

## Himadri Credit & Finance Limited

CIN : L65921WB1994PLC062875

Regd. Office : 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata - 700 001

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

Ph No. : (033) 2230-4363/ 9953

### NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Himadri Credit & Finance Limited will be held at its Registered Office, 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata - 700 001 on **Friday, 28 September 2018 at 10:30 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 2018 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.

#### SPECIAL BUSINESS

3. **To determine fee for service of documents and consider, if thought fit, to pass, the following as an Ordinary Resolution:-**

“RESOLVED THAT consent of the members be and is hereby accorded pursuant to Section 20(2) of the Companies Act, 2013, for delivery of documents to a member of the Company through a particular mode, for which the Company may charge a fee of ₹ 200/- (Rupees Two Hundred only) for each article, if documents are required to be delivered in India and/ or a fee of ₹ 2,000/- (Rupees Two Thousand only) per article, if such documents are required to be delivered outside India.”

4. **To Adopt new set of Articles of Associations, if thought fit, to pass, the following as a Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made thereunder, including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company and/ or generally to give effect to the foregoing resolutions.”

**By Order of the Board of Directors**

Sd/-

**Koushik Ranjan Saha**

**Company Secretary**

**ACS : 35429**

**Place : Kolkata**

**Date : 28 May 2018**

**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. Members of the Company had approved the appointment of M/s. S. Jaykishan, Chartered Accountants, (Firm registration no. 309005E) as the Statutory Auditors at the 21<sup>st</sup> Annual General Meeting of the Company held on 30 September 2016 for a period of five years, which is valid till 26<sup>th</sup> Annual General Meeting of the Company, subject to ratification of appointment by members at every AGM. In accordance with the Companies (Amendment) Act, 2017, the ratification of appointment of Statutory Auditors at every Annual General Meeting has been done away. Hence ratification of appointment of Statutory Auditor is not forming part of the notice.
3. The statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts in respect of the special business under Item No 3 & 4 as stated in this notice is annexed hereto, forming the part of this notice.
4. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **17 August 2018**.
5. As per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person shall act as a 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. 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.
6. 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.
7. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
8. When a member appoints a proxy and where both the member and the proxy attends the meeting, the proxy stands automatically revoked.
9. 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. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing at least three days in advance before the commencement of the meeting.
10. Shareholders desiring any information as regards the Financial Statements of the Company are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
11. Members are requested to intimate about change in their mailing address, if any, to the Company's Registrar and Share Transfer Agent, **M/s S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006** in case the shares are held in physical form and to the Depository Participant (D/P) in case of shares held in electronic form.
12. 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.
13. 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.
14. 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.
15. The Register of Members and Share Transfer Book of the Company will remain closed from **21 September 2018 to 28 September 2018** (both days inclusive) for the purpose of AGM.
16. 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.
17. 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.

18. 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.
19. 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.
20. Members are informed that pursuant to Regulation 40(7) read with Schedule VII of the SEBI (LODR) Regulations, 2015 it has become mandatory to furnish a copy of the PAN Card of both the transferor and transferee for giving effect of the transfer involving transaction for both off market and/or private transaction for transfer of shares in physical form and this will supersede the earlier Circular No. MRD / DOP/ Cir-05/2009 dated 20 May, 2009 of SEBI.
21. The members are further informed that pursuant to notification issued by the SEBI on 8<sup>th</sup> June 2018, the Regulation 40 of the SEBI (LODR) Regulations, 2015 has been amended and provided that, **except in case of transmission or transposition of securities**, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. The amended provisions shall come into effect on the one hundred and eightieth day from the date of notification and pursuant to this notification, no physical shares shall be transferred on and after 5<sup>th</sup> December 2018, accordingly, shareholders are requested to take necessary steps, in case they are holding shares in physical form to convert their shares into DEMAT through any of the Depository.
22. 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 Nationalized bank or First Class Magistrate), (ix) CIN (in case of Company), (x) Date of Birth and name of the Guardian (in case of Minor).
23. 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 (LODR) 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.
24. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the Corporate Office on all working days (excluding Saturdays, Sundays and Holidays) from 10:00 a.m. to 01:00 p.m., up to the date of this AGM.
25. 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 Agents/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. . Further, the notice for this AGM inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form shall also be available on the Company's website, at [www.himadricredit.in](http://www.himadricredit.in) and the website of NSDL at <https://www.evoting.nsdl.com>.
- The instructions to shareholders for remote e-voting are as under:**
26. The e-voting period shall begin at **09:00 a.m. on 24 September 2018 and ends at 5 p.m. on 27 September 2018**. 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.**

- 21 September 2018**, 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.
27. 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 i.e. 21 September 2018**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. 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. 21 September 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 28. Guidance for E-Voting**
- Step 1: Log-in to NSDL e-Voting system**
- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
  - iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
  - iv. Your User ID details will be as per details given below :
    - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
    - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - v. Your password details are given below:
    - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
    - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
    - c. How to retrieve your ‘initial password’?
  - vi. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - vii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
  - viii. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - ix. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - x. Now, you will have to click on “Login” button.

- xi. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail skghosh\_1938@yahoo.in with a copy marked to evoting@nsdl.co.in
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- iii. In case of any queries, you may refer to the “Frequently Asked Questions” (FAQs) and “e-voting user manual” available in the downloads section of NSDL’s e-voting website www.evoting.nsdl.com or call on Toll free no. 1800-222-990.
- iv. 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.

**Important Note:**

**The Company being a listed Company, is compulsorily required to provide e-Voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(1) of the SEBI (LODR) Regulations, 2015, voting by show of hands will not be available to the members at the 23<sup>rd</sup> AGM in view of the further provisions of Section 107 read with Section 114 of the Act.**

29. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at forthcoming AGM is given in the annexure:
30. 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.
31. Mr. Koushik Ranjan Saha, Company Secretary and Chief Financial Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. His details are as follows;

Name: Mr. Koushik Ranjan Saha  
 Designation: Company Secretary and C F O  
 Regd. office: 23A Netaji Subhas Road 8<sup>th</sup> Floor,  
 Kolkata-700001  
 Email id:hcfl@himadri.com;  
 Phone No.: 033-2230 9953

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

<b>Name of the Director</b>	Mr. Tushar Choudhary (DIN - 00174003)
<b>Qualifications</b>	B. Com (Hons.)
<b>Experience</b>	20 years of Experience in Business and Industry
<b>Date of Birth</b>	5 April 1976 (42 years)
<b>Date of Appointment</b>	28 August 2002
<b>Directorship in other Companies</b>	Next Generation Traders Pvt Ltd Padmavati Estates Pvt Ltd Gopal Management Ltd Himadri E-Carbon Limited Salasar Management Ltd Sitaram Management Ltd Trimurti Merchandise Pvt Ltd Swarnalekha Developers Pvt Ltd AAT Techno-Info Limited Sampoorna Merchandise Pvt Ltd Himadri Real Estate Private Limited Lotus Villa Private Limited Modern Hi-Rise Private Limited Shresth Merchandise Pvt Ltd Held
<b>Chairman / Member of the committee of Board of other Companies</b>	NIL
<b>No. of shares held (₹ 10/- each)</b>	70,100
<b>Relationship with other Directors</b>	Mr. Bankey Lal Choudhary- Father

By Order of the Board of Directors

Place : Kolkata  
Date : 28 May 2018

Sd/-  
Koushik Ranjan Saha  
Company Secretary  
ACS : 35429

## Explanatory Statement

Pursuant to Section 102 of the Companies Act 2013

### Item No. 3

Pursuant to the proviso to Section 20(2) of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that a uniform fee of ₹ 200 (Rupees Two Hundred) be charged towards cost of dispatch and handling for service of each document within India and ₹ 2000 (Rupees Two Thousand) for service of each document outside India by specific mode requested by any shareholder. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lump-sum' advances from shareholders and continue maintaining their running ledger balances for this purpose. The Board recommends the resolution at item no. 3 for the approval of the Shareholders.

None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested in this resolution.

### Item No. 4

The Company's Articles of Association primarily contains rules and regulations for conducting the business of the Company in an ordinary manner and have to be in line with and in consonance with the provisions of the Companies

Act, 2013 and rules made thereunder. Since the Articles of Association of the Company contains certain provisions with reference to the previous Companies Act, 1956 and certain other regulations of articles, which have become obsolete by passage of time, therefore it requires necessary modifications by alteration, adoption and deletion.

The proposed amendments in the Articles of Association of the Company inter-alia requires the approval of the shareholders by means of Special Resolution in terms of Section 14 of the Companies Act, 2013, therefore the resolution is placed before the shareholders for their consent.

**A copy of the draft new set of the Articles is enclosed and circulated with the notice and the same is also available for inspection by any member at the Registered Office of the Company in between 11.00 am to 01.00 pm on any working days except Saturday.**

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

**By Order of the Board**

**Sd/-**

**Koushik Ranjan Saha  
Company Secretary**

**ACS : 35429**

**Place : Kolkata  
Date : 28 May 2018**