

Himadri Credit & Finance Limited

23A, Netaji Subhas Road, 8th Floor, Suit No. 15, Kolkata-700 001 INDIA
Telephones : (033) 2230-9953, 2230-4363, Fax : 91-33-2230-9051
www.himadri.credit.in. CIN : L65921WB1994PLC 062875

Ref. No.: HCFL/Stock-Ex/II/ 215/281
Date: 30 September 2016

To
The Calcutta Stock Exchange Limited
7, Lyons Range, 4th Floor,
Kolkata- 700 001

**Sub: Summary Proceedings, Voting Results and Scrutinizer's
Report of the 21st Annual General Meeting held on 30.09.2016**

Dear Sir,

This is to inform you that the 21st Annual General Meeting of the Company was held at its Corporate Office 8, India Exchange Place, 2nd Floor, Kolkata - 700001 on Friday the 30 September 2016 at 09.30 am, to transact the business as stated in the Notice dated 13 August 2016.

We are enclosing herewith:-

1. Summary of the Proceedings of the AGM of the Company as required under Regulation 30, part A of the Schedule III of SEBI (LODR), Regulations 2015- **Annexure – 1**
2. Voting Results of the businesses transacted at the AGM, as required in terms of Regulation 44(3) of the SEBI (LODR), Regulations 2015- **Annexure – II.**
3. Report of the Scrutinizer dated 30 September 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 / 21 of the Companies (Management & Administration) Rules 2014-**Annexure –III.**

The Voting results along with the Scrutinizer's Report dated 30 September 2016 will be made available on the Company's website at www.himadricredit.in and on the website of the NSDL within 48 hours of the conclusion of the meeting.

This is for your information and records.

Thanking You,
Yours faithfully,

For Himadri Credit & Finance Limited

Monika Saraswat
Company Secretary
Monika Saraswat
ACS: 29322





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Annexure -I

Summary of proceedings of the 21st Annual General Meeting

Proceedings of the 21st Annual General Meeting (“AGM”/ “Meeting”) of Himadri Credit & Finance Limited (“the Company”) held on Friday the 30 September 2016, at 09.30 a.m. at 8, India Exchange Place, 2nd Floor, Kolkata- 700001 and concluded on 12.30 P.M.

P R E S E N T

Sr. No.	Name	Designation
1.	Mr. Vikash Kumar Patodia	Chairman-Audit Committee
2.	Ms. Aditi Ganguly	Non- Executive Director

I N A T T E N D A N C E

Sr. No.	Name	Designation
1.	Mr. Vivek Newatia	S. Jaykishan - Statutory Auditors
2.	Ms. Monika Saraswat	Company Secretary

QUORUM

There were Eighteen (18) members present in person representing 10,51,900 Equity Shares, Twelve (12) members through Proxies representing 12,46,400 Equity Shares of the Company. There were 738 Members as on the Cut- Off date i.e, 23 September 2016.

CHAIRMAN

Mr. Vikash Kumar Patodia, Independent Director was unanimously elected as Chairman of the meeting.

After declaring that the quorum was present, the Chairman called the Meeting to order, and with the consent of the shareholders, the Notice convening the Meeting and the Auditors' Report were taken as read.

The Chairman informed the members that in Compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by Companies (Management and Administration) Amendment Rules 2015 read with Section 108 of the Companies Act, 2013 and in compliance with Regulation 44(3) of SEBI (LODR) Regulations 2015, the Company has provided e-Voting facility to all the shareholders as on the cut- off date, i.e. 23 September 2016. The e-voting commenced from (9.00am IST) on 26 September 2016 and closed on 29 September 2016 (5.00 pm IST). The Chairman informed the members present

For Himadri Credit & Finance Ltd.

Monika Saraswat
Company Secretary
ACS: 29322



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that who have not exercised their vote earlier through e-voting may exercise their vote at this meeting through Ballot Paper (in-lieu of e-voting). The Company appointed **Mr. Samir Kumar Ghosh, a Practicing Company Secretary, as Scrutinizer** for this purpose, who was present at the meeting with his team for conducting the voting through Ballot Paper in fair and transparent manner and to submit his report in due time, after considering the votes of the members at this AGM.

The Chairman briefly narrated the financial performance of the Company and deliver his speech.

The Chairman invited the members to express their views on the financial statements, and agenda items of the notice and thereafter responded all the queries and clarification of the members.

The following items of business as per the Notice of the 21st AGM were transacted:-

Ordinary Business:

1. Adoption of Audited Financial Statements for the financial year ended 31 March 2016, and the report of the Board of Directors and Auditors thereon;
2. Appointment of Mr. Tushar Choudhary (DIN: 00174003) as a Director who retire by rotation and offer himself for re-appointment;
3. Appointment of M/s S. Jaykishan, Chartered Accountants (Firm Registration No.: 309005E) 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 authorises the Board of Directors of the Company 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. Appointment of Ms. Aditi Ganguly (DIN: 07553943) as Non Executive Director of the Company.

Post the question and answer session, the Chairman thanked the Members present at the Meeting and then concluded the Meeting by authorising the Company Secretary to carry out the poll process and to declare the results on the basis of the consolidated report as received from the scrutinizer . He further informed the Members that the voting results will be made available on the Website of the Company and NSDL within 48 hours of the conclusion of the meeting.

For Himadri Credit & Finance Ltd.

Monika Senapati
Company Secretary
ACS: 29322



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After the conclusion of the voting at the venue, and upon the receipt of the scrutinizers report, all the resolutions as mentioned in the notice convening the 28th Annual General Meeting have been duly passed with requisite majority.

This is for your information and records.

Yours faithfully,

For Himadri Credit & Finance Limited

Monika Saraswat

**Company Secretary
Monika Saraswat
ACS: 29322**



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Voting Results

Annexure II

Date of AGM	30 September 2016
Total Number of shareholders on record date (Cut-off Date: 23 September 2016)	738
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	19
- Public	11
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
- Promoters and Promoter Group:	
- Public	



For Himadri Credit & Finance Ltd.

Manik Saha

Company Secretary

ACG: 29322

Agenda- wise disclosure

Ordinary Business

Resolution no. 1: Adoption of Audited Financial Statements for the financial year ended 31 March 2016, and the report of the Board of Directors and Auditors thereon.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1860900	1651400	88.74	1651400	0	100.00	0
	Polling Papers		209500	11.26	209500	0	100.00	0
	Total		1860900	100.00	1860900	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Polling Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Others	E-Voting	1139300	700	0.06	700	0	100.00	0
	Polling Papers		409900	35.98	409900	0	100.00	0
	Total		410600	36.04	410600	0	100.00	0
Total	Total	3000200	2271500	75.71	2271500	0	100.00	0

Results: On the basis of the Report of the Scrutinizers dated 30 September 2016 the Ordinary Resolution as proposed at the AGM on 30 September 2016 has been duly passed with the requisite majority.



For Himadri Credit & Finance Ltd.

Manjiv Saxena

Company Secretary

ACS. 29322

Resolution no. 2: Appointment of Mr. Tushar Choudhary (DIN: 00174003) as a Director who retire by rotation and offers himself for re-appointment;

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes*					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1860900	1253000	67.33	1253000	0	100.00	0
	Polling Papers		209500	11.26	209500	0	100.00	0
	Total		1462500	78.59	1462500	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Polling Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Others	E-Voting	1139300	700	0.06	700	0	100.00	0.00
	Polling Papers		91900	8.07	91900	0	100.00	0.00
	Total		92600	8.13	92600	0	100.00	0.00
Total		3000200	1555100	51.83	1555100	0	100.00	0.00

Results: On the basis of the Report of the Scrutinizers dated 30 September 2016 the Ordinary Resolution as proposed at the AGM on 30 September 2016 has been duly passed with the requisite majority.

*The Director who was proposed to be appointed was considered as interested in the resolution alongwith his relatives hence their vote has not been considered.



For Himadri Credit & Finance Ltd.

Manika Sanyal
Company Secretary

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Resolution no. 3: Appointment of Auditors and fixing their remuneration.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1860900	1651400	88.74	1651400	0	100.00	0
	Polling Papers		209500	11.26	209500	0	100.00	0
	Total		1860900	100.00	1860900	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Polling Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Others	E-Voting	1139300	700	0.06	700	0	100.00	0
	Polling Papers		409900	35.98	409900	0	100.00	0
	Total		410600	36.04	410600	0	100.00	0
Total		3000200	2271500	75.71	2271500	0	100.00	0

Results: On the basis of the Report of the Scrutinizers dated 30 September 2016 the Ordinary Resolution as proposed at the AGM on 30 September 2016 has been duly passed with the requisite majority.



For Himadri Credit & Finance Ltd.

Manika Sanaswal
Company Secretary

ACS-29322

Special Business

Resolution no. 4: Appointment of Ms. Aditi Ganguly (DIN: 07553943) as Non-Executive Director.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1860900	1651400	88.74	1651400	0	100.00	0
	Polling Papers		209500	11.26	209500	0	100.00	0
	Total		1860900	100.00	1860900	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Polling Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Others	E-Voting	1139300	700	0.06	700	0	100.00	0
	Polling Papers		409900	35.98	409900	0	100.00	0
	Total		410600	36.04	410600	0	100.00	0
Total		3000200	2271500	75.71	2271500	0	100.00	0

Results: On the basis of the Report of the Scrutinizers dated 30 September 2016 the Ordinary Resolution as proposed at the AGM on 30 September 2016 has been duly passed with the requisite majority.



For Himadri Credit & Finance Ltd.

Manika Sanyal
Company Secretary
ACS 29322

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]

To, 30th September 2016
The Chairman of 21st Annual General Meeting (AGM) of the Members of
Himadri Credit & Finance Ltd. (CIN: L65921WB1994PLC062875)
held on 30th day of September, 2016 at 09.30A.M. at 8, India Exchange Place, Kolkata – 700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules 2014 and voting through physical ballot forms at the AGM

I, Samir Kumar Ghosh, a Company Secretary in Practice (Membership No. ACS4740 / CP No. 2018), has been appointed as a Scrutinizer by the Board of Directors of Himadri Credit & Finance Ltd. ("the Company") for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on voting carried out as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to scrutinize the voting through ballot forms by the shareholders at the AGM in respect of the Resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the Members of the Company held on Friday, the 30th day of September, 2016 at 09.30A.M. at 8, India Exchange Place, Kolkata – 700 001.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and physical voting through ballot forms on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the entire voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company and scrutiny of the voting by use of ballots forms at the AGM.
2. Further to the above, I submit my report on the results of the voting as under:
 - i) The remote e-voting period remained open from Monday, 26th September, 2016 (09:00 A.M) to Thursday, 29th September, 2016 (05:00 P.M)
 - ii) The Members of the Company as on the cut- off date i.e. 23rd September, 2016 were entitled to vote on the Resolutions (Items 1 to 4 as set out in the Notice of the 21st AGM of the Company)
 - iii) The members and/or their proxy at the meeting exercised their voting rights at the AGM venue by use of ballot forms.



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

- iv) After the conclusion of the AGM, the votes cast at the meeting were counted first and thereafter, the votes cast through remote e-voting were unblocked on 30th September, 2016 at 12.30 P.M. in the presence of two witnesses, Mr. Sourav Kumar Roy and Mr. Kousick Das who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- v) Thereafter, the details containing, inter alia, list of Equity and "B" Equity Shareholders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com>
- vi) You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as Annexure-A.

Date: 30.09.2016
Place: Kolkata

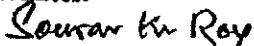



SAMIR KUMAR GHOSH
ACS No. 4740
C.P No. 2018


S. K. GHOSH
Company Secretary
C. P. No. 2018


We, the undersigned witnesses that the votes in respect of e-voting of shareholders of HIMADRI CREDIT & FINANCE LIMITED were unblocked from e-voting website of S. K. Infosolutions Pvt. Ltd. in our presence at 12.30 p.m. on 30th September, 2016.

Witness:


(Mr. Sourav Kumar Roy)


(Mr. Kousick Das)

Countersigned by
For Himadri Credit & Finance Limited


Monika Saraswat
Company Secretary
ACS: 29322

Address: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata - 700001



Annexure-A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6

Item No.1 : Adoption of Audited Financial Statements for the financial year ended 31 March 2016, and the report of the Board of Directors and Auditors thereon.						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-


Item No. 2: Appointment of Mr. Tushar Choudhary (DIN: 00174003) as a Director who retire by rotation and offers himself for re-appointment;						
Voted in favour of the resolution	16	1253700	5	301400	1555100	100.00
Voted against the resolution	-	-	-	-	-	-
Total	16	1253700	5	301400	1555100	100.00
Invalid /Abstain votes#	8	398400	1	318000	716400	0

Votes of Related Party as defined under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No.3: Appointment of Auditors and fixing their remuneration						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-

Item No.4 : Appointment of Ms. Aditi Ganguly (DIN: 07553943) as Non-Executive Director.						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-

Place: Kolkata
Dated: 30.09.2016


Samir Kumar Ghosh
Practising Company Secretary
C.P. No. 2018
S. K. GHOSH
Company Secretary
C. P. No. 2018