

Compliance Report on Corporate Governance

Name of Listed Entity: **HIMADRI CREDIT & FINANCE LTD**

Quarter ended: **March 31, 2023**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anurag Choudhary	ABYPC2666D00173934	Executive Director- Managing Director	07/04/1994	09/08/2022	-	NA	03/08/1972	2	0	3	0
Mr.	Amit Choudhary	ACNPC1121B00152358	Non-Executive – Non Independent Director	09/08/2022	-	-	NA	22/11/1975	2	0	1	0
Mr.	Santosh Kumar Agrawala	ACDPA9254F00364962	Non-Executive – Independent Director	09/08/2017	09/08/2022	-	68	19/03/1955	2	2	3	2
Ms.	Sucharita Basu De	AIYPB6055A06921540	Non-Executive - Independent Director	09/08/2017	09/08/2022	-	68	28/10/1975	2	2	2	0
		Whether Regular chairperson appointed – No;										
		Whether Chairperson is related to Promoter- NA										

	<p><i>\$ PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>
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II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/ Independent/Nominee) *	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Santosh Kumar Agrawala 2. Ms.Sucharita Basu De 3. Mr.Anurag Choudhary	Chairman-Independent Member- Independent Member- Executive	09/08/2017 09/08/2017 09/08/2022	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Santosh Kumar Agrawala 2. Ms.Sucharita Basu De 3. Mr.Anurag Choudhary	Chairman-Independent Member- Independent Member- Executive	09/08/2017 13/08/2019 09/08/2017	- - -
3. Stakeholders Relationship Committee	Yes	1. Mr. Santosh Kumar Agrawala 2. Mr. Amit Choudhary 3. Mr. Anurag Choudhary	Chairman-Independent Member- Non-Executive – Non Independent Director Member- Executive	09/08/2022 09/08/2022 09/08/2022	- - -
* <i>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Total Number of Directors as on the date of Meeting</i>	<i>Number of Directors present (All Directors including Independent Director)</i>	<i>Number of Independent Director attending the Meeting</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
18/10/2022		Yes	4	4	2	-
14/11/2022		Yes	4	3	2	26 Days
-	10/02/2023	Yes	4	4	2	87 Days

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Total Number of Directors as on the date of Meeting</i>	<i>Number of Directors present (All Directors including Independent Director)</i>	<i>Number of independent directors attending the meeting</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
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Audit Committee

18/10/2022		Yes	3	3	2	-
14/11/2022		Yes	3	3	2	26 Days
-	10/02/2023	Yes	3	3	2	87 Days

Nomination & Remuneration Committee

-	10/02/2023	Yes	3	3	2	-
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Stakeholders Relationship Committee

-	10/02/2023	Yes	3	3	1	-
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Subject

Compliance status (Yes/No/NA) refer note below

Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.*
- If status is "No" details of non-compliance may be given here.*

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee;- **Yes**
 - b. Nomination & remuneration committee;- **Yes**
 - c. Stakeholders relationship committee;- **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities)- **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here:

Date: 15/04/2023

Place: Kolkata

Name: Koushik Ranjan Saha

**Designation: Company Secretary &
Compliance Officer (ACS-35429)**

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Quarterly Report For Corporate Governance

Company: HIMADRI CREDIT AND FINANCE LTD (2022-23) Script: 018043

Quarter Ending : March 2023

Script Code: 018043

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chair person in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr	Anurag Choudhary	Non-Executive - NonIndependent Director, Not Applicable, Managing Director	07/04/1994	09/08/2022		0	2	3	0
Mr	Amit Choudhary	Non-Executive - NonIndependent Director, Not Applicable,	09/08/2022			0	2	1	0

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of Cessa tion	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of membership in Audit/ Stake holder Committee (s) including this listed entity	No of post of Chair person in Audit / Stake holder Committee held in listed entities including this listed entity
Mr	Santosh Kumar Agrawala	Non-Executive - Independent Director,	09/08/2017	09/08/2022		68	2	3	2
Mr	Sucharita Basu De	Non-Executive - Independent Director,	09/08/2017	09/08/2022		68	2	2	0

Composition of Committees

Audit Committee			
Name of Committee members	Category	Date of Appointment	Date of Cessation
Santosh Kumar Agrawala	Non-Executive - Independent Director, Chairperson	09/08/2017	
Sucharita Basu De	Non-Executive - Independent Director, Member	09/08/2017	
Anurag Choudhary	Non-Executive – Non Independent Director, Member	09/08/2022	
Nomination and remuneration committee			
Name of Committee members	Category	Date of Appointment	Cessation
Santosh Kumar Agrawala	Non-Executive - Independent Director, Chairperson	09/08/2017	
Sucharita Basu De	Non-Executive - Independent Director, Member	13/08/2019	
Anurag Choudhary	Non-Executive – Non Independent Director, Member	09/08/2017	
Stakeholders Relationship Committee			
Name of Committee members	Category	Date of Appointment	Cessation
Santosh Kumar Agrawala	Non-Executive - Independent Director, Chairperson	09/08/2022	
Amit Choudhary	Non-Executive – Non Independent Director, Member	09/08/2022	
Anurag Choudhary	Non-Executive – Non Independent Director, Member	09/08/2022	

Meeting of Board of Directors

Dates of Meeting	Maximum gap between any two consecutive in number of days	Whether Quorum Requirement met(Yes/No)	No of Directors present	No of Independent Directors
18/10/2022	0	Yes	4	2
14/11/2022	26	Yes	3	2
10/02/2023	87	Yes	4	2

Meeting of Committees

Committee Name	Dates of Meeting	Maximum gap between any two consecutive in number of days	Name of Other Committee	Whether Quorum Requirement met (Yes/No)	No of Directors present	No of Independent Directors
Audit Committee	18/10/2022	0	Audit Committee	Yes	3	2
Audit Committee	14/11/2022	26	Audit Committee	Yes	3	2
Audit Committee	10/02/2023	87	Audit Committee	Yes	3	2
Nomination And Remuneration Committee	10/02/2023	0	Nomination and Remuneration Committee	Yes	3	2
Stakeholder Relationship Committee	10/02/2023	0	Stakeholders Relationship Committee	Yes	3	1

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Affirmations

Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.d. Risk management committee (applicable to the top 500 listed entities)	No
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

Subject	Compliance status (Yes/No)
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance	Website Address
Details of business	Yes		https://himadricredit.in/
Terms and conditions of appointment of independent directors	Yes		https://himadricredit.in/
Composition of various committees of board of directors	Yes		https://himadricredit.in/
Code of conduct of board of directors and senior management personnel	Yes		https://himadricredit.in/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://himadricredit.in/
Criteria of making payments to non-executive directors	Yes		https://himadricredit.in/
Policy on dealing with related party transactions	Yes		https://himadricredit.in/
Policy for determining 'material' subsidiaries	NA		
Details of familiarization programmes imparted to independent directors	Yes		https://himadricredit.in/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://himadricredit.in/
email address for grievance redressal and other relevant details	Yes		https://himadricredit.in/
Financial results	Yes		https://himadricredit.in/

Item	Compliance status	Details of non-compliance	Website Address
Shareholding pattern	Yes		https://himadricredit.in/
Details of agreements entered into with the media companies and/or their associates	NA		
"Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange"	NA		
New name and the old name of the listed entity	NA		
Advertisements as per regulation 47 (1)	Yes		https://himadricredit.in/
Credit rating or revision in credit rating obtained	Yes		https://himadricredit.in/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://himadricredit.in/
Materiality Policy as per Regulation 30	Yes		https://himadricredit.in/
Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
It is certified that these contents on the website of the listed entity are correct	Yes		https://himadricredit.in/

Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Independent director(s) have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees compensation	17(6)	NA	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment And Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of Directorships	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination And remuneration committee	19(1) & (2)	Yes	

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
Meeting of Risk Management Committee	21(3A)	NA	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	NA	
Disclosure of related party transactions on consolidated basis	23(9)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Annual Secretarial Compliance Report	24(A)	NA	
Alternate Director to Independent Director	25(1)	NA	
Maximum Tenure	25(2)	Yes	

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D And O Insurance for Independent Directors	25(10)	NA	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Particulars	Compliance status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure 4 (Additional Half Yearly Disclosure)

1 Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate Amount Advanced during six months	Balance Outstanding at the end of six months
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(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Securities (cash, shares etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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