

# HARYANA CAPFIN LIMITED

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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 21st Annual General Meeting of Haryana Capfin Limited will be held on Tuesday, the 24th September, 2019 at 4.30 P.M. at Jindal Mount Litera Zee School Auditorium at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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, 2019 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted"

2. To appoint a Director in place of Smt. Shruti Raghav Jindal, who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Smt. Shruti Raghav Jindal, (DIN-02208891) who retires by rotation be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the continuity of her tenure as Whole Time Director of the Company."

### SPECIAL BUSINESS

3. To appoint Shri Saket Jindal as Director and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Shri Saket Jindal (DIN:00405736) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and holds office up to date of this Annual General Meeting of the Company, being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature be and is hereby appointed as Director of the Company."

4. To re-appoint Shri Kamal Kishore Bhartia as an Independent Director and in this regard to pass the following resolutions as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time Mr. Kamal Kishore Bhartia (DIN-00081236), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company and who holds office upto 25th September, 2019 and being eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act, along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the

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office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years commencing from 26th September, 2019."

By order of the Board

Place : Gurugram  
Dated : 7th August, 2019

**SANDHYA TIWARI**  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
4. Members desirous of getting any information in respect of Financial Statements of the Company are requested to send their queries in writing to the Company at its registered office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
5. As per Regulation 40 of SEBI Listing Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in the case of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for each of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent, Alankit Assignments Ltd., for assistance in this regard.
6. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
7. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.

9. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
10. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.
11. **Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended by Companies (Management And Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through National Securities Depository Limited (NSDL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 21st Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members, who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 17th September, 2019.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman of the meeting, within 48 hours from the conclusion of Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.haryanacapfin.com](http://www.haryanacapfin.com) and shall simultaneously be communicated to the Stock Exchanges.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

### **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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. You can use the Mobile App of NSDL.*

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4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address or you may call at our helpdesk at 1800-222-990.

6. If you are unable to retrieve 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [manish@csmanishb.in](mailto:manish@csmanishb.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No. 3

Shri Saket Jindal was co-opted as an Additional Director of the Company on 20th March, 2019. Pursuant to Section 161 (1) of the Companies Act, 2013, he holds office upto the date of the ensuing Annual General Meeting.

The Company has received notice, in writing, from a member, along with requisite amount under Section 160 of the Act, proposing his candidature as Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Except Shri Saket Jindal and his relatives, none of the Directors and Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set out in the item nos. 3 of this notice for your approval.

### Item No. : 4

The Members of the Company had appointed Mr. Kamal Kishore Bhartia as an Independent Director of the Company for a term of five years with effect from 26th September, 2014. Mr. Kamal Kishore Bhartia will complete his present term on 25th September, 2019.

The Company has received declaration from Mr. Kamal Kishore Bhartia to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, 2015. Mr. Kamal Kishore Bhartia is not debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body.

In the opinion of the Board, Mr. Kamal Kishore Bhartia fulfils the conditions specified in the Act, the Rules, thereunder and SEBI Listing Regulations for his reappointment as an Independent Director. Copy of the draft letter of reappointment of Mr. Kamal Kishore Bhartia as Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act proposing his candidature as an Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that, his vast knowledge, experience and contribution made by him during his tenure, the continued association of Mr. Kamal Kishore Bhartia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Kamal Kishore Bhartia as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years on the Board of the Company commencing from 26th September, 2019.

Mr. Kamal Kishore Bhartia and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any. None of the other Directors/ Key Managerial Personnel and their relatives may be deemed to be interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in the item nos. 4 of this notice for your approval.

The Board commends the resolution for your approval

**By order of the Board**

Place : Gurugram  
Dated : 7th August, 2019

**SANDHYA TIWARI**  
Company Secretary

# HARYANA CAPFIN LIMITED

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015]

Name	Shri Saket Jindal	Smt. Shruti Raghav Jindal	Shri Kamal Kishore Bhartia
Age	45	36	65
Qualification	BBA	Graduate in International Management from Richmond University, London	Bachelor of Commerce
Brief Profile Expertise in specific functional area	Dynamic Industrialist having wide experience of managing industrial enterprises.	Wide Experience in managing the Non-Banking Finance Companies and in the field of Business promotion and public relations.	Prominent Businessman having wide business experience
Terms and Conditions of appointment	In terms of Section 152 (6) of the Companies Act, 2013 Shri Saket Jindal is liable to retire by rotation.	Please refer the Corporate Government Report	As per resolution at item no. 4 of the notice read with Explanatory Statement thereto Shri Kamal Kishore Bhartia is proposed to be appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any)	The Company pays only sitting fees to Non-Executive Directors (Please refer the Corporate Government Report)	Please refer the Corporate Government Report	The Company pays only sitting fees to Non-Executive Directors (Please refer the Corporate Government Report)
Date of first appointment on the Board	20.03.2019	01.07.2014	16.03.2011
No. of Shares Held	1,17,579	Nil	Nil
Inter-se relationship with other Directors	None	None	None
Number of meetings of the Board attended during the financial year (2018-19)	Please refer the Corporate Government Report	Please refer the Corporate Government Report	Please refer the Corporate Government Report
Directorship of other companies as on 31st March, 2019	1. Maharashtra Seamless Ltd. 2. Jindal Pipes Ltd. 3. Maharashtra Seamless Finance Ltd. 4. Odd & Even trades & Finance Ltd. 5. Global Jindal Fin-Invest Ltd. 6. Brahma Dev Holding And Trading Ltd.	1. Global Jindal Fin-Invest Ltd. 2. Sparlerk Dealcomm Ltd.	1. Ganga Ferroalloys Private Limited 2. Raigarh Iron Industries Limited 3. Rasiwasia Pvt Ltd
Chairman/Member of Committee of other Companies.	Member – Maharashtra Seamless Ltd.-Stakeholders Relationship Committee	Nil	Nil

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CIN - L27209MH1998PLC236139

## PROXY FORM

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

Name of the Member(s) : .....

Registered Address : .....

: .....

E-mail ID : .....

Folio No. / DP ID and Client ID : .....

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

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

Address : .....

Signature : .....or failing him/her

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

Address : .....

Signature : .....or failing him/her

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

Address : .....

Signature : .....



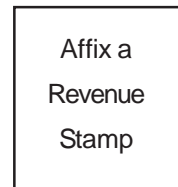
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, 24th September, 2019 at 4.30 P.M. at Jindal Mount Litera Zee School Auditorium at Pipe Nagar, Village Sukeli, N.H. -17, B.K.G Road, Taluka Roha, Distt. Raigad-402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Adoption of the Audited Financial Statements for the year ended 31st March, 2019 and the Reports of Directors and Auditors thereon.		
2.	Re-appointment of Smt. Shruti Raghav Jindal as Director who retires by rotation		
3.	Appointment of Shri Saket Jindal as Director		
4.	Re-appointment of Shri K.K. Bhartia as Independent Director		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2019



Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

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

**Notes:**

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

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

CIN - L27209MH1998PLC236139

### ATTENDANCE SLIP FOR THE 21ST ANNUAL GENERAL MEETING

(to be hand over at the registration counter)

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company on Tuesday 24th September, 2019 at 4:30 P.M at Jindal Mount Litera Zee School Auditorium Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka Roha Distt. Raigad - 402126, Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) \_\_\_\_\_

Folio No. /DP ID\*No. and Client ID\* No. \_\_\_\_\_

Number of Shares \_\_\_\_\_

Please (✓) in the Box

Member

Proxy

\_\_\_\_\_  
*First/sole Holder/Proxy*

\_\_\_\_\_  
*Second holder /Proxy*

\_\_\_\_\_  
*Third holder /Proxy*

#### NOTES:

- i. Member/ Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- ii. Duplicate Attendance Slip will not be issued at the venue.

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

