

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of **Himadri Credit & Finance Limited** will be held at 8, India Exchange Place, 2nd Floor, Kolkata- 700 001 on **Tuesday the 30th September, 2014 at 09.30 am** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss and together with the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tushar Choudhary (holding DIN : 00174003), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution**:

RESOLVED that M/s. Agarwal Prasad & Co. Chartered Accountants (Firm Registration No. 311068E), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vikash Kumar Patodia (holding DIN 00270642), be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the conclusion of this Meeting (for a term up to 29th September, 2019), not liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vipin Gupta (holding DIN 02668336) be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the conclusion of this Meeting (for a term up to 29th September, 2019), not liable to retire by rotation.

Place: Kolkata
Dated: May 27, 2014

By Order of the Board
sd/-
Anurag Choudhary
Director

NOTES:

1. **IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT A GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A MEMBER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF BUT A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON APPOINTED AS PROXY SHALL BE ENTITLED TO VOTE ONLY UPON A POLL.** Further, as per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent, 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 proxy for any other person or shareholder. A form of proxy is enclosed to this Annual Report. No instrument of proxy shall be valid unless:
 - (a) it is signed by the member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.
 - (b) it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company.
2. Explanatory Statements under Section 102 of the Companies Act, 2013 are annexed herewith, in respect of Item No. 4 and 5 are annexed hereto and forms part of this notice.
3. The quorum for the Annual General Meeting, as provided in Section 103 of the Companies Act, 2013, is five members (including a duly authorized representative of the Central Government) personally present in the meeting at the commencement of business.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 23rd September, 2014 to 30th September, 2014 (both days inclusive).
5. Shareholders desiring any information as regards the Annual Accounts are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
6. Members are requested to intimate to the Company's Registrar and Share Transfer Agent about consolidation of folios, if shareholdings are in multiple folios and bring copies of the Annual Report and the attendance slips with them while attending the Annual General Meeting.
7. Members are informed that it is advantageous to keep the shareholding in **joint names**, as upon death of a member, the survivor or survivors, where the member was a joint holder, and his legal representatives where he / she was a sole holder, shall be the only persons recognized by the Company as having any title to his/ her interest in the shares.
8. Members holding shares in physical form may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013, by submitting the **Form No. SH-13** as per rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Blank nomination form will be made available on request.

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9. Members are informed that the Securities and Exchange Board of India (SEBI) vide its' Circular No. MRD / DoP/ Cir-05/2009 dated 20 May, 2009 has made it mandatory to furnish a copy of PAN Card of the transferee for effecting the transfer of shares in physical forms of a listed Company. Therefore, members are advised to submit a copy of PAN Card along with Share Transfer Form, if any, to the Company to expedite transfer process.
10. Members are requested to furnish the following details for updating the Registers as required in terms of Section 88 of the Companies Act, 2013:
- (i) E-mail ID, (ii) PAN No., (iii) AADHAR Card No., (iv) Father/Husband Name, (v) Occupation, (vi) Mobile No., (vii) Bank Account No., Name of the Bank, MICR No. (along with a cancelled cheque), (viii) Updated Signature (duly attested by National bank or First Class Megistrate), (ix) CIN (in case of Company), (x) Date of Birth and name of the Guardian (in case of Minor).
11. Details about Director seeking appointment/ re-appointment as required under the Listing Agreement are as under:-

Name of the Director	Mr. Tushar Choudhary	Mr. Vikash Kumar Patodia	Mr. Vipin Gupta
Qualifications	B. Com (Hons)	C.A., B.Com	B.E. (Mechanical)
Experience	15 years of Experience in Business and Industry	20 years of Vast Experience of the Industry	28 years of Experience of the Industry
Date of Birth	05-04-1976	11-01-1975	01-09-1954
Directorship in other Companies	1. Salasar Management Limited 2. Gopal Management Limited 3. Padmavati Estates Private Limited 4. Sitaram Management Limited 5. AAT Techno-Info Limited 6. Himadri E-Carbon Limited 7. Trimurti Merchandise Private Limited 8. Next Generation Traders Private Limited 9. Swarnalekha Developers Private Limited	1. Chhattisgarh Carbon & Chemicals Limited 2. Matribhumi Developers Private Limited 3. Satabdi Developers Private Limited 4. Trinath Builders Private Limited 5. Sambhunath Realtors Private Limited	1. Tuaman Engineering Limited 2. Tuaman Infrastructure Limited 3. Canvas Realtors Private Limited 4. Gerbil Infrastructure Private Limited 5. Onset Infrastructure Private Limited 6. Abhiyan Projects Private Limited 7. Liberty Projects Private Limited 8. Discipline Suppliers Private Limited 9. Pure Enclave Consultants Private Limited 10. Shanti Complex Consultants Private Limited 11. Anant Dham Tracom Private Limited 12. Altai Projects Private Limited 13. Approach Estates Private Limited 14. Zagros Projects Private Limited 15. Gyden Developers Private Limited 16. Bhupati Buildtech Private Limited 17. Haridra Projects Private Limited 18. Dwarkapuri Projects Private Limited 19. Western Bitumen Industries Private Limited
Chairman/ Member of the committee of Board of other Companies	NIL	NIL	NIL
No. of shares held (₹ 10/- each)	70,100	NIL	NIL

12. In terms of Clause 35B of the Listing Agreement and in pursuance to Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 28th August, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password is being sent to all the Members separately along with the Annual Report. Moreover the instruction for e-Voting is also annexed with the Notice.
Ballot Form (in lieu of e-Voting) for voting is also being sent along with the notice of AGM to enable those shareholders, who do not have access to e-voting facility to cast their vote on the resolutions to be approved at the 19th Annual General Meeting of the Company by sending their assent/dissent in writing to the Scrutinizer (Mr. Samir Kumar Ghosh) and a self addressed envelope is also enclosed for this purpose.
13. Mr. Samir Kumar Ghosh, Practicing Company Secretary, has been appointed to act as the scrutinizer to scrutinize the voting process.
14. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
15. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.himadricredit.in) and on Service Provider's website (www.evoting.nsdl.com) within two (2) days of passing of the resolutions and communication of the same to the Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT

(As per the provisions of Section 102 of the Companies Act, 2013)

Item No. 4

Mr. Vikash Kumar Patodia (DIN: 00270642) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2006. Mr. Patodia is Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee of the Board of Directors of the Company.

Mr. Patodia, aged about 39 years, is a Chartered Accountant and a Commerce Graduate from Calcutta University. He has vast experience of 20 years of Business and Industry and being a Chartered Accountant has his expertise in the field of Taxation, Corporate Planning etc.

Mr. Patodia retires at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013, Mr. Patodia being eligible for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 29th September, 2019 as a non-rotational non-executive.

In the opinion of the Board, Mr. Patodia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Patodia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Patodia as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Patodia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Mr. Vipin Gupta (DIN: 02668336) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June, 2006.

Mr. Gupta, aged about 60 years, is a B.E. (Mechanical). He has vast experience of over 28 years of Business and Industry and has his expertise in the field of Chemicals, Business Management, Corporate Planning etc.

Mr. Gupta retires at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and all other applicable provisions of the Companies Act, 2013, Mr. Gupta being eligible for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 29th September, 2019 as a non-rotational non-executive.

In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Place: Kolkata
Dated: May 27, 2014

By Order of the Board
sd/-
Anurag Choudhary
Director

Instruction for Electronic Voting**[A] In case of Member receive an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]**

- i. Open e-mail and open PDF file viz; **"HCFL e-Voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL:
- iii. Click on Shareholder "Login".
- iv. Put your user ID and password as initial password noted in step (i) above. Click "Login".
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of "e-Voting" opens. Click on "e-Voting" -"Active Voting Cycles".
- vii. Select Electronic Voting Event Number (EVEN) of Himadri Credit & Finance Limited.
- viii. Now you are ready for "e-Voting" as "Cast Vote" page opens. Voting period commences on and from **10.00 a.m. on Tuesday, the 23rd September, 2014 and will end at 6.00 p.m. on Thursday, the 25th September, 2014.**
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the item(s) of business, you will not be allowed to modify your vote.
- xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **scrutinizer.hcfl@gmail.com** with a copy marked to **evoting@nsdl.co.in**

[B] In case of Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Registrar and Share Transfer Agent / Depository Participant(s) or requesting physical copy] :

- i. Initial password is provided as below / at the bottom of the Attendance Slip for AGM

EVEN	USER ID	PASSWORD
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- ii. Please follow all the steps from Sl. No. (ii) to Sl. No. (xi) above to Cast Vote

Please note that:

- Login to 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 "Forgot Password" option available on the site to reset the same.
- Your login id and existing password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

For any further details in this regard, you may contact S. K. Infosolutions Pvt. Ltd., RTA of the Company located at 34/1A, Sudhir Chatterjee Street, Kolkata – 700006 (033-22196797/4815) or Mr. Rakesh Jhunjharia, Assistant Manager – Secretarial, Himadri Credit & Finance Limited Ltd, 23A, Netaji Subhas Road, 8th Floor, Kolkata – 700001 (033-22309953) or NSDL (022) 24994600.

Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com