

HIMADRI CREDIT & FINANCE LIMITED

CIN: L65921WB1994PLC062875

23A, Netaji Subhas Road, 8th Floor, Kolkata- 700 001

E-mail: hcfi@himadri.com website: www.himadricredit.in

Ph No: (033) 2230-4363/ 9953

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of Himadri Credit & Finance Limited will be held at its Corporate Office 8, India Exchange Place, 2nd Floor, Kolkata - 700 001 on **Friday, 30 September 2016 at 09:30 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2016 together with the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tushar Choudhary (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** pursuant to the provisions Section 139, 141 and 142 and any other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) **M/s S. Jaykishan, Chartered Accountants** (Firm Registration No.: 309005E), be and are hereby appointed as Statutory Auditors of the Company (in place of retiring auditors who have expressed their unwillingness for re-appointment) for a period of five years and to hold the office from the conclusion of this 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting (subject to ratification of the appointment by members

at every Annual General Meeting) of the Company and that the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in the consultation with the Auditor, in addition thereto, the service tax as may be applicable and reimbursement of out of pocket expenses as may be incurred in connection with the audit of accounts of the Company.”

SPECIAL BUSINESS

4. **To consider and if deemed fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of Women Director:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 149(1), 152 and 160 and all other applicable provisions of the Companies Act, 2013 read with the Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s), re-enactment(s) thereof, for the time being in force, Ms. Aditi Ganguly (DIN: 07553943), in respect of whom, a notice has been received from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office is liable to determination by retirement of directors by rotation.”

By Order of the Board

Sd/-

Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata
Date: 13 August 2016

NOTES:

1. ***In terms of section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company.***
2. As per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person shall not act as a proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
3. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. A proxy form is enclosed herewith.
4. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
5. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
6. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing atleast three days before the commencement of the meeting.
7. A member would be entitled to inspect the proxies lodged with the Company, twenty four hours before the time fixed for the commencement of the meeting.
8. Corporate members are required to send to the Company a certified copy of their Board resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the AGM.
9. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing such facility to the members.
10. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting, is annexed.
11. M/s S. Jaykishan, Chartered Accountants (Firm Registration No.: 309005E) has been proposed to be appointed as statutory auditors of the Company, and the Company has received the special notice pursuant to section 140(4)(i) of the Companies Act, 2013, from one of the member proposing their appointment. The retiring Auditors M/s Agarwal Prasad & Co. Chartered Accountants (Firm Registration No. 311068E), has expressed their unwillingness to be re-appointed. The Company has received necessary declaration and consent from the proposed Auditors to act as Statutory Auditors of the Company.
12. 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.
13. The Register of Members and Share Transfer Book of the Company will remain closed from **23 September 2016 to 30 September 2016** (both days inclusive).
14. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on 22 August 2016.
15. 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.
16. Members are requested to intimate to the Company's Registrar and Share Transfer Agent, **M/s S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006** 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.
17. Members holding shares in physical form 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.
18. 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 to the Registrar & Share Transfer Agent.
19. 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.

20. 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 Magistrate), (ix) CIN (in case of Company), (x) Date of Birth and name of the Guardian (in case of Minor).

21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to all its' members to exercise their votes electronically through e-voting facility arranged from National Securities Depositories Limited (NSDL). The facility for voting, through ballot paper, will also be made available at the AGM for members attending the AGM and who have not earlier cast their votes by remote E-voting. Members who have cast their votes by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their votes again.

22. As per the provisions of Section 20 of the Companies Act, 2013 and in compliance with the guidelines of Green Initiative, an electronic copy of the Annual Report and Notice for calling AGM of the Company, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form is being sent to all the Members whose email ids are registered with the Company's Registrar and Share Transfer Agent/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. The physical copies of Annual Reports with Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to those members whose e-mail id's are not registered with the Company.

23. The e-voting period shall begin at **09:00 a.m. on 26 September 2016 and ends at 5 p.m. on 29 September 2016**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **23 September 2016**, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.

24. Instructions for E-Voting

[A] In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Himadri Credit & Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (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 resolution, 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 to skghosh1938@yahoo.co.in with a copy marked to evoting@nsdl.co.in

[B] In case a Member receives physical copy of the Notice of 21st AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Initial password with EVEN and User ID is provided herein above the Attendance Slip. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - b. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - c. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - d. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23 September 2016**.
 - e. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23 September 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com
 - f. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - g. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - h. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - i. **Mr. Samir Kumar Ghosh**, Practicing Company Secretary, (C.P. No: 2018) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting process for the AGM as well as voting through Ballot Paper at the venue of AGM in a fair and transparent manner.
25. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the 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 on the votes cast in favour or against, if any, of the resolutions and submit the same forthwith to the Managing Director of the Company or to any person authorized for this purpose.
 26. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection by the members at the AGM.
 27. Ms. Monika Saraswat, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. Her details are as follows;

Name: Ms. Monika Saraswat
Designation: Company Secretary and Compliance Officer
Corporate office: 8, India Exchange Place, 2nd Floor, Kolkata-700001
Email id: monika@himadri.com;
Phone No.: 033-2230 9953
 28. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.himadricredit.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

29. Details about Director recommended for appointment/ re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Name of the Director	Mr. Tushar Choudhary	Ms. Aditi Ganguly
Qualifications	B. Com (Hons.)	M.A. (Economics)
Experience	17 years of Experience in Business and Industry	21 years
Date of Birth	5 April 1976 (39 years)	1 January 1955 (61 years)
Directorship in other Companies	<ul style="list-style-type: none"> • Salasar Management Ltd. • Gopal Management Ltd • Padmavati Estates Pvt. Ltd. • Sitaram Management Ltd • AAT Techno-Info Ltd • Himadri E-Carbon Ltd • Trimurti Merchandise Pvt. Ltd. • Next Generation Traders Pvt. Ltd. • Swarnalekha Developers Pvt. Ltd. • Lotus Villa Pvt. Ltd. • Sampoorna Merchandise Pvt. Ltd. • Himadri Real Estate Pvt. Ltd. 	NIL
Chairman / Member of the committee of Board of other Companies	NIL	NIL
No. of shares held (₹ 10/- each)	70,100	NIL
Relationship with other Directors	-	-

By Order of the Board

Sd/-

Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata
Date: 13 August 2016

Explanatory Statement

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

Item No. 4

The Board appointed Ms. Ganguly as an additional director with effect from 13 August 2016 in terms of Section 161 of the Companies Act, 2013 and she will be retiring at the ensuing annual general meeting and in respect of whom, the Company received a notice in writing from a member in terms of the Section 160 of the Companies Act, 2013, proposing her candidature for office of the director whose period of office is liable to determination by retirement of directors by rotation. The Company has received necessary consent from Ms. Ganguly to act as the director and she is not otherwise disqualified to be appointed as such.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Ganguly is concerned or interested, financial or otherwise, in the proposed resolution as set out at Item No. 4.

The notice received from the member proposing the candidature of Ms. Ganguly, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday and Sunday) at the registered office of the Company up to the date of the annual general meeting.

The Board recommends that this resolution be passed in the interest of the Company.

By Order of the Board

Sd/-

**Monika Saraswat
Company Secretary**

ACS: 29322

Place: Kolkata

Date: 13 August 2016