

HARYANA CAPFIN LIMITED

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

30th September, 2015

SHRI K.K. KHANDELWAL
FLAT NO.551, MOUNT KAILASH
TOWER NO.III, EAST OF KAILASH
NEW DELHI - 110 065

Dear Mr. K.K. Khandelwal

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 28th September, 2015, 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 28th September, 2015 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.

2. Committees

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Time Commitment

- 3.1 As a Non-Executive Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

The Board meets atleast four times in a year. The Audit Committee also meets atleast four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee and Stakeholders' Relationship Committee meetings which are ordinarily convened as per requirement. Ordinarily, all meetings are held at the Corporate office of the Company. You will be expected to attend Board, Board Committees of which you are a member or to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

- 3.2 By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

4. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- 4.1 You shall act in accordance with the Company's Articles of Association.
- 4.2 You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- 4.3 You shall discharge your duties with due and reasonable care, skill and diligence.
- 4.4 You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts or possibly may conflict with the interest of the Company. Please refer to clause 7 for full explanation on conflict of interest.
- 4.5 You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- 4.6 You shall not assign your office as Director and any assignments so made shall be void.

The Non-Executive Independent Directors are also required to abide by the provisions of 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, a copy of which is annexed for ready reference.

