



Ref. No. : HCFL/ Stock-Ex/2023-24/10  
Date: 26 May 2023

To  
The Calcutta Stock Exchange Ltd  
7, Lyons Range, 4<sup>th</sup> Floor,  
Kolkata- 700 001

*Ref: Listing Code: 18043*

e-mail: [hcfl@himadri.com](mailto:hcfl@himadri.com)

**Sub: Secretarial Compliance Report for the year ended 31 March 2023**

Dear Sir/ Madam,

We are enclosing herewith the Secretarial Compliance Report for the year ended 31 March 2023 pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take same on record.

Thanking you,

Yours faithfully,  
For Himadri Credit & Finance Ltd

*Konolun Romjan Saha*

(Company Secretary)



**Himadri Credit & Finance Limited**

Regd. Office : 23A, Netaji Subhas Rd, 8th Flr, Suite No. 15, Kolkata - 700001, India  
Tel. : (033) 2230-9953, 2230-4363, Fax : 91-33-2230-9051; Website : [www.himadricredit.in](http://www.himadricredit.in)  
CIN : L65921WB1994PLC062875

## CS RAJARSHI GHOSH

Company Secretary in Practice  
CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

### Secretarial Compliance Report of Himadri Credit & Finance Ltd for the year ended 31.03.2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Himadri Credit & Finance Ltd (CIN: L65921WB1994PLC062875) (hereinafter referred as 'the listed entity'), having its Registered Office at 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata- 700 001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Rajarshi Ghosh, have examined:

- all the documents and records made available to me and explanation provided by the listed entity,
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:


- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

We, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observation/ Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes Yes	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes Yes Yes	
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies.</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	Not Applicable Not Applicable	
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	

7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<b><u>Related Party Transactions:</u></b> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all related party transactions.</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</li> </ul>	Yes  No Such Case	
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein below.	No	<i>Refer paragraph (a) below</i>  <i>Company paid a fine of Rs. 10,67,900/- to CSE on the account of delay in submission of unaudited financial results for the quarter ended 30 September 2021 and 31 December 2021 and audited financial results for the quarter and year ended 31 March 2022 to the Stock Exchange within the stipulated time period pursuant to the provisions of Regulation 33 of SEBI (LODR) Regulations, 2015.</i>
12.	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA As per records placed before us, there were no instances of non-compliances except one stated in S.No.11 above.	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not Applicable on the listed entity during the Period.



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<b>Compliances with the following conditions while appointing/ re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report of such financial year.	NA	
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:	NA	
	a) In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the Company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.	NA	
	c) The Audit Committee/ Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA, in case where listed entity/ its material subsidiary has not provided	NA	

	information as required by the auditor.		
3.	The listed entity/ its material subsidiary has obtained information form the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019	NA	



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. no.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	The Company is required to submit its audited financial results for the quarter and year ended 31 March, 2022 within 60 days from the end of the financial year in terms of Regulation 33 of SEBI (LODR) Regulations, 2015.	Delay in submission of audited financial results for the quarter and year ended 31 March, 2022.	Stock Exchange imposed fines for contravention of Regulations 33 of SEBI (LODR) Regulations, 2015.	Fine	During the period under review, there has been a delay in submission of audited financial results for the quarter and year ended 31 March, 2022 to the Stock Exchange pursuant to the provisions of Regulation 33 of SEBI (LODR) Regulations, 2015.	Company paid a fine of Rs. 10,67,900/- to CSE on the account of delay in submission of unaudited financial results for the quarter ended 30 September 2021 and 31 December 2021 and audited financial results for the quarter and year ended 31 March 2022	The Company has submitted its audited financial results for the quarter and year ended 31 March 2022 to the Stock Exchange on 09 August, 2022 whereas pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015 the Company was required to submit its audited financial results for the quarter and year ended 31 March 2022 to the Stock Exchange within 60 days from the end of the financial year i.e. on or before 30 May 2022.	Due to outbreak of novel coronavirus (COVID-19) and in order to ensure the safety and well-being of its employees, the Company has been operating intermittently. Further the Company had not been able to conclude the financial results for the quarter ended September 2021, December 2021 and March 2022 despite its best efforts.	Nil

Thereafter, Board of Directors at its meeting held on 09 August 2022



										had approved the Audited Financial Results for the quarter and year ended 31 March 2022, and the Company has submitted the same with the Stock Exchange vide its letter dated 09 August 2022.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
										NA

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata  
Date: 20th May, 2023



*Raj*  
Rajarshi Ghosh  
FCS 12595  
CP No. 8921  
UDIN: F012595E000344278