

# Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2023**

## I. Composition of Board of Directors

Title (Mr. /Ms)	Name of the Director	PAN <sup>S</sup> & 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 <sup>1</sup>	ACDPA9254F00364962	Non-Executive – Independent Director	09/08/2017	09/08/2022	07/08/2023	72	19/03/1955	0	0	0	0
Mrs.	Sucharita Basu De	AIYPB6055A06921540	Non-Executive - Independent Director	09/08/2017	09/08/2022	-	74	28/10/1975	2	2	2	0
Mr.	Santimoy Dey	AGNPD1312R06875452	Non-Executive - Independent Director	08/08/2023	-	-	2	05/07/1958	2	2	4	3

Whether Regular chairperson appointed – No

Whether Chairperson is related to Promoter- NA



<sup>§</sup>PAN of any director would not be displayed on the website of Stock Exchange

<sup>\*</sup>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

<sup>\*</sup>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.

<sup>1</sup> Mr. Santosh Kumar Agrawala (DIN: 00364962), vide his letter dated 07 August 2023 has tendered his resignation as Non-Executive Independent Director of the Company with effect from 07 August 2023.

## 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. Santimoy Dey	Chairman- Independent	08/08/2023	-
		2. Mr. Santosh Kumar Agrawala	Chairman-Independent	09/08/2017	07/08/2023
		3. Mrs. Sucharita Basu De	Member- Independent	09/08/2017	-
		4. Mr. Anurag Choudhary	Member- Executive	09/08/2022	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Santimoy Dey	Chairman-Independent	10/08/2023	-
		2. Mr. Santosh Kumar Agrawala	Chairman-Independent	09/08/2017	07/08/2023
		3. Mrs. Sucharita Basu De	Member- Independent	13/08/2019	-
		4. Mr. Amit Choudhary	Member- Non-Executive – Non Independent	26/05/2023	-
3. Stakeholders Relationship Committee	Yes	1. Mr. Santimoy Dey	Chairman-Independent	10/08/2023	-
		2. Mr. Santosh Kumar Agrawala	Chairman-Independent	09/08/2022	07/08/2023
		3. Mr. Amit Choudhary	Member- Non-Executive – Non Independent	09/08/2022	-
		4. Mr. Anurag Choudhary	Member- Executive	09/08/2022	-
4. Risk Management Committee	Yes	1. Mr. Anurag Choudhary	Chairman- Executive	10/08/2023	-
		2. Mr. Santimoy Dey	Member-Independent	10/08/2023	-
		3. Mr. Amit Choudhary	Member- Non-Executive – Non Independent	10/08/2023	-

<sup>\*</sup>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

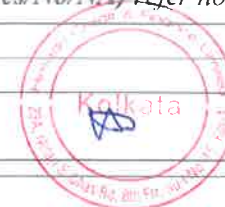
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on the date of Meeting	Number of Directors present (All Directors including Independent Director)	Number of Independent Director attending the Meeting	Maximum gap between any two consecutive (in number of days)
26/05/2023		Yes	4	4	2	-
-	10/08/2023	Yes	4	4	2	75 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
<b>Audit Committee</b>						
26/05/2023		Yes	3	3	2	-
-	10/08/2023	Yes	3	3	2	75 Days
<b>Nomination &amp; Remuneration Committee</b>						
26/05/2023		Yes	3	3	2	-
-	-	-	-	-	-	-
<b>Stakeholders' Relationship Committee</b>						
-	-	-	-	-	-	-
<b>Risk Management Committee</b>						
-	-	-	-	-	-	-
<b>Subject</b>				<b>Compliance status (Yes/No/NA) refer note below</b>		
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): **Yes**
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: 09-10-2023**  
**Place: Kolkata**

**Name: Koushik Ranjan Saha**  
**Designation: Company Secretary**

*Note: Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.*