

HARYANA CAPFIN LIMITED



Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G Road,
Taluka Roha, Distt Raigad - 402126 (Maharashtra)

Corporate Office: Plot No. 30, Institutional Sector 44, Gurugram - 122003(Haryana)

Interim Corporate Office: Plot No. 106, Institutional Sector 44, Gurugram - 122003(Haryana)

Ph.: 91-124-4624000, 2574326, 2574620, 2574621

E-mail: investors@haryanacapfin.com **Website:** www.haryanacapfin.com

CIN –L27209MH1998PLC236139

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 25 th March, 2026	Thursday, 23 th April, 2026

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (collectively referred to as 'MCA Circulars'), that the resolution appended below is proposed to be passed by the members through Postal Ballot only by remote e-voting process.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Ram Ji Nigam (DIN: 03100651) as Non-Executive Non-Independent Director:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152, 161 of the Companies Act, 2013 (the Act) read with other applicable rules as amended, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and pursuant to the provisions of the Articles of Association of the Company, Mr. Ram Ji Nigam (DIN: 03100651), who was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non-Independent Director w.e.f. February 13, 2026 and who is eligible for appointment and has given his consent to act as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or any person authorized by the Board, be and is hereby authorized, severally, to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution."

By Order of the Board of Directors
For Haryana Capfin Limited

Sandhya Tiwari
Company Secretary
M. No. ACS-35964

Place: Gurugram

Date: 13th February, 2026

NOTES:

- Explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are annexed herewith and forms part of this notice.
- Brief Profile and other required information about the appointment of Director pursuant to Regulation 36 (3) of the Listing Regulations and SS-2 is annexed herewith.

3. As per MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. The aforesaid Notice has been uploaded on the website of the Company i.e. www.haryanacapfin.com. The same can also be accessed from the website of BSE Limited at www.bseindia.com and also available on the website of National Securities Depository Limited (NSDL) (agency providing the remote e-voting facility) at www.evoting.nsd.com.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, till the last date of remote e- voting.
6. The Board of Directors of the Company has appointed Mr. Rajesh Gupta (CP: 26258, FCS:4870), Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
7. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Rules and Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to all Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
8. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. 23rd April, 2026.
9. The Scrutinizer shall after the conclusion of the e-voting on 23rd April, 2026, submit his report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith.
10. Results of voting shall be declared within two working days i.e. on or before Monday, 27th April, 2026. The results along with scrutinizers' report would be intimated to the Stock Exchange where the securities of the Company are listed, Depositories and Registrar and Share Transfer Agent and will be displayed on the Company's website www.haryanacapfin.com and on the website of NSDL www.evoting.nsd.com and at the registered office of the Company.

11. The Instructions for remote e-voting are as under:

- i. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026, as amended ("SEBI Master Circular"), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- ii. In terms of SEBI Master Circular dated January 30th, 2026 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- iii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 13th March, 2026 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 25th March, 2026 and ends at 5.00 p.m. (IST) on Thursday, 23rd April, 2026. The e-voting module shall be disabled by NSDL thereafter.


Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iv. The details of the process and manner for remote e-voting are explained herein below: The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting 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	<ol style="list-style-type: none"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience <div data-bbox="916 947 1150 1087" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on 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 able to see the e-voting option where the e-Voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 reote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective 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.com or call at 022-48867000
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 toll free no. 1800 22 55 33

B) Login method 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, 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 login 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 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 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, the 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 use 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.com mentioning your demat account number/folio number, PAN, name and 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.

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

How to cast your vote electronically 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.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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.

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 rguptafcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
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 <https://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 <https://www.evoting.nsdl.com> or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, NSDL at evoting@nsdl.com

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 evoting 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 certificate (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 beneficiary 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 shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents..

EXPLANATORY STATEMENT

(Pursuant to Section 102 read with Section 110 of the Companies Act, 2013)

Item Nos. 1

The Board of Directors of the Company had appointed Mr. Ram Ji Nigam (DIN:03100651) as an Additional Director (Non-Executive Non- Independent) of the Company with effect from 13th February, 2026, as recommended by the Nomination & Remuneration Committee, pursuant to the provisions of the Companies Act, 2013 read with the rules framed there under. However, in terms of the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company is required for such appointment at the next general meeting or within a period of three months from the date of appointment whichever is earlier.

Mr. Ram Ji Nigam has furnished a declaration in the prescribed form to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director. Mr. Ram Ji Nigam is not debarred or disqualified from being appointed as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body.

Further the Company has received notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Other details as required under Secretarial Standards on General Meetings (SS -2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Brief Profile of Mr. Ram Ji Nigam are furnished separately, which form part of this notice.

Except Mr. Ram Ji Nigam and his relatives who may be deemed to be interested in the resolution to the extent of their shareholding, if any, none of the other Directors/ Key Managerial Personnel and their relatives is interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in item no. 1 of the accompanying Postal Ballot Notice for the approval of members of the Company.

By Order of the Board of Directors
For Haryana Capfin Limited

Sandhya Tiwari
Company Secretary
M. No. ACS-35964

Place: Gurugram
Date: 13th February, 2026

Details 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]

Particulars	Mr. Ram Ji Nigam
Category of Director	Non-Executive Non- Independent Director
Age	48 years
Date of first Appointment to Board	13.02.2026
Qualifications	B.Sc , CS & LLB
Brief Profile Expertise in specific functional area	Mr. Ram Ji Nigam is an accomplished Company Secretary and Law Graduate with over 22 years of rich and diversified experience across the corporate, legal, and regulatory landscape. Over the course of his distinguished career, he has developed deep expertise in corporate governance, secretarial compliances, regulatory affairs, legal advisory, and strategic corporate management. He has been associated with reputed business conglomerates and organizations and has played a pivotal part in ensuring compliance with the Companies Act, SEBI regulations, listing requirements, and other applicable corporate laws. He has extensive experience in handling Board and Committee matters, corporate restructuring, due diligence, secretarial audits, liaison with regulatory authorities, and implementing robust governance frameworks. With his strong legal background and practical corporate exposure, Mr. Nigam brings a balanced perspective combining regulatory compliance with business objectives, thereby contributing effectively to organizational growth and sound corporate governance practices.
Terms and Conditions of appointment/ Re-appointment	Mr. Ram Ji Nigam is proposed to be appointed as a Director (Non-Executive Non- Independent) liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Entitled to sitting fees for Board meetings.
Shareholding in the Company as on as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the financial year ((till the date of this Postal Ballot Notice)	Not Applicable
Directorships of other Boards as on date of Postal Ballot Notice	1
Membership /Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil