

CS SAMIR KUMAR GHOSH

Company Secretary In Practice
CP. No. – 2018

AB – 198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

Date: 28-09-2018

To,
The Chairman
Himadri Credit & Finance Limited
CIN: L65921WB1994PLC062875
23A, Netaji Subhas Road,
8th Floor, Kolkata – 700 001

Sub: Scrutinizer's Report

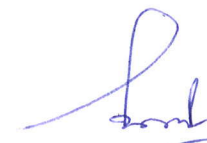
Ref: 23rd Annual General Meeting (AGM) of the Members of Himadri Credit & Finance Ltd held on Friday, 28th day of September, 2018 at 10.30 A.M. at 23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001

Dear Sir,

I, **Samir Kumar Ghosh**, a Company Secretary in Practice (Membership No. ACS 4740/ CP No. 2018), would like to thank you for appointing me as the Scrutinizer for remote e-Voting and voting by Members of the Company through Ballot Paper at the 23rd Annual General Meeting (AGM) of your Company held on Friday, 28th day of September, 2018 at 10.30 A.M. at 23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001

I am pleased to submit the Consolidated Scrutinizer's Report, which is self-explanatory.

Date: 28.09.2018
Place: Kolkata



SAMIR KUMAR GHOSH
ACS No. 4740
CP No. 2018



Report of Scrutinizer on remote e-Voting and voting by members of Himadri Credit & Finance Ltd at the 23rd AGM

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SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Himadri Credit & Finance Limited
MEETING	23rd Annual General Meeting
DAY, DATE & TIME	Friday, 28 September 2018 at 10.30 a.m.
VENUE	23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001

1. **Appointment as Scrutinizer**

I was appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted through Ballot Paper at the 23rd Annual General Meeting (AGM) of Himadri Credit & Finance Ltd. (hereinafter referred to as **the Company**) held on Friday, 28 September 2018 at 10.30 a.m. at the venue.

2. **Dispatch of Notice convening the AGM**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of the AGM on 1 September 2018 and the Company has also given public notice for the dispatch of notice on the next day in leading newspapers.

3. **Cut-off date**

The Voting rights were reckoned as on 21 September 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the AGM. There were 732 members as on the cut-off date.

4. **Remote e-Voting Process**

4.1 **Agency**

The Company has appointed National Securities Depositories limited (NSDL) as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting Period**

Remote e-Voting platform was open from Monday, 24 September 2018 (09:00 A.M) to Thursday, 27 September, 2018 (05:00 P.M) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform as provided by NSDL.

Report of Scrutinizer on remote e-Voting and voting by members of Himadri Credit & Finance Ltd at the 23rd AGM



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5. Voting at the AGM

- 5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, NSDL, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios and shareholding of the members who had cast their votes through remote e-Voting.


6. Counting Process

- 6.1 On completion of voting at the AGM, M/s S.K Infosolutions Pvt Ltd, the Share Transfer Agent of the Company (RTA) provided us with the list of members who has attended the meeting.
- 6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company.
- 6.3 I have unblocked the remote e-Voting results in the presence of **Mr. Sourav Kumar Roy** and **Mr. Avijit Kumar Das** and downloaded the remote e-Voting results.

7. Results

- 7.1 I observed that
- 4 Members had cast their votes at the AGM.
 - 19 Members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 28 May 2018 is enclosed herewith.
- 7.3 Based on the aforesaid results, I report that three Ordinary Resolutions as contained in Item No. 1, 2, 3, and there was one Special Resolution at Item No. 4 of the Notice of the AGM which have been duly passed with the requisite majority, and the result of the voting is detailed in **Annexure A**.

Date: 28.09.2018
Place: Kolkata


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ACS No. 4740
CP No. 2018



*Report of Scrutinizer on remote e-Voting and voting by members of Himadri Credit & Finance Ltd at the
23rd AGM*

Consolidated Result

Annexure-A

Item No.1 : Adoption of Audited Financial Statements for the financial year ended 31 March 2018, and the report of the Board of Directors and Auditors thereon. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	19	1581200	4	213900	23	1795100	100.0000
Voted against the resolution	0	0	0	0	0	0	0.0000
Total	19	1581200	4	213900	23	1795100	100.0000

1. Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 1 of the Notice of the AGM held on 28 September 2018 has been duly passed with requisite majority.

Item No. 2 : Appointment of Director in place of Mr. Tushar Choudhary (DIN: 00174003), who retires by rotation. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	19	1581200	3	143800	22	1725000	100.0000
Voted against the resolution	0	0	0	0	0	0	0.0000
Total	19	1581200	3	143800	22	1725000	100.0000

1. Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 2 of the Notice of the AGM held on 28 September 2018 has been duly passed with requisite majority.

2. Votes in respect of one folio was not cast in the same manner (Differently).



Item No. 3: Determination of fee for service of documents (Ordinary Resolution)


Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	19	1581200	4	213900	23	1795100	100.0000
Voted against the resolution	0	0	0	0	0	0	0.0000
Total	19	1581200	4	213900	23	1795100	100.0000

1. Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 3 of the Notice of the AGM held on 28 September 2018 has been duly passed with requisite majority.

Item No.4: Adoption of new set of Articles of Associations (Special Resolution)

Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	19	1581200	4	213900	23	1795100	100.0000
Voted against the resolution	0	0	0	0	0	0	0.0000
Total	19	1581200	4	213900	23	1795100	100.0000

1. Based on the aforesaid result, I report that the Special Resolution as set out in item no 4 of the Notice of the AGM held on 28 September 2018 has been duly passed with requisite majority.


Samir Kumar Ghosh
ACSN.: 4740
PCS No.: 2018

Place: Kolkata
Dated: 28.09.2018

