

27th September, 2014

SHRI SHYAM LAL BINDAL
PIPE NAGAR, VILLAGE SUKELI,
TALUKA ROHA, DISTT. RAIGAD- 402126,
MAHARASHTRA

Dear Mr. Shyam Lal Bindal

We are pleased to inform you that upon the approval of the Board of Directors of Haryana Capfin Limited (hereinafter referred to as HCL or the Company) and approval of Shareholders of the Company at the Annual General Meeting held on 26th September, 2014, you are being appointed as an Independent Director on the Board of the Company

The terms of your appointment shall be as follows

1. Appointment
 - 1.1 You have been appointed as a Non-Executive Independent Director on the Board of Directors of HCL with effect from 26th September, 2014 for a period of upto five years. Your appointment shall be governed by the provisions of the Companies Act, 2013 and the Equity Listing Agreement, Your appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Agreement.
 - 1.2 The term 'Independent Director' should be construed as defined under the Companies Act, 2013 and the Listing Agreement.
 - 1.3 The Company has adopted the provisions with respect to the appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The disengagement earlier than five years will be in accordance with the provisions of the Companies Act, 2013 or on mutually agreed terms.
 - 1.4. The provisions contained in the Companies Act, 2013 and the Listing Agreement will apply as regards performance evaluation of Independent Directors is concerned. The performance of Independent Directors shall be evaluated by the entire Board of Directors, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of your appointment as an Independent Director.

