial instruments:

The Company uses derivative financial instruments i.e. Forward Contracts to hedge its risks associated with foreign exchange fluctuations. These derivative financial instruments are used as risk management tools only and not for speculative purposes. The fair values of these derivative financial instruments are recognized as assets or liabilities at the balance sheet date and gain/loss is recognised in statement of profit and lossunless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Statement of Profit and Loss depends on the nature of the hedge item.

n) Employee benefits:

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, compensatory leave encashment, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

a) Defined contribution plan:

This benefit includes contribution to provident fund and employee's state insurance scheme administered by

government. Expenses are recognized in the statement of profit and loss for the year in which the employee has rendered services.

b) Defined Benefit Plan:

The present value of obligation is determined based on actuarial valuation using the projected unit credit method and the retirement benefit obligation (Liabilities) is recognized in the Balance Sheet net of fair value of planned assets .Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. The service costand net interest on the net defined benefit liability/(asset) istreated as a net expense within employment costs.

o) Inventories:

Units of Mutual Fund are valued at lower of cost (FIFO basis) or net realisable value.

p) Provisions:

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

q) Income taxes:

i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

ii) Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

iii) Minimum Alternate Tax

Minimum Alternate Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement under Other Assets. The group reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that group will pay normal Income Tax during the specified period.

Tax expense for the year comprises current and deferred tax.

r) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable excluding taxes or duties collected on behalf of the government.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal

outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rent Income

Income from operating lease is recognized in the statement of profit & Loss as per contractual rentals unless another systematic basis is more representative of the time pattern in which benefit derived from the leased assets is diminished.

Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

s) Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

t) Contingent Liabilities and Contingent Assets:

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

u) Earnings Per Share:

Earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

(ii) Amendment to Existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

ii. Ind AS 40 - Investment Property

iii. Ind AS 12 - Income Taxes

iv. Ind AS 28 - Investments in Associates and Joint Ventures and

v. Ind AS 112 - Disclosure of Interests in Other Entities

Applications of above standards are not expected to have any significant impact on the Company's Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

	Particulars	As at 31.03.2021 (₹)	As at 31.03.2020 (₹)
1	**CASH AND CASH EQUIVALENTS**		
	Cash in Hand	1,722	5,377
	Balances with schedule Banks in Current Accounts	4,51,656	3,47,691
	Total	**4,53,378**	**3,53,068**
2	**BANK BALANCE OTHER THAN (A) ABOVE**		
	Balances with Banks		
	-Fixed Deposit with original maturity of more than three months	-	-
	Total	**-**	**-**
3	**OTHER FINANCIAL ASSETS**		
	Loans and Advances	-	-
	Advance recoverable in cash or in kind	13,02,970	11,87,970
	Other Current Assets	-	-
	Total	**13,02,970**	**11,87,970**
4	**LOANS**		
	Loans to body corporate to others	14,91,19,753	13,42,32,361
	Total	**14,91,19,753**	**13,42,32,361**

NOTE 5 : INVESTMENT

Amount in ₹

Particulars	As at 31st March, 2021						As at 31st March, 2020					
		Amortised cost	At Fair Value		At Cost	Total		Amortised cost	At Fair Value		At Cost	Total
	No. of Shares / Units		Through profit or loss	Designated at fair value through OCI			No. of Shares / Units		Through profit or loss	Designated at fair value through OCI		
		(1)	(2)	(3)	(4)	5 =1+2+3+4		(1)	(2)	(3)	(4)	5 =1+2+3+4
Equity shares :												
i) Quoted :												
Maharashtra Seamless Limited	2852540			78,65,87,905		78,65,87,905	2852540			55,15,38,609		55,15,38,609
ii) Unquoted												
Global Jindal Fin-invest Limited	100			25,609		25,609	100			19,111		19,111
GVN Fuels Limited	47000			9,78,93,480		9,78,93,480	47000			4,57,56,380		4,57,56,380
CURRENT												
Aditya Birla SL Money Manager Fund - Growth	1,14,63,739			-	-	-	1,14,63,739			-	25,64,053	25,64,053
HDFC Liquid Fund - Growth	3,386.32				61,19,626	61,19,626	3,386.32				1,00,00,000	1,00,00,000
Total		**-**	**-**	**88,45,06,994**	**61,19,626**	**89,06,26,620**		**-**	**-**	**59,73,14,100**	**1,25,64,053**	**60,98,78,153**

Aggregate Value of Unquoted Investments	**9,79,19,089**	**4,57,75,491**
Aggregate Value of Quoted Investments	**78,65,87,905**	**55,15,38,609**
Market Value of Quoted Investments	**78,65,87,905**	**55,15,38,609**

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31.03.2021 (₹)	As at 31.03.2020 (₹)
6 CURRENT TAX ASSETS (NET)		
Advance Income Tax (Including tax deducted at source)	65,50,993	32,95,543
Total	**65,50,993**	**32,95,543**

7 PROPERTY, PLANT AND EQUIPMENT

	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
Nature of Fixed Assets	As at April 1st, 2020	Additions	Deletions	**As at March 31st, 2021**	As at April 1st, 2020	**For the year**	Deletions	**As at March 31st, 2021**	**As at March 31st, 2021**	**As at March 31st, 2020**
Tangible										
Land (Freehold)	29,34,379	-	-	**29,34,379**	-	**-**	-	**-**	**29,34,379**	29,34,379
Electrical Installation	1,90,000	-	-	**1,90,000**	99,399	18,050	-	**1,17,449**	**72,551**	90,601
Total :	**31,24,379**	**-**	**-**	**31,24,379**	**99,399**	**18,050**	**-**	**1,17,449**	**30,06,930**	**30,24,980**

8 Other non financial assets		
Other Short Term Advances	4,000	4,000
Total	**4,000**	**4,000**
9 Borrowings (Other than Debt Securities)		
(A) In India		
At amortised cost :		
From Bodies Corporate (Repayable on demand)	**-**	**-**
(B) Outside India	-	-
Total (A+B)	**-**	**-**
Out of above		
Secured	-	-
Unsecured	-	-
	-	-

	Particulars	As at 31.03.2021 (₹)	As at 31.03.2020 (₹)
10	**CURRENT TAX LIABILITIES (NET)**		
	Provision for Income Tax	53,10,000	22,10,000
	Total	**53,10,000**	**22,10,000**
11	**PROVISIONS**		
	Employee Benefits	13,13,011	7,40,149
	Contingent Provision for Standared Assets *		
	Opening Balance	3,35,581	2,80,335
	Addition / (Adjusted) during the year	37,218	55,246
	Closing	**3,72,799**	**3,35,581**
	Total	**16,85,810**	**10,75,730**

As required in terms of paragraph 14 of (Non-Banking Financial Company –(Non-Systemically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016.

12	**DEFERRED TAX LIABILITIES**		
	Deferred Tax Liability		
	For Depreciation difference as per books and Income Tax Act		
	Ind AS Impact on fair value of investment	14,01,60,314	7,14,63,774
	TOTAL (A)	14,01,60,314	7,14,63,774
	Deferred Tax Assets		
	Disallowance under Section 43-B of I.Tax Act	-	-
	TOTAL (B)	-	-
	Net Deferred Tax Assets/(Liabilities)	14,01,60,314	7,14,63,774
13	**Other non financial liabilities**		
	Liabilities for Expenses	4,36,420	6,63,332
	Liabilities for Statutory Dues	72,662	52,764
	Total	**5,09,082**	**7,16,096**

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH' 2021

14

A. SHARE CAPITAL

Particulars	Number of Shares		Amount in Rs.	
	AS AT 31.03.2021	AS AT 31.03.2020	AS AT 31.03.2021	AS AT 31.03.2020
AUTHORISED SHARE CAPITAL				
Equity shares of Rs. 10 each				
At the beginning of the period	60,00,000	60,00,000	6,00,00,000	6,00,00,000
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	**60,00,000**	**60,00,000**	**6,00,00,000**	**6,00,00,000**
ISSUED, SUBSCRIBED AND PAID UP				
Equity Shares of Rs. 10 each				
At the beginning of the period	52,08,681	52,08,681	5,20,86,810	5,20,86,810
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	**52,08,681**	**52,08,681**	**5,20,86,810**	**5,20,86,810**

Details of equity shares in the company held by each shareholder holding more than 5% of shares is as under:

Particulars	Number of shares held		% holding	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Equity Shares of 10 each				
Stable Trading Co. Limited	8,69,090	8,69,090	16.69	16.69
Sudha Apparels Limited	10,14,322	10,14,322	19.47	19.47
Jindal Global Finance & Investment Limited	7,91,466	7,91,466	15.19	15.19

B. OTHER EQUITY

(Amount in ₹)

Particulars			Reserves and surplus		Items of other comprehensive income	Total Other Equity
	Capital Reserve	Statutory Reserve	General Reserve	Retained Earnings		
Opening Balance	-	3,42,75,579	15,87,92,594	14,23,40,298	94,58,73,358	1,28,12,85,829
Profit/Loss for the period				1,93,59,100		1,93,59,100
Transfer during the year		38,72,000	10,00,000			48,72,000
Transfer during the year - Statutory Reserve				(38,72,000)		(38,72,000)
Transfer during the year - General Reserve				(10,00,000)		(10,00,000)
Other comprehensive income					**(67,62,21,264)**	(67,62,21,264)
Balance as of 31.03.2020	**-**	**3,81,51,579**	**15,97,92,594**	**15,68,27,398**	**26,96,52,094**	**62,44,23,665**
Profit/Loss for the period				83,92,609		83,92,609
Transfer during the year		16,79,000	10,00,000			26,79,000
Transfer during the year - Statutory Reserve				(16,79,000)		(16,79,000)
Transfer during the year - General Reserve				(10,00,000)		(10,00,000)
Other comprehensive income					**21,84,96,354**	21,84,96,354
Balance as of 31.03.2021	**-**	**3,98,30,579**	**16,07,92,594**	**16,25,41,007**	**48,81,48,447**	**85,13,12,627**

Particulars		For the year ended 31st March' 2021 (₹)	For the year ended 31st March' 2020 (₹)
15	**Revenue from operation**		
	Interest	96,07,991	72,20,360
	Dividend Income	71,31,350	1,76,56,129
	Total	**1,67,39,341**	**2,48,76,489**
16	**OTHER INCOME**		
	Profit on sale of Current Investments (net)	7,21,469	5,41,408
	Liability written back	-	5,416
	Total	**7,21,469**	**5,46,824**
17	**FINANCE COSTS**		
	Interest on Intercorporate Loan	-	-
	Bank Charges	3,540	-
	Total	**3,540**	**-**
18	**Net loss on fair value changes**		
	Loss on fair value of Investments		
	Total	**-**	**-**
19	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries , Wages, Allowances and Bonus	47,07,483	40,54,790
	Staff Welfare	18,564	66,189
	Total	**47,26,047**	**41,20,979**
20	**DEPRECIATION & AMORTISATION EXPENSES**		
	Depreciation	18,050	18,050
	Amortization of Preliminary expenses	-	-
	Total	**18,050**	**18,050**

Particulars	For the year ended 31st March' 2021 (₹)	For the year ended 31st March' 2020 (₹)
21 OTHER EXPENSES		
D.P. Charges	1,416	3,047
Rent	13,894	14,160
Postage & Telephone	34,330	60,885
Printing & Stationery	36,590	74,042
Fee & Subscription	4,77,329	3,63,800
Conveyance	14,833	37,200
Directors' Fee	1,55,000	1,25,000
Legal & Professional Charges	92,230	2,14,540
Share Maintenance Expenses	47,930	55,030
Electricity Expenses	55,337	49,761
Internal Audit Fee	8,850	8,850
Advertisement & Publicity	66,789	83,042
Auditors' Remuneration :		
- Audit Fee	35,400	35,400
- Tax Audit Fee	-	-
- Certification / others services	26,550	8,850
Miscellaneous Expenses	1,16,868	76,331
Total	**11,83,346**	**12,09,938**

22 **EARNING PER SHARE (EPS)**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year :-

Particulars	For the year ended 31st March' 2021	For the year ended 31st March' 2020
Basic / Dilutive Earnings Per Share		
Profit after tax as per profit & loss account (Rs.)	83,92,609	1,93,59,100
Weighted Average number of equity shares outstanding	52,08,681	52,08,681
Basic and diluted earnings per share (Rs.)	1.61	3.72

Particulars	For the year ended 31st March' 2021 (₹)	For the year ended 31st March' 2020 (₹)
23 Managerial Remuneration		
Salaries and Allowances	**22,06,240**	24,89,653

24 Related Party Disclosure as per Accounting Standard - 18

Related Parties **Nil**

Key Managerial Personnel

Mrs. Shruti Raghav Jindal, Wholetime Director

Mr. Rajender Singh, CFO

Mrs. Sandhya Tiwari, C.S.

Related Parties with whom Transaction have taken place during the Year

Particulars	**31.03.2021**	31.03.2020
Remuneration		
Key Management Personnel	**30,57,665**	31,44,794

25 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.

26 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-13.02048 dated 15.07.2013 and has been complying with prudential norms as prescribed by RBI for NBFC.

Additional particulars as required under ' Non- Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 are attached , under Separate Annexure - I.

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

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

In terms of our report of even date attached

For AMAA & Associates
Chartered Accountants
Firm Reg. No. 013066C

Mukesh Sharma
Partner
Membership No. 505453

For and on behalf of the Board

Kamal Kishore Bhartia
Director
DIN - 00081236

Shruti Raghav Jindal
Whole-time Director
DIN - 02208891

Rajender Singh
CFO
PAN - APIPS0673Q

Place : Gurugram
Dated : 30-06-2021

Annexure – 1

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company

[as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016].

(Rupees)

Particulars		
(1) **Liabilities side:**		
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	-	-
(h) Other Loans (specify nature)	-	-
* Please see note 1 below		
Assets side:		
	Amount Outstanding	
(2) 1. Break-up of Loans and Advances including bill receivable (other-than those included in (4) below):		
(a) Secured	-	
(b) Unsecured	149,119,753	
(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	-	

(Amount in ₹)

(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)	-
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	255,724,872
(b) Preference	-
Debentures and Bonds	
Units of mutual funds	15,950,683
Government Securities	-
Others (please specify)	-
2. Unquoted:	
i. Shares: (a) Equity	473,360
(b) Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others (please specify)	-

(Amount in ₹)

(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**	Secured	Unsecured	Total
Subsidiaries		-	--
Companies in the same group	-	-	-
Other related parties		-	--
Other than related parties	-	-	-
Total	-	-	-

(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	Book Value (Net of Provisions)
1. Related Parties**		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other related parties	786,587,905	255,724,872
2, Other than related parties	7,919,089	473,360
Total	884,506,994	256,198,232

** As per Accounting Standard of ICAI (Please see Note 3)

(7) Other Information	
Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	-
(b) Other then related parties	-
(ii) Net Non-Performing Assets	
(a) Related parties	-
(b) Other then related parties	-
(iii) Assets acquired in satisfaction of debts	

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 23rd Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 28th September, 2021 at 10.00 A.M. (IST) through Video conferencing/Other Audio Visual means (VC / OAVM) 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, 2021 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, 2021 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."

By order of the Board
For Haryana Capfin Limited

Place : Gurugram
Dated : 12th August, 2021

SHRUTI RAGHAV JINDAL
Whole Time Director

NOTES:

1. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India.

Name	**Smt. Shruti Raghav Jindal**
Age	38 years
Qualification	Graduate in International Management from Richmond University, London
Brief Profile Expertise in specific functional area	Wide Experience in managing the Non-Banking Finance Companies and in the field of Business promotion and public relations.
Terms and Conditions of appointment	Liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Please refer Corporate Government Report
Date of First appointment as Director of the Company	01.07.2014
No. of Shares Held	Nil
Inter-se relationship with other Directors	None
Number of meetings of the Board attended during the financial year (2020-21)	Please refer the Corporate Government Report
Directorship of other companies as on 31st March, 2021	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.
Chairman/Member of Committee of other Companies	Nil

2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide circular dated 13th January, 2021 read together with circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated 15th January, 2021 read with circular dated 12th May, 2020 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), SEBI Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. In terms of MCA Circulars, since the physical attendance of members has been dispensed with, the facility of appointment of Proxies by Members will not be available. Hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice

6. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company (RTA)/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the website of the Company at www.haryanacapfin.com, website of the Stock Exchange i.e. BSE Limited www.bseindia.com and on the website of NDSL www.evoting.nsdl.com.

7. As per Regulation 40 of SEBI Listing Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, Alankit Assignments Ltd. for assistance in this regard. In case of joint holders attending the meeting, the person who is first in order of names recorded in the Register of Members will be entitled to vote at the AGM.

8. In case of joint holders attending the meeting, the person who is first in order of names recorded in the Register of Members will be entitled to attend and vote at the AGM.

9. Details under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished the requisite declarations/Disclosure for her Appointment/re-appointment.

10. All the documents referred to in the notice shall be available for inspection by the Members at the registered office of the Company on all working days i.e. except Saturdays, Sundays and public holidays between 11.00 A.M. and 1.00 P.M. up to AGM. Such documents will also be available electronically for inspection by the members from the date of circulation of this Notice upto AGM on the basis of the request being sent on investors@haryanacapfin.com.

11. Pursuant to MCA Circular and Section 101 of the Companies Act, 2013 read with rules made thereunder, the companies are allowed to send communication to shareholders electronically. Therefore, the Members are requested to register/update their e-mail address with Registrar and Transfer Agent, Alankit Assignments Ltd or their respective Depositary Participants as the case may be, for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.

12. Corporate/Institutional Members are required to send a scanned certified true copy of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address at manish@csmanishb.in with a copy marked to the Company at investors@haryanacapfin.com, if they have voted from individual Tab and not uploaded the same in the NDSL e-voting system for the scrutinizer to verify the same.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of

the Companies Act, 2013 and all other documents required by Act will be made available for inspection by Members of the Company during the AGM on the basis of the request being sent on investors@haryanacapfin.com.

14. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request up to 22nd September, 2021, mentioning their name, demat account number/folio number, email id, mobile number on investors@haryanacapfin.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

15. Instructions for e-voting and joining general meeting are as follows:-

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' through National Securities Depository Limited (NSDL), for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 23rd Annual General Meeting (AGM) of the Company.

The facility for electronic voting system, shall also be made available at the 23rd AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM.

The remote e-voting period begins on Saturday, 25th September, 2021 at 09:00 A.M. and ends on Monday, 27th September 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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 and a person who is not a Member as on cut off date i.e. 21st September, 2021 should treat this Notice for information purpose only.

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. 21st September, 2021.

Mr. Manish Baldeva, (FCS-6180), Proprietor of M. Baldeva Associates, Company Secretaries, has been appointed as Scrutinizer to scrutinize the voting through remote e-voting and e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, within 2 working days from the conclusion of the Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.haryanacapfin.com and shall simultaneously be communicated to the Stock Exchange.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certi?cate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@haryanacapfin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit bene?ciary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@haryanacapfin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

I. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or rta@alankit.com or to Company at investors@haryanacapfin.com. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2021.

IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in de-mat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. 21st September, 2021, should treat this Notice for information purposes only.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

B. e-voting result

1. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 2 working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company http://www.haryanacapfin.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited.

Other instructions

3. Please note that:

   - Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

   - Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder

   - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

HARYANA CAPFIN LIMITED
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