

Compliance Report on Corporate Governance

Name of Listed Entity: **HIMADRI CREDIT & FINANCE LTD (Listing Code: 18043)**

Quarter ended: **June 30, 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	-	71	19/03/1955	2	2	3	2
Ms.	Sucharita Basu De	AIYPB6055A06921540	Non-Executive - Independent Director	09/08/2017	09/08/2022	-	71	28/10/1975	2	2	2	0

Whether Regular chairperson appointed – No

Whether Chairperson is related to Promoter- NA

[§]PAN of any director would not be displayed on the website of Stock Exchange

[&]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

*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.



II. Composition of Committees

Name of Committee	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. Amit Choudhary	Chairman-Independent Member- Independent Member- Non-Executive – Non Independent Director	09/08/2017 13/08/2019 26/05/2023	- - -
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	- - -

**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*



III. Meetings of the Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on the date of Meeting	Number of Directors present (All Directors including Independent Director)	Number of Independent Director attending the Meeting	Maximum gap between any two consecutive (in number of days)
10/02/2023		Yes	4	4	2	-
-	26/05/2023	Yes	4	4	2	104 Days

IV. Meetings of Committees						
Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of Meeting	Number of Directors present (All Directors including Independent Director)	Number of independent directors attending the meeting	Maximum gap between any two consecutive meetings in number of days
Audit Committee						
10/02/2023		Yes	3	3	2	-
-	26/05/2023	Yes	3	3	2	104 Days
Nomination & Remuneration Committee						
10/02/2023		Yes	3	3	2	-
-	26/05/2023	Yes	3	3	2	104 Days
Stakeholders' Relationship Committee						
10/02/2023	-	Yes	3	3	1	-
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: **NA**

Date: 15/07/2023
Place: Kolkata

Koushik Ranjan Saha

Name: Koushik Ranjan Saha
Designation: Company Secretary



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.