

Information pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As on March, 2025

Reg. No.	Subject	Compliance
46(2) (a)	Details of business	The Haryana Financial Corporation is established under the State Financial Corporations Act, 1951 and is adhering to the provisions of the said Act and the Regulations made there under from time to time. Due to financial constraints, the Corporation has stopped fresh business/sanction of loans since May, 2010 and now focusing on recoveries from NPAs. At Present, the Corporation has initiated the process for Winding Up as per order of the State Government.
(aa)	Memorandum of Association and Articles of Association	This provision of Companies Act, 2013 is not applicable to Haryana Financial Corporation (HFC), since HFC is incorporated under the State Financial Corporations (SFC's) Act, 1951.
(ab)	Brief profile of board of directors including directorship and full-time positions in body corporates	Given under Administration Section.
(b)	Terms and conditions of appointment of independent directors	<p>The Composition of Board of Directors of the Corporation is governed by section 10 of the State Financial Corporations Act, 1951. As per provisions contained in the said section, Directors are nominated or elected by each class of shareholders.</p> <p>Though the provisions of the State Financial Corporations Act, 1951 do not permit the appointment of Independent Directors, however, the Corporation has appointed Independent Directors on its Board.</p>
(c)	Composition of various Committees of Board of Directors	The Board of Directors of the Corporation constituted Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in compliance with SEBI (LODR) Regulations, 2015, the composition of which is given in Annexure-I.
(d)	Code of conduct of board of directors and senior management personnel	Since the Corporation is a State Government Undertaking and Directors are normally the officers of the State Government/ Bank/SIDBI/LIC, they are governed by Code of Conduct of the State Government/their respective employer i.e. Central Government

		Undertakings which are also applicable to the Corporation mutatis mutandis.
(e)	Details of establishment of vigil mechanism/ Whistle Blower policy	The Corporation is covered under the State Government rules which has separate department of vigilance and HFC is covered under that.
(f)	Criteria of making payments to non-executive Directors, if the same has not been disclosed in annual report	The same has been disclosed in the Annual Report.
(g)	Policy on dealing with related party transactions	Policy has not been framed as no related party transaction other than with Government of Haryana takes place and such transactions are exempted under Regulation 23(5)(a) of SEBI(LODR) Regulations, 2015
(h)	Policy for determining material subsidiaries	Haryana Financial Corporation has no Subsidiaries.
(i)	Details of familiarization programmes imparted to independent directors	Not Applicable
(j)	Email address for grievance redressal and other relevant details	beetalrta@gmail.com
(k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Given separately under CONTACT US.
(l)	Financial information	<ul style="list-style-type: none"> i) Notice of Board Meetings is given in Annexure-II. ii) Financial Results are available under "Financial" Section. iii) Annual Reports are available under "Financial" section.
(m)	Shareholding pattern	Given in Annexure-III
(n)	Details of agreements entered into with the media companies and/or their associates, etc	Not Applicable
(o)	Schedule of analysts or institutional investors meet at least two working days in advance and presentations made by the listed entity to analysts or institutional investors	No Such occasion arose so far
(oa)	Audio or video recordings and transcripts of post earnings/quarterly calls, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s).	Not Applicable

(p)	New name and the old name of the listed entity for a continuous period of one year, from the date of the last name change	Not Applicable
(q)	Items in sub-regulation (1) of regulation 47 :- i) Financial Results as specified in Regulation 33, along-with modified opinion or reservation(s) if any, expressed by the auditor. ii) Notice given to shareholders by advertisement.	Financial results given under "Financial" Section
(r)	With effect from October 1, 2018, all credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings.	Not Applicable
(s)	Separate audited financial statements of each subsidiary of the listed entity	Not Applicable
(t)	Secretarial compliance report as per regulation 24A	Given in Annexure-IV
(u)	Disclosure under regulation 30(4)(ii)	Any such type of events will be disclosed appropriately on its website after its approval from the Board.
(v)	Disclosure under regulation 30(5)	Given separately under CONTACT DETAILS.
(w)	Disclosures under regulation 30(8)	All such events or information will be disclosed in its website, after the same are disclosed to the Stock Exchange and will be preserved for 5 years.
(x)	Statements of deviation(s) or variation(s) as per regulation 32	Not Applicable
(y)	Dividend distribution policy as per regulation 43A;	Not Applicable
(z)	Annual return as per section 92 of the Companies Act, 2013 and the rules made thereunder	This provision of Companies Act, 2013 is not applicable to Haryana Financial Corporation (HFC), since HFC is not incorporated under the Companies Act, 2013.
(za)	Employee Benefit Scheme Documents	Since, HFC is a State Government Undertaking and Governed by the State Government rules & regulation. Moreover, there is no employee benefit scheme including any stock option scheme. Further, regulations for employee are given under Act & Regulations section.

Annexure-I

Composition of Various Committees of Board of Directors

Audit Committee

S.No.	Name	Designation
1.	Director General (I&C), Haryana	Chairperson
2.	Smt. Radhika Singh, HCS	Member
3.	MD/HFC	Member

Nomination & Remuneration Committee

S.No.	Name	Designation
1.	Director General (I&C), Haryana	Chairperson
2.	Smt. Radhika Singh, HCS	Member
3.	Sh. Shrawan Kumar Anand	Member

Stakeholders Relationship Committee

S.No.	Name	Designation
1.	Nominee SIDBI	Chairperson
2.	Smt. Radhika Singh, HCS	Member
3.	Sh. Mohinder Kumar Chopra	Member

Annexure-II

Haryana Financial Corporation
30 Bays Building, (Ground Floor)
Sector 17-C, Chandigarh-160017

PBX: 0172-2702755
e-mail: hfcsectt@gmail.com
Website: www.hfcindia.org.in

REF.NO.HFC/BOARD/LET/2025/ 453-462

Dated: 6/2/2025

- | | |
|---|-------------------|
| 1. Shri Arun Kumar Gupta, IAS
Principal Secretary to Chief Minister, Haryana,
Haryana Civil Secretariat, Chandigarh | Chairman |
| 2. Shri D. Suresh, IAS
Principal Secretary to Govt. Haryana
Industries & Commerce Department,
Haryana Civil Secretariat, Chandigarh | Director |
| 3. Smt. Amreet P. Kumar, IAS
Commissioner & Secretary to Government, Haryana,
Women & Child Development Department,
New Haryana Civil Secretariat, Sector-17, Chandigarh | Director |
| 4. Shri Yash Garg, IAS
Director General, Industries & Commerce Deptt.,
Haryana, 30 Bays Building, Sector 17, Chandigarh | Director |
| 5. Shri Sushil Sarwan, IAS | Managing Director |
| 6. Smt. Radhika Singh, HCS
Joint Secretary, Finance, Haryana
Haryana Civil Secretariat, Chandigarh | Director |
| 7. Shri Mohinder Kumar Chopra
H.No.44, Sector 5, Trikuta Nagar, Jammu-180012 | Director |
| 8. Shri Shrawan Kumar Anand, Senior Divisional Manager,
Life Insurance Corporation of India,
Sector 17-B, Chandigarh | Director |

Sub: Notice of 363rd Meeting of the Board of Directors of Haryana Financial Corporation (HFC) to be held on Thursday, the 13th February, 2025 at 11:00 AM

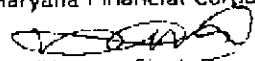
Sir/Madam,

I am directed to inform that the next (363rd) Meeting of the Board of Directors of Haryana Financial Corporation (HFC) will be held on Thursday, the 13th February, 2025 at 11:00 AM in the Office of Principal Secretary to Chief Minister, Haryana, 4th Floor, Haryana Civil Secretariat, Sector-1, Chandigarh. The agenda of the meeting alongwith explanatory notes is being sent separately.

You are requested to kindly make it convenient to attend the aforesaid meeting.

Thanking you,

Yours faithfully
for Haryana Financial Corporation


(Harnam Singh Rana)
Company Secretary

- CC 1. Shri Satish Nema, DGM, SIDBI
SCO 906, NAC, Housing Board Chowk,
Sector-13, Chandigarh
2. Shri Sanjeev Singh, DGM, Punjab National Bank,
Circle Office, Bank Square, Sector-17B, Chandigarh

} With a request to attend the
aforesaid meeting.

HARYANA FINANCIAL CORPORATION, CHANDIGARH

Share Capital structure of the Corporation as on 31.03.2025

Authorized Share Capital - Rs.300.00 crore (30,00,00,000 shares of Rs.10/- each)

Paid up Share Capital : (Face value Rs.10/- per share)

Category of shareholders as per Section 4(3) of SFCs ACT, 1951	No. of share-holders	No. of shares held	Value of Shares	%age of Holding
A State Government	1	20,20,11,650	2,02,01,16,500	97.28%
B SIDBI	1	43,26,550	4,32,65,500	2.08%
C Banks, Financial Institution, Insurance Companies (Central/ State Govt. Institution/ Non Govt. Institutions (detail given below)	9	2,01,700	20,17,000	0.10%
D Others (shareholders other than those referred to in clause (a), (b) & (c) above)	1919	11,18,200	1,11,82,000	0.54%
Total	1930	20,76,58,100	2,07,65,81,000	100%

**SECRETARIAL COMPLIANCE REPORT
OF
HARYANA FINANCIAL CORPORATION
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Haryana Financial Corporation having its Registered Office at 30 Bays Building, (Ground Floor) Sector 17-C, Chandigarh-160017. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to us and explanation provided by Haryana Financial Corporation,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make is report,

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the company during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (not applicable to the company during the review period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (not applicable to the company during the review period)



VISHAL ARORA
COMPANY SECRETARY

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) (other regulations as applicable)

and circulars/ guidelines issued thereunder;

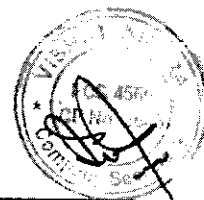
and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NONE										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NONE						



VISHAL ARORA
COMPANY SECRETARY

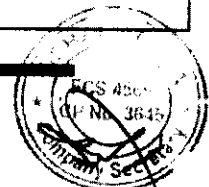
I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	NA	NA
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	NA
4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	NA	Haryana Financial Corporation has been set up under an Act of Parliament known as State Financial Corporation's Act 1951 and the working is governed by this act.
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	NA



VISHAL ARORA
COMPANY SECRETARY

6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NA
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Since, the Directors are appointed in terms of section 10 of the State Financial Corporations (SFC's) Act, 1951 and the respective employer i.e. State Govt./ SIDBI/ PNB etc. does their evaluation at their own level.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	NA
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued	NA	No action taken against the Company by SEBI or Stock Exchanges.



VISHAL ARORA
COMPANY SECRETARY

	thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	NA
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No action taken against the Company by SEBI or Stock Exchanges.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

PLACE: CHANDIGARH
DATE: 15.05.2024


(VISHAL ARORA)
COMPANY SECRETARY
FCS NO. 4566
CP NO. 3645

PEER REVIEW NUMBER: 1219/2021
UDIN: F004566F000376432