



Himadri Credit & Finance Limited

22nd Annual Report
2016-17

CORPORATE INFORMATION

CORPORATE IDENTIFICATION NUMBER (CIN)

L65921WB1994PLC062875

DIRECTORS

Mr. Bankey Lal Choudhary (DIN: 00173792)

Mr. Anurag Choudhary (DIN: 00173934)

Mr. Tushar Choudhary (DIN: 00174003)

Mr. Santosh Kumar Agrawala (DIN: 00364962)

Mr. Vipin Gupta (DIN: 02668336)

Mrs. Sucharita Basu (DIN: 06921540)

AUDITORS

M/S. S. JAYKISHAN

CHARTERED ACCOUNTANTS

Suite # 2D, 2E & 2F, 12 Ho-Chi- Minh Sarani

Kolkata – 700 071

BANKERS

Central Bank of India

ICICI Bank

SECRETARIAL AUDITOR

CS Samir Kumar Ghosh

AB-198, Sector 1, Salt Lake City, Kolkata - 700 064

REGISTERED OFFICE

23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001

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

E-mail: hcf@himadri.com, Website: www.himadricredit.in

CORPORATE OFFICE

8, India Exchange Place

Ruby House, 2nd Floor, Kolkata - 700 001

REGISTRAR & SHARE TRANSFER AGENT

M/s. S. K. Infosolutions Pvt Ltd

34/1A, Sudhir Chatterjee Street, Kolkata – 700 006

Ph. No.: (033) 2219-4815/6797

Email: skcdilip@gmail.com / contact@skcinfo.com

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Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

23A, Netaji Subhas Road, 8th Floor, Kolkata- 700 001

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

Ph No: (033) 2230-4363/ 9953

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of Himadri Credit & Finance Limited will be held at its Corporate Office, 8, India Exchange Place, 2nd Floor, Kolkata - 700 001 on **Wednesday, 27 September 2017 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 2017 together with the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anurag Choudhary (DIN: 00173934), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company and their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the first proviso to section 139(1) of the Companies Act, 2013 read with the first proviso to rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of **M/s S. Jaykishan, Chartered Accountants** (Firm Registration No.: 309005E), as the Auditors of the Company to hold office from the conclusion of 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company

on such remuneration as may be decided by the Board of Directors of the Company, made at 21st Annual General Meeting of the Company held on 30th September 2016, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution for appointment of Managing Director:-**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V appended to the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Bankey Lal Choudhary (DIN: 00173792) as Managing Director of the Company, on such terms and conditions of appointment as contained in the agreement to be entered with him, for a period of 5 (five) years with effect from 9 August 2017, on terms and conditions as provided in explanatory statement annexed hereto with authority to the Nomination and

Remuneration Committee of the Board to alter and vary the terms and conditions including remuneration as it may deem fit.”

“RESOLVED FURTHER THAT authority of the shareholders be and are hereby accorded to the Managing Director to hold office as Managing Director of not more than one other Company and in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the minimum remuneration, however such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in case the Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.”

5. To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of an Independent Director:-

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Santosh Kumar Agrawala (DIN: 00364962), who has submitted his declaration to the effect that he meets the criteria for independence as prescribed in Section 149(6) of the Companies

Act, 2013 and in respect to whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from 9 August 2017 to 8 August 2022.”

6. To consider and, if deemed fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of Independent Director:-

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Ms. Sucharita Basu (DIN: 06921540), who has submitted her declaration to the effect that she meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013 and in respect to whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from 9 August 2017 to 8 August 2022.”

By Order of the Board
Sd/-

Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata
Date: 25 August 2017

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. As per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person shall not act as a proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 % 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.
3. 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.
4. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
5. When a member appoints a proxy and where both the member and the proxy attends the meeting, the proxy stands automatically revoked.
6. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing atleast three days before the commencement of the meeting.
7. 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.
8. 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.
9. 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.
10. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting, is annexed.
11. The appointment of M/s S. Jaykishan, Chartered Accountants (Firm Registration No.: 309005E) has been proposed to be ratified to act as statutory auditors of the Company at this meeting. The Company has received necessary declaration and consent from the Statutory Auditors.
12. 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.
13. The Register of Members and Share Transfer Book of the Company will remain closed from **20 September 2017 to 27 September 2017** (both days inclusive).
14. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **18 August 2017**.
15. 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.
16. 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, they are requested to bring copies of the Annual Report along with attendance slips with them while attending the Annual General Meeting.

17. 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.
18. 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.
19. 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.
20. 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).
21. 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 Listing 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.
22. 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.
23. The e-voting period shall begin at **09:00 a.m. on 23 September 2017 and ends at 5 p.m. on 26 September 2017**. 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. **20 September 2017**, 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.

24. Instructions for E-Voting

[A] In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder - Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Himadri Credit & Finance Limited".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution,

you will not be allowed to modify your vote.

- xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skghosh1938@yahoo.co.in with a copy marked to evoting@nsdl.co.in

[B] In case a Member receives physical copy of the Notice of 22nd AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Initial password with EVEN and User ID is provided herein above the Attendance Slip. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above to cast vote.

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- b. 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.
- c. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- d. 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 of **20 September 2017**.
- e. 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. 20 September 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com

- f. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - g. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - h. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - i. **Mr. Samir Kumar Ghosh, Practicing Company Secretary**, (C.P. No: 2018) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting process for the AGM as well as voting through Ballot Paper at the venue of AGM in a fair and transparent manner.
25. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against, if any, of the resolutions and submit the same forthwith to the Managing Director of the Company or to any person authorized for this purpose.
26. 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.
27. Ms. Monika Saraswat, 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. Her details are as follows;
- Name: Ms. Monika Saraswat
- Designation: Company Secretary and Chief Financial Officer
- Corporate office: 8, India Exchange Place, 2nd Floor, Kolkata-700001
- Phone No.: 033-2230 9953
- Email id: monika@himadri.com;
28. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.himadricredit.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

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

Name of the Director	Mr. Anurag Choudhary	Mr. Bankey Lal Choudhary	Mr. Santosh Kumar Agrawala	Ms. Sucharita Basu
DIN	00173934	00173792	00364962	06921540
Date of Birth	03-08-1972	06-05-1953	19-03-1955	28-10-1975
Date of Appointment	07-04-1994	09-08-2017	09-08-2017	09-08-2017
Qualifications	B. Com	B.Com	B.Com, AASN, FCMA and FCS	LLB
Experience	He has decades of experience in the field of Accounts, Finance and Administration and currently holds the position as the Chief Executive Officer (CEO) in one of the group Company i.e. Himadri Speciality Chemical Ltd.	An Industrialist with experience of more than 40 years in area of chemicals business. He has been associated with Group Companies and he is holding a position of Managing director in a group company Himadri Speciality Chemical Ltd.	An Experience of 35years in the field of Company law, Secretarial, SEBI laws, Labour, HR & Administration etc	She has vast experience in Securities Law, General Corporate Advisory, Mergers & Acquisitions, Commercial Contracts, Financing, Real Estate, Infrastructure, and Testamentary Advice.
Directorship in other Companies	● Himadri Coke & Petro Ltd.	● Himadri Speciality Chemical Ltd	● Ganges Infotech Private Limited	James Warren Tea Limited
	● Himadri Dyes & Intermediates Ltd	● Himadri Industries Ltd	● Himadri Speciality Chemical Ltd	
	● Himadri E-Carbon Ltd	● Sri Agro Himghar Ltd		
	● Perfect Hi-Rise Pvt Ltd	● Himadri Power Ltd		
	● Swarnalekha Developers Pvt Ltd	● Himadri Dyes & Intermediates Ltd		
	● Pujita Merchandise Pvt Ltd	● Himadri Coke & Petro Ltd		
	● Sampoorana Merchandise Pvt Ltd			
	● Peaklevel Infrastructure Pvt Ltd			
	● Himadri Real Estate Pvt Ltd			
	● Anatahan Infrastructure Pvt Ltd			
	● Next Generation Condominiums Pvt Ltd			
	● AAT Techno-Info Ltd			
	● Salasar Management Ltd			
	● Raghupati Consultants Ltd			
	● Raghu Management Ltd			
Chairman / Member of the committee of Board of other Companies	NIL	NIL	NIL	NIL
No. of shares held (₹ 10/- each)	150,100	32,600	-	-
Relationship with other Directors	-	Father of Tushar Choudhary	-	-

**By Order of the Board
Sd/-**

**Monika Saraswat
Company Secretary
ACS: 29322**

**Place: Kolkata
Date: 25 August 2017**

Explanatory Statement

(Pursuant to Section 102 of the Companies Act 2013)

Item No. 4

The Board of Directors at its' meeting held on 9 August 2017, and upon recommendation made by the Nomination and Remuneration Committee, has approved the appointment of Mr. Bankey Lal Choudhary (DIN: 00173932), as an Additional Director to act as an Managing Director for a period of five years with effect from 9 August 2017 subject to the approval of the shareholders.

Mr. Bankey Lal Choudhary has been associated with one of its group Company (Himadri Speciality Chemical Ltd) as a Managing Director and has vast experience of business. The provision of Section 203 of the Companies Act, 2013 has inter-alia permits that a person can hold a position of Managing Director, if he is already a Managing Director, in not more than one more Company. Mr. Choudhary's association with the Company as a Managing Director would be beneficial to the Company. Mr. Choudhary will not any remuneration from the Company however the terms of his appointment will be subject to the minimum remuneration as may be provided by the Board of directors according to Schedule V appended to the Companies Act, 2013 and which will be subject to the fulfillment of the other provisions of the Act and rules made thereunder. An agreement with Mr. Choudhary will be entered to record his terms of appointment, after getting the approval of the shareholders.

The terms and conditions of appointment are enumerated under:

1. Period of appointment

The appointment will be for a period of 5 (Five) years with effect from 9 August 2017.

2. Remuneration

In terms of Schedule V to the Companies Act, 2013 read with Section 196 & 197 of the Companies Act, 2013 and subject to approval

of the Company in general meeting the Managing Director shall be paid the following remuneration.

i) Salary

₹ 1/- per annum. (₹ 1/- per annum)

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Managing Director, the remuneration by way of salary as specified hereinabove, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

The Company after getting approval of members will enter into an agreement with the Managing Director. The draft Agreement to be entered into by the Company with Managing Director will remain open for inspection by members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days until the date of the ensuing Annual General Meeting.

None of the other Directors and KMP except, Mr. Tushar Choudhary and Mr. Bankey Lal Choudhary, are concerned and interested, financially or otherwise in this resolution as they are related parties.

Item No. 5

Mr. Santosh Kumar Agrawala (DIN: 00364962) was appointed as an Additional Director by the Board at its meeting held on 9 August 2017 to act as an Independent Director of the Company subject to the approval of the Shareholders pursuant to

Section 161 of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Agrawala will hold office upto the date of ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member along with a Deposit of ₹ 1,00,000/- proposing the candidature of Mr. Santosh Kumar Agrawala for the Office of Independent Director, to be appointed as such in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, for a period of five years with effect from 9 August 2017.

Mr. Santosh Kumar Agrawala, aged about 62 years, B.Com (Hons.), AASM, FCMA, FCS and having the experience of more than 35 Years in the field of Company law, Secretarial, SEBI laws, Labour laws, HR & Administration etc. He has served as a Company Secretary in a public listed company Balrampur Chini Mills Ltd for a period of about 21 years. He has also served about 14 years in the Birla organization as Company Secretary and Director. He was associated with the FICCI as a Member of Corporate Law and Taxation sub Committee and associated with CII as a Member, Corporate Governance Task Force. He is at present, Central Council Member of ICSI and nominated on various Committees of ICSI. He was also Chairman of EIRC of the ICSI.

Your Board considers that Mr. Agrawala's association with the Company as an Independent Director would be beneficial to the Company. The Company has received necessary Declaration from Mr. Santosh Kumar Agrawala that he meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that Mr. Agrawala fulfils the conditions specified in the Act and the Rules made thereunder for appointment him as Independent Director and that he is also

independent of the management of the Company.

Except Mr. Santosh Kumar Agrawala, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The notice received from the member proposing the candidature of Mr. Agrawala, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

Item No. 6

Mrs. Sucharita Basu (DIN: 06921540) was appointed as an Additional Director by the Board at its meeting held on 9 August 2017 to act as an Independent Director of the Company subject to the approval of the Shareholders pursuant to Section 161 of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Basu will hold office upto the date of ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member along with a Deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Sucharita Basu for the Office of Independent Woman Director, to be appointed as such in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, for a period of five years with effect from 9 August 2017.

Mrs. Sucharita Basu aged about 42 years, LLB, presently associated with Aquilaw a Legal Firm, as partner and has extensive work experience in commercial and corporate agreements, capital markets, joint venture and financing transactions, real estate, infrastructure, trust laws and litigation and has led and been involved in numerous transactions involving the above. She advises a range of large Indian and multinational clients in

various business sectors including infrastructure, real estate, power, chemicals, engineering & steel, cement agriculture and agri-product software, media and entertainment, information technology, finance, retail services, etc.

Your Board considers that Mrs. Basu association with the Company as an Independent Director would be beneficial to the Company. The Company has received necessary Declaration from Mrs. Sucharita Basu that she meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that Mrs. Basu fulfils the conditions specified in the Act and the Rules made thereunder for her appointment as Independent Director and that she is independent of the management of the Company. The appointment of Mrs. Basu on the board will fulfill the condition by the Company to have one Woman director as

being the listed Company, it requires to have one Woman Director.

Except Mrs. Sucharita Basu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The notice received from the member proposing the candidature of Mrs. Basu, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

By Order of the Board
Sd/-

Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata

Date: 25 August 2017

BOARD'S REPORT

Dear Shareholders,

Our Directors have pleasure in presenting the 22nd Annual Report of our Company together with the Audited Financial Statements, for the financial year ended 31 March 2017.

STATE OF AFFAIRS OF THE COMPANY

The Financial Results of the Company for the year under review and those of the previous year are given below:

Particulars	Amount ₹ in Lakhs	
	For the year ended 31.03.2017	For the year ended 31.03.2016
Gross Income	140.01	48.93
Less: Total Expenditure	29.63	46.32
Profit before tax	110.38	2.61
Less: Current Tax	20.24	0.39
Less : MAT credit Entitlement	-9.79	-0.39
Deferred tax	4.77	0.25
Profit after tax	95.15	2.36
Balance brought forwarded from previous year	311.77	309.89
Amount available for appropriation	406.92	312.25
Amount transferred to Reserve Fund	19.35	0.48
Balance carried to Balance Sheet	387.57	311.77

DIVIDEND

The Director with a view to plough back the profits into business, and to increase the top line of Balance Sheet did not consider recommendation of payment of dividend to its shareholders and it was considered prudent to retained the earnings for long term interest of the stakeholders.

YEAR IN RETROSPECT

The Company involves in non-banking financial activities and during the year the Company has earned a gross income of ₹ 140.01 lakhs for the year ended 31 March 2017 as against ₹ 48.93 lakhs for the year ended 31 March 2016 and profit after tax was ₹ 95.15 lakhs for the year ended 31 March 2017 as against ₹ 2.36 lakhs for the year ended 31 March 2016. Our directors are optimistic for achieving better results during the current financial year by optimum utilisation of the available resources.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of the Section 152(6) (c) of the Companies Act, 2013, one director is liable to retire by rotation and the same is eligible to re-appointed pursuant to 152(6)(d) of the Act. Accordingly, Mr. Anurag Choudhary (DIN: 00173934), the Director of the Company who has been longest in office since his last appointment will be retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions referred to in sub-section (5) of Section 134 read with sub-section (3)(c) of the Companies Act, 2013, the Board of Directors of the Company confirms that—

- (a) in the preparation of the annual accounts of the Company for the financial year ended 31 March 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDEPENDENT DIRECTOR'S DECLARATION

The Independent Directors pursuant to provision Section 149(7) of the Companies Act, 2013, have given necessary declaration that they meets the criteria of Independence as provided in sub section 6 of the section 149 of the Companies Act 2013. In addition, the Independent Directors are abide by the provisions of Schedule IV appended to the Companies Act 2013.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of the Company, has formulated a Remuneration Policy as required in terms of the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee met

twice in the financial year on 10 August 2016 and 10 February 2017 respectively.

The policy as formulated by the Committee inter-alia contains the provisions relating to appointment, remuneration, independence and removal of Executive Directors, Independent Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Companies Act, 2013, the same is annexed herewith and marked as **Annexure I**.

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors comprises of Five (5) Non-Executive Directors out of which two (2) are Independent Directors and fulfils the criteria as laid down in Section 149(6) of the Companies Act, 2013 and one (1) is Woman Director to fulfil the criteria laid down in Section 149 of the Companies Act, 2013.

During the financial year under review, the Board of Directors duly met Six (6) times respectively on 27 May 2016, 29 June 2016, 13 August 2016, 8 September 2016, 11 November 2016 and 14 February 2017 and the maximum time gap in between two meetings of the Board does not exceed 120 days as required by the provisions of Section 173(1) of the Companies Act, 2013. The details of attendance of Directors at the Board meeting is given hereunder:

Sl. No.	Names of members	Status	No. of meetings attended
1	Mr. Anurag Choudhary	Director, Non-Executive	6
2	Mr. Tushar Choudhary	Director, Non-Executive	6
3	Mr. Vikash Kumar Patodia	Director, Non-Executive Independent	6
4	Mr. Vipin Gupta	Director, Non-Executive Independent	6
5	Ms. Aditi Ganguly	Director, Non-Executive	3

AUDIT COMMITTEE

Composition

The Company has an Audit Committee, Committee of Directors pursuant to section 177 of Companies Act, 2013 consisting of Three (3) Directors as members and majority of its members are Independent. The Chairman of the Audit Committee is an Independent and Non-Executive Director with over a decade of rich experience in the field of finance and accounts.

The Committee met Four (4) times during the year on 27 May 2016, 13 August 2016, 11 November 2016 and 14 February 2017 to review the periodic as well as the financial statements prior to their placement before the Auditors and the Board for their consideration. The Committee reviewed the results of operations, statement of significant Related Party Transactions (as defined by the Audit Committee) submitted by management. The composition of Audit Committee and the details of meetings attended by each of such Directors are given below:

Sl. No.	Names of members	Status	No. of meetings attended
1	Mr. Vikash Kumar Patodia	Chairman, Non-Executive Independent	4
2	Mr. Anurag Choudhary	Member, Non-Executive	4
3	Mr. Vipin Gupta	Member, Non-Executive Independent	4

Terms of Reference

The terms of reference of this Committee broadly conforms to the norms laid down in Section 177 of the Companies Act, 2013 and includes among others the periodic review of the Quarterly and the Annual Accounts, assessing the adequacy of Internal Controls, interaction with the Statutory Auditors. The Committee provides guidance to the management in preparing of annual as well as periodical financial statements before submitting to the Board. It liaisons with the

Company's Statutory Auditors. The functions of this Committee include reviewing the adequacy of audit functions, its structures and discussions with Auditors on any significant findings and follow-up therewith. The Terms of Reference of Audit Committee, inter alia, includes the following:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the Company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the Company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has duly established a vigil mechanism and formulated Vigil Mechanism / Whistle Blower Policy for its Directors and its employees as per the provision of section 177(9) of the Companies Act, 2013 read with the Rule 7 of Companies (Meeting of the Board and its powers) Rules, 2014. The Audit Committee of Directors of the Company have been authorised to oversee the compliance of the Vigil Mechanism / Whistle Blower Policy of the Company.

PUBLIC DEPOSIT

The Company during the year 2016-17 has not accepted any deposits from the public within the meaning of section 73 of the Companies Act, 2013 and rules made thereunder.

AUDITORS AND AUDITOR'S REPORT

● Statutory Auditors

The Company's existing Statutory Auditors, M/s S. Jaykishan, Chartered Accountants (Firm Registration No.: 309005E), who were appointed for the period of five years at the Annual General Meeting held on 30 September 2016 and their tenure will be continue upto the Annual General Meeting to be held for the Financial year 2020-21 and a resolution for ratifying their appointment for the financial year 2017-18 has been placed before the shareholders for being the part of the notice of the Annual General meeting pursuant first proviso to section 139(1) of the Companies Act 2013.

The Report of the Auditors when read with the notes to the Accounts are self-explanatory and therefore, do not call for any further comments.

● Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed Mr. Samir Kumar Ghosh, Practicing Company Secretary, to conduct Secretarial Audit for FY 2016-17. He conducted the Secretarial Audit and the comments and observations made are given hereunder:

Observation of Secretarial Auditor

The requirement for appointment of certain Key managerial person pursuant to section 203 of the Companies Act, 2013 were not complied with by the Company during the year.

Secretarial Audit Report for the financial year ended 31 March 2017 is given in **Annexure II** attached hereto and forms part of this Report.

Explanation of the Board

The Company due to underperformance since last couple of years, and considering the size and operations of the Company

could not employ certain KMP(s), however it will comply with the provisions during the current financial year as its' has achieved the better financial results.

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Extract of Annual Return as on the financial year ended on 31 March 2017, in Form No. MGT-9 is appended to the Board's Report marked as **Annexure III** forming part of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company is engaged in the business of giving loans and making investment etc, is exempt from complying with the provisions of section 186 of the Companies Act, 2013, accordingly, the disclosures as required in terms of Section 186 of the Companies Act, 2013 is not required to be given in the Annual Report.

PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND EMPLOYEES AND RELATED DISCLOSURE

Disclosures pertaining to remuneration and other details as necessitated and to the extent applicable to the Company pursuant to the provisions of the Section 197(12) Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014 forms part of the Board's Report as **Annexure IV**.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are annexed herewith and marked as **Annexure V** forming part of this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments occurred after the close of the financial year till the date of this report, which affect the financial position of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There were no significant and material orders passed by any regulatory authority or courts or tribunals impacting the going concern status and Company's operation in future.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any materially significant related party transaction with the Company's Promoters, Directors, Management or their relatives, which could have a potential conflict with the interests of the Company.

All the Related Party Transactions entered into by the Company during the financial year were in ordinary course of business and on arm's length basis. The Related Party Transactions were usually undertaken with prior consent of the Audit Committee on quarterly basis. There have been no materially significant related party transactions between the Company and the Directors, the management, or relatives except for those disclosed in the financial statements. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC – 2 does not form part of the report.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

The Company does not have any subsidiary / joint venture / associate Company, therefore the

requirement sub-rule (1) of Rule 8 of Companies (Accounts) Rules, 2014 with regards to providing details on performance of the same is not applicable to the Company.

Further during FY 2017, no Company has become or ceased to be subsidiary, joint venture or associate of the Company.

RISK MANAGEMENT POLICY

The Board has adopted the risk management policy of the Company and is of the opinion that there is no element of risk which threaten the existence of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company has not been engaged in any manufacturing activity, the information as required in terms of clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable. The foreign exchange earnings and outgo remained NIL during the year under review.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT SYSTEM

The Board has duly implemented the internal financial control and risk management system in the Company to ensure efficient implementation of the Company's strategy and effective operations, assure compliance with both internal instructions and laws and regulations, achieve appropriate financial reporting, and prevent fraud and other misconduct.

Mr. Anurag Choudhary, Director of the Company is authorised by the Board to oversee the internal financial controls and risk management system and take the necessary actions as may be required for giving effect and implementation of the said system and control.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the provisions of Section 135 of the Companies Act, 2013,

therefore the requirement of clause (o) of sub-section (3) of Section 134 of the said act are not applicable to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Regulation 34 read with Schedule V Part B, the Management Discussion and Analysis Report forms part of this Annual Report and marked as **Annexure VI**.

LISTING ON STOCK EXCHANGE

The Company's equity shares are listed at The Calcutta Stock Exchange Limited. During the financial year, 2016-17. The Company are in regular compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as issued and notified by Securities and Exchange Board of India (SEBI) on 1 December 2015 and pursuant to Regulation 109(2), the Company was required to execute a new listing agreement with the Stock Exchange where the shares of the Company are listed, accordingly, the Company has executed the listing agreement with The Calcutta Stock Exchange on 1 December 2015.

EVALUATION OF THE BOARD, COMMITTEE AND DIRECTORS

The Board at its meeting held on 14 February 2017, evaluated its performance and that of Committees and individual directors in the manner as recommended by the Nomination and Remuneration Committee.

ACKNOWLEDGEMENT

The Directors would like to place on record their appreciation for the co-operation received from its Shareholders, Bankers and all other stakeholders including departments of State Government and Central Government.

For and on behalf of the Board

Sd/-

Tushar Choudhary
Director
(DIN: 00174003)

Sd/-

Anurag Choudhary
Director
(DIN: 00173934)

Place: Kolkata

Date: 18 May 2017

Annexure I of the Board's Report

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted the Committee comprising of three non-executive Directors as required by the provisions of Companies Act, 2013. The Committee has reviewed and formulated "Remuneration Policy" in compliance with the provisions of Section 178 of the Companies Act, 2013.

The Section 178 of the Companies Act, 2013, inter-alia provides that the Committee shall formulate the criteria for determining qualifications, positive attitudes and independence of a Director and recommend to the Board a policy relating to remuneration for Directors, key managerial personnel (KMP) and other employees;

The Remuneration Policy of Himadri Credit & Finance Limited (the "Company"), is designed to attract, motivate and retain quality people in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to Directors, Key Managerial Personnel and other employees of the Company as per the provisions of the Companies Act, 2013.

II. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

III. OBJECTIVE

a) To recommend the Board in relation to appointment and removal of Directors,

Key Managerial Personnel and Senior Management;

- b) To ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- c) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation and to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management and to ensure that such remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

IV. DEFINITIONS:

"Board" means Board of Directors of the Company.

"Company" means "Himadri Credit & Finance Limited"

"Employees' Stock Option" means the option given to the directors, officers or employees of a Company or of its holding Company or subsidiary Company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

"Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013 and in clause 49 of the Listing Agreement;

"Key Managerial Personnel" (KMP) means;

- (i) Chief Executive Officer or the Managing Director or the Manager,

- (ii) Company Secretary,
- (iii) Whole-time Director,
- (iv) Chief Financial Officer and
- (v) Such other officer as may be prescribed.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

“Policy or This Policy” means, “Nomination and Remuneration Policy.”

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

“Service rules” means “Service Rules” as framed by the Management which are applicable to all employees, may be amended or modified from time to time by the management.

“Senior Management” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

V. APPOINTMENT AND REMOVAL:

A. Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

B. Term / Tenure:

1. **Managing Director/Executive Director/Whole-time Director/Manager:** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be

eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company.

C. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

D. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Managing Director / Executive Director / Whole Time director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations, and Service Rules of the Company as prevalent at that time.

E. Retirement:

The Managing Director / Executive Director / Whole Time director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Managing Director / Executive Director / Whole Time director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to such approvals as may be required in this regard.

VI. PROVISIONS RELATING TO REMUNERATION:

A. General:

1. The remuneration / compensation /

commission etc. to Managing Director, Executive / Whole Time Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managing Director, Executive / Whole Time Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Executive / Whole Time Directors, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

B. Remuneration to Non-Executive / Independent Director:

1. **Remuneration/Commission:** The Committee may recommend the payment of remuneration / commission in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
2. **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount

as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. **Limit of Remuneration /Commission:** Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
4. **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

C. Executive / Whole Time Directors

I. Appointment/ Re-appointment, Remuneration and Terms and Conditions:

Appointment and Re-appointment, if any, of Executive Directors/ Whole time Directors including remuneration and other terms and conditions thereof shall be in accordance with the provisions of Section 196, 197 of the Companies Act, 2013 read with Schedule V appended thereto. The Committee will recommend the appointment or re-appointment, if any, of any of the Executive/ Whole time Directors to the Board and same will be approved by the shareholders at General meetings by passing the necessary resolution in terms of provisions of Companies act, 2013.

The components of remuneration package may include the following:

- Basic Pay
- Allowances
- LTA
- Any other perks and benefits.

II. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive/ Whole Time Directors

in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

III. Over all Maximum Managerial Remuneration:

The total managerial remuneration payable by the Company to its Directors, including Managing Director and whole time Directors and its Managers in respect of any financial year shall not exceed 11% of the net profit of the Company for that financial year calculated in the manner as laid down in Section 198 of Companies Act, 2013 except that the Remuneration of the Directors shall not be Deducted from the Gross profit.

In the event of Payment of Remuneration exceeding 11% of net profit, necessary formalities are to be complied with as per the said Act.

IV. Provisions for excess remuneration:

If any Executive/ Whole Time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

D. Key Managerial Personnel and Senior Management

Remuneration of KMP and Senior Management Personnel is proposed by the Company's Nomination and Remuneration Committee and subsequently approved by the Board of Directors. The remuneration is evaluated annually against performance

of the Company, individual performance/ contribution and decides Remuneration rationally. The remuneration of KMP and Senior Management Personnel may comprise of the following:

- A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- Special pay
- Variable pay linked with Performance in respect of certain positions
- Allowances (HRA, Conveyance etc.)
- LTA
- Perquisite and benefits
- Coverage on Mediclaim
- Retirement benefits including Superannuation

The KMP(s) and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the

Committee and approved by the shareholders and Central Government, wherever required.

VII. ASSISTANCE FROM OUTSIDE AGENCY

The committee may take the assistance of External expert/agency as and when required to ensure that recommendations are based on rationale as also parameter to judge the performance level through a process.

VIII. AMENDMENT / REVISION

Any policy including Remuneration Policy is dynamic concept. Hence it will be reviewed periodically & bring changes/ amendment as and when required based on business need, benchmark with comparable Industries and any other factors relevant in the context of formulation of Remuneration policy that has direct linkage between business growth & attract, retain & motivate people on sustainable basis.

IX. DISCLOSURE OF INFORMATION

Information as required in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Company (Appointment & Remuneration) Rules, 2014 shall be disclosed in the Board in the manner as provided therein.

Annexure II of the Board's Report

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members

HIMADRI CREDIT & FINANCE LTD.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s HIMADRI CREDIT & FINANCE LTD.** (hereinafter called the 'Company'). Secretarial Audit 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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S HIMADRI CREDIT & FINANCE LTD.** ("The Company") for the period ended on 31st March, 2017 according to the provisions of:

- i) The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- ii) The Securities Contracts (Regulations) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- vi) ***The requirement for appointment of certain Key managerial person pursuant to section 203 of the Companies Act, 2013 were not complied with by the Company during the year.***

I have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (LODR) Regulations, 2015 entered into by the Company with the Calcutta Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements, etc. mentioned above.

I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to Composition of Board of Directors & Committees thereof, Issuance of notices for meetings of the board, committee & shareholders, recording of minutes of the meetings, filing of returns, etc. and compliance of various other provisions of the Companies Act & SEBI Regulations as are applicable to the Company.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I further report that:

- The Company has obtained all necessary approvals under the various provisions of the Act; and
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, SEBI (LODR) Regulations and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not passed any special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

Sd/-

Samir Kumar Ghosh

Place: Kolkata

Date: 15th May, 2017

ACS - 4740

C.P.No.2018

Annexure-I to Secretarial Audit Report

**To,
The Members,
HIMADRI CREDIT & FINANCE LTD.**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and

appropriateness of financial records and Books of Accounts of the Company.

4. Whenever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Samir Kumar Ghosh

ACS – 4740

Place: Kolkata

Date: 15th May, 2017

C.P.No.2018

Annexure III of the Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L65921WB1994PLC062875
ii)	Registration Date	07/04/1994
iii)	Name of the Company:	HIMADRI CREDIT & FINANCE LTD.
iv)	Category / Sub-Category of the Company	Public Company / Limited by shares
v)	Address of the Registered office and contact details	23A, Netaji Subhas Road, 8 th Floor, Kolkata- 700 001 Ph No: (033) 2230-4363/ 9953, website: www.himadricredit.in
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Contact Person: Mr. Dilip Bhattacharya M/s S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata – 700006, Ph: 033-22196797/4815, Email: skcdilip@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	NBFC	Not Applicable	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2016]				No. of Shares held at the end of the year [As on 31-03-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	1526000	-	1526000	50.86	1526000	-	1526000	50.86	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	334900	-	334900	11.16	334900	-	334900	11.16	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1) :-	1860900	-	1860900	62.02	1860900	-	1860900	62.02	-
(2) Foreign									
a) Individuals (NRIs/Resident)	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1860900	-	1860900	62.02	1860900	-	1860900	62.02	-
B. Public shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):-	-	-	-	-	-	-	-	-	-
(2) Non-institutions									
a) Bodies Corp.									
i. Indian	12700	590700	603400	20.11	10700	590700	601400	20.05	(0.06)
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	79500	456400	535900	17.86	81500	456400	537900	17.93	0.06
ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	-	-	-	-	-	-	-	-	-
c) Any Other									
Trustees	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2) :-	92200	1047100	1139300	37.98	92200	1047100	1139300	37.98	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	92200	1047100	1139300	37.98	92200	1047100	1139300	37.98	-
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	1953400	1046800	3000200	100.00	1953100	1047100	3000200	100.00	-

ii) Shareholding of Promoters

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	
1	Damodar Prasad Choudhary	25500	0.85	-	25500	0.85	-	-
2	Bankey Lal Choudhary	32600	1.09	-	32600	1.09	-	-
3	Vijay Kumar Choudhary	39800	1.33	-	39800	1.33	-	-
4	Shyam Sundar Choudhary	67500	2.25	-	67500	2.25	-	-
5	Anurag Choudhary	150100	5.00	-	150100	5.00	-	-
6	Tushar Choudhary	70100	2.34	-	70100	2.34	-	-
7	Amit Choudhary	70100	2.34	-	70100	2.34	-	-
8	Saroj Devi Choudhary	90100	3.00	-	90100	3.00	-	-
9	Bankey Lal Choudhary and Others (HUF)	155600	5.18	-	155600	5.18	-	-
10	Damodar Prasad Choudhary and Others (HUF)	100000	3.33	-	100000	3.33	-	-
11	Vijay Kumar Choudhary and Others (HUF)	160000	5.33	-	160000	5.33	-	-
12	Sushila Devi Choudhary	90000	3.00	-	90000	3.00	-	-
13	Rinku Choudhary	42100	1.40	-	42100	1.40	-	-
14	Sheela Devi Choudhary	90000	3.00	-	90000	3.00	-	-
15	Swaty Choudhary	50000	1.67	-	50000	1.67	-	-
16	Shikha Choudhary	57900	1.93	-	57900	1.93	-	-
17	Kanta Devi Choudhary	92600	3.09	-	92600	3.09	-	-
18	Shyam Sundar Anurag Kumar	142000	4.73	-	142000	4.73	-	-
19	Himadri Speciality Chemical Limited	334900	11.16	-	334900	11.16	-	-
	Total	1860900	62.02	-	1860900	62.02	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoters' shareholding during the year, therefore details of change in promoters' shareholding is not required.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Himadri Industries Limited						
	At the beginning of the year	01/04/2016	-	318000	10.60	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	318000	10.60

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) (Contd.)

Sl. No.	Name of the Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2	Himadri Dyes & Intermediates Limited						
	At the beginning of the year	01/04/2016	-	70500	2.35	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	70500	2.35
3	Sitaram Management Limited						
	At the beginning of the year	01/04/2016	-	59500	1.98	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	59500	1.98
4	Sampoorna Merchandise Pvt. Ltd.						
	At the beginning of the year	01/04/2016	-	58500	1.95	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	58500	1.95
5	C M Syntex Pvt. Ltd.						
	At the beginning of the year	01/04/2016	-	25000	0.83	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	25000	0.83
6	Dolly Interoxim (P) Ltd.						
	At the beginning of the year	01/04/2016	-	20000	0.67	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	20000	0.67
7	Varahi Commercial (P) Ltd.						
	At the beginning of the year	01/04/2016	-	15000	0.50	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	15000	0.50
8	Sri Siromani Dealers Pvt. Ltd.						
	At the beginning of the year	01/04/2016	-	11700	0.39	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	11700	0.39
9	Babita Ribiwala						
	At the beginning of the year	01/04/2016	-	5900	0.20	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	5900	0.20
10	Kamal Kanti Jha						
	At the beginning of the year	01/04/2016	-	5500	0.18	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	5500	0.18

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Date of Change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Directors					
1	Anurag Choudhary	No Change	150100	150100	150100	150100
2	Tushar Choudhary	No Change	70100	70100	70100	70100
3	Vikash Kumar Patodia	No Change	-	-	-	-
4	Vipin Gupta	No Change	-	-	-	-
5	Aditi Ganguly	No Change	-	-	-	-
	Key Managerial Personnel					
1	Ms. Monika Saraswat	No Change	-	-	-	-

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment****Amount ₹ in Lakhs**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i.) Principal Amount	-	636.96	-	636.96
ii.) Interest due but not paid	-	11.34	-	11.34
iii.) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	648.30	-	648.30
Change in indebtedness during the financial year				
● Addition	-	9.96	-	9.96
● Reduction	-	(33.04)	-	(33.04)
Net Change	-	(23.08)	-	(23.08)
Indebtedness at the end of the financial year				
i.) Principal Amount	-	624.85	-	624.85
ii.) Interest due but not paid	-	-	-	-
iii.) Interest accrued but not due	-	0.37	-	0.37
Total (i + ii + iii)	-	625.22	-	625.22

VI. REMUNERATION OF KEY MANAGERIAL PERSONNEL (KMP)**Remuneration to Key Managerial Personnel Other than MD/WTD****Amount ₹ in Lakhs**

Sr. No.	Particulars of Remuneration	Company Secretary
1	Gross salary	5.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	Others specify...	-
5	Others, please specify	-
	Total	5.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences under the Companies Act, 2013 for the year ended 31 March 2017.

Annexure IV of the Board's Report

Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014

Sr. No.	Requirements of Rule 5		Compliance
1	The ratio of remuneration of each Director to median remuneration of employees of the Company for the financial year 2016-17;		NIL*
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2016-17;		
	Name	Designation	% increase in remuneration
	Mr. Anurag Choudhary	Non-Executive Director	-
	Mr. Tushar Choudhary	Non-Executive Director	-
	Ms. Monika Saraswat	Company Secretary	17%
3	The percentage increase in the median remuneration of employees in the financial year 2016-17;		8%
4	The number of permanent employees on the rolls of the Company as of 31 March 2017;		6
5	Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;		Average percentage increase made in the salaries of employees other than the managerial personnel in FY 2016-17 was 10% whereas no managerial remuneration is paid during the financial year.
6	Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company.		The above remuneration details are as per the Nomination and Remuneration Policy of the Company.

* No remuneration is paid to any of the Directors of the Company during the financial year 2016-17.

Annexure V of the Board's Report

Details pursuant to Rule 5 (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Names of the Top Ten Employees in terms of Remuneration Drawn

Name	Designation, Nature of Employment	Remuneration Received (₹ in lakhs)	Qualification, Experience (yrs)	Date of commencement of employment	Age (yrs)	Last employer, designation	Relative of any director of the Company
Ms. Laxmi Agarwal	DGM (Accounts), Permanent	12.18	B.Com, 20	1-7-1999	43	Nil	Nil
Ms. Monika Saraswat	Company Secretary & Compliance Officer, Permanent	5.00	CS, M.Com & LLB, 8	26-08-2015	31	Himadri Dyes & Intermediates Limited, Company Secretary	Nil
Mr. Ratan Lal Jindal	Senior Officer, Permanent	1.45	B.Com, 35	01-09-2004	57	Nil	Nil
Mr. Sk. Abdul Karim	Administrative Officer, Permanent	1.13	B.Com, 16	01-05-2015	36	Nil	Nil
Mr. Arup Chatterjee	Executive, Permanent	1.00	B.Com, 35	01-10-2008	55	Nil	Nil
Mr. Dhruba Das	Executive, Permanent	0.85	B.Com, 43	02-05-2015	63	Nil	Nil

Note:

1. Remuneration includes salary, Company's contributions to provident fund, Gratuity, superannuation, bonus, allowances, performance bonus and monetary value of perquisites.
2. None of the employees are covered under Rule 5(2)(i), 5(2)(ii) and 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) Industry Structure and Developments

During the financial year under review the Government took several measures to strengthen the financial service sector which includes the New Bankruptcy law, Jan Dhan campaign for financial inclusion, liberalization of Foreign Direct Investment, demonetization scheme etc. The financial sector has been diversified comprises of Commercial banks, Non-Banking Financial Companies, Co-operatives, Pension Funds, Insurance Companies, Mutual Funds and others.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector. In Indian economy the contribution of NBFC sector is expected to reach upto 17 % by FY2019, compared to 13.1% at the end of the FY2015. Until some years ago, NBFCs were a small part of the financial services business with a small resource base. Today, the equity of leading NBFCs is comparable with or larger than many mid-sized banks. The combined market capitalisation of the top 10 NBFCs is now twice that of mid and small-sized public sector banks.

The Indian economy has undergone a drastic change due to demonization, upcoming GST (Goods and Service Tax), and it will play a vital role towards the growth of NBFCs segment and will open new era in field of Investment, Infrastructure, transport, information technology, employment generation, wealth creation opportunities, and financial support for economically weaker sections of the economy and also make a huge contribution to state exchequer.

Your Company hopes to explore the opportunities thrown up by the economy.

(b) Economy Overview

The Indian economy has emerged as a bright spot in the world economy, becoming one of the fastest growing large economies in the world. Releasing the latest survey, FICCI said there has been a “marginal improvement” in growth estimate for 2016-17 as against the previous round and “this comes at the back of better performance of the agriculture and industry sector”. India’s economy is likely to expand 7.8 per cent during the current financial year. Real GDP growth expected at 6.5 per cent in 2016-17. The growth in Gross Value Addition was 7.0 per cent in 2016-17

The Survey forecasts a growth rate of 6.75 to 7.5 per cent for FY18, as compared to the expected growth rate of 6.5 per cent in FY17. Over the medium run, the implementation of the Goods and Services Tax (GST), follow-up to demonetization, and enacting other structural reforms should take the economy towards its potential real GDP growth of 8 per cent to 10 per cent.

Recent deregulation measures and efforts to improve the ease of doing business have boosted foreign investment. Investment is still held back by the relatively high corporate income tax rates, a slow land acquisition process, regulations which remain stringent in some areas, weak corporate balance sheets, high NPA in loans which weigh on banks’ lending, and infrastructure bottlenecks.

(c) Opportunities And Threats

The NBFC Industry holds immense potential and the Government of India’s increased

focus towards financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent initiatives by the Government of India to create Infrastructure for NBFC, to provide banking license for NBFCs, Providing of benefits to large NBFCs, Jan DhanYojana, Revision of FDI norms in the automatic route. The facility of Digital lockers is a positive signal ahead. The said opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs, along with existing local and Multinational players leading to tough competition within the industry.

For supporting the growth of NBFCs includes better product lines, wider and effective reach, quick turnaround time, strong risk management capabilities and better understanding of customer segment, The Young generation of India is rapidly adopting Technology to interact and to transact with the world, new Technologies such as cloud and analytics are gaining importance. This all would provide a huge opportunity to nimble and innovative players in the financial sector to use technology to strengthen their business. Technology can be used to reach the customers in a cost effective manner and to enhance customer experience through faster turnaround time, wider Product offerings and better risk control and pricing.

The initiative taken by the Government of India will help to achieve the long-term growth and India growth story is intact which will create a way for diversification in financial services in which your Company operates. We see immense opportunities coming our way in FY18 and beyond as under:

- India is already recording the fastest rate of growth within the large economies in the world and various projections for FY18 by the World Bank or IMF etc., indicate that India will continue to

occupy the top position. With this, we see large opportunities for us to grow various diversified businesses in financial sector.

- The recent Government initiatives in respect of Digital India will also open up access to a wider way leading to a change in the manner of financial services rendered by the Company.
- Headed by the policy of liberalisation and forward-looking regulatory changes, moving the growth chart of the markets upwards will make available wider opportunities for providers of financial services.

The Management may face following threats for growth of the Company:

- a. Slow recovery of macro economy, domestically as well as globally, can delay the return of growth.
- b. Inability of Government to push the major economic reforms and fiscal policy attributing the unnecessary delay in the growth of the Company.
- c. Accelerating the interest cost and inflation is big threat to the enhancement growth of the Company. Challenge to maintain bilateral relation with the neighboring countries which may create disturbance in International Trade.

(d) Segment-wise performance

The Company is into single reportable segment only.

(e) Outlook

The role of NBFCs has become increasingly important from both the macroeconomic perspective and the structure of the Indian financial system. Over a period of time, one has to accept; that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow, NBFCs have to

focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run. Since our company perform in investment sector in capital market and considering the high growth in recent capital market, the outlook of the business seems positive.

(f) Risks and Concerns

The Board of Directors of the Company oversees the risk management process which includes the risk assessment and procuring the measures to curb the risk. The Board of Directors are responsible for implementation of risk measures. They ensure that the both external risk and internal risk are involved in the business of the Company External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, managing effective growth rate, volatility in interest rate, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. The Board of your Company ensure that they regularly assessed at a periodic interlude and proper vigilance is placed. Credit risk is considered to be major risk being faced by NBFCs. In your Company the credit risk is minimum, as major investments are made in Company's group companies. Your Company has evolved various policies and systems for credit risk to closely monitor the same. Your Company also follows provisioning norms of RBI.

(g) Internal Control System & their Adequacy

The Audit Committee of the Board of Directors of the Company closely monitors

the adequacy of the Internal Financial Control system in close co-ordination and support of the in-house Internal Audit Team who periodically submits its findings on the efficacy and adequacy of their internal control system, its compliance with the company's operating system and Accounting Standards and policies. Based on the report of the in-house Audit Team, their findings and submissions of the Audit Committee have elaborate discussions and do make recommendations to the senior management to undertake corrective measures wherever necessary to strengthen the control of the Company. The subject process of the Internal Financial Control is a continuous one and in due compliance with the provisions of the Companies Act, 2013. During the FY 2017 there had been no reportable weakness in the design or operation as observed.

(h) Governance requirements

The Compliance Officer ensures compliance with the SEBI Listing Regulations and provisions of the Companies Act, 2013. All NBFCs were required to comply with governance requirements, such as the Fair Practices Code (FPC).

(i) Discussion on financial performance with respect to Operational performance

The brief on Financial Performance of the Company is already provided in the Boards' Report of the Company.

(j) Acknowledgement

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which has helped the Company maintain its growth. The Directors also wish to place on record their appreciation for the support extended by the Reserve Bank of India, other regulatory and government bodies, Company's auditors, customers, bankers, promoters and shareholders.

CAUTIONARY STATEMENT

The investors are hereby informed that statements in Board's Report and Management Discussion and Analysis describing the objectives, projections, estimates, and expectations of the Company which may be of forward looking statement, within the meaning of applicable securities laws and regulations. The actual results could differ

materially from those expressed or implied. The factors that could affect the Company's performance are the economic and other factors that affect the demand – supply balance in the domestic market as well as in the international markets, changes in government regulations, tax laws and other statutes and host of other incidental implications

INDEPENDENT AUDITOR'S REPORT

To
The Members of
HIMADRI CREDIT & FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Himadri Credit & Finance Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information

and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 23 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company - refer Note 28 to the financial statements.

For S. Jaykishan

Chartered Accountants

Firm's Registration No. 309005E

(CA Vivek Newatia)

Partner

Membership No. 062636

Date: 18th day of May, 2017

Place: Kolkata

Annexure 'A' to the Independent Auditors' Report (Referred to in our report of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
- (c) The Company does not hold any immovable properties during the year, hence this clause is not applicable.
- ii. Since the Company does not have any inventory, the provisions of this clause are not applicable to the Company.
- iii. According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, provisions of paragraph 3 (iii) of the said Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to loans and investments made during the year, as applicable.
- v. The Company has not accepted any public deposits under Sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder. Accordingly, provisions of paragraph 3(v) of the Order are not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, works contract tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable as at 31 March, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, value added tax, cess which have not been deposited with the appropriate authorities on account of any disputes, except as mentioned below:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	6,87,450	2011-12 (AY 2012-13)	Commissioner of Income Tax (Appeals)

- viii. The Company has not taken any financial assistance from any bank or financial institution or government or debenture holders during the year. Thus, clause 3 (viii) of the Order is not applicable to the Company.
- ix. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly provisions of clause 3 (ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. The Company has not paid/ provided for managerial remuneration during the year under report. Hence paragraph 3 (xi) of the order is not applicable.
- xii. The company is not a Nidhi Company as per Section 406 of the Companies Act 2013. Hence clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The company has not issued shares by way of preferential allotment or private placement or fully or partly convertible debentures during the year. Hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, the company has not entered into any non-cash transactions with the Directors of the company. Hence reporting under clause (xv) of the Order is not applicable to the company.
- xvi. The Company is required to, and has been registered under Section 45-IA of the Reserve Bank of India Act 1934.

For S. Jaykishan

Chartered Accountants

Firm's Registration No. 309005E

(CA Vivek Newatia)

Partner

Membership No. 062636

Date: 18th day of May, 2017

Place: Kolkata

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Himadri Credit & Finance Limited** ("the Company") as of 31st March 2017, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013,

to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in

accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. Jaykishan

Chartered Accountants

Firm's Registration No. 309005E

(CA Vivek Newatia)

Partner

Membership No. 062636

Date: 18th day of May, 2017

Place: Kolkata

Balance Sheet as at 31st March, 2017

Amount in ₹

	Note No.	As at 31 st March, 2017	As at 31 st March, 2016
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
(a) Share capital	3	3,00,02,000	3,00,02,000
(b) Reserves and surplus	4	4,48,27,284	3,53,11,907
		7,48,29,284	6,53,13,907
2) Non-Current liabilities			
(a) Long-term borrowings	5	6,02,60,500	6,02,60,500
		6,02,60,500	6,02,60,500
3) Current liabilities			
(a) Short-term borrowings	6	22,24,500	34,35,000
(b) Trade payables	7		
(i) Total outstanding dues of micro & small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro & small enterprises		85,650	50,194
(c) Other current liabilities	8	60,869	11,80,289
(d) Short-term provisions	9	20,50,896	61,095
		44,21,915	47,26,578
TOTAL		13,95,11,699	13,03,00,985
II. ASSETS			
1) Non-current assets			
(a) Fixed assets			
(i) Property, plant and equipment	10	20,148	20,148
(b) Non-current investments	11	13,68,99,264	12,55,56,544
(c) Deferred tax assets (net)	12	-	4,77,079
(d) Long-term loans and advances	13	16,78,780	7,00,101
		13,85,98,192	12,67,53,872
2) Current assets			
(a) Current investments	14	2,97,021	18,34,866
(b) Cash and cash equivalents	15	2,87,988	13,52,205
(c) Short-term loans and advances	16	3,28,497	3,60,042
		9,13,506	35,47,113
TOTAL		13,95,11,699	13,03,00,985
Significant Accounting Policies	2		

Notes to Financial Statements

1 to 31

The notes referred to above form an integral part of the financial statements

In terms of our report attached

For S. Jaykishan

Chartered Accountants

Firm's Registration Number : 309005E

For and on behalf of the Board of Directors

Sd/-

VIVEK NEWATIA

Partner

Membership No.062636

Place : Kolkata

Date: 18th May, 2017

Sd/-

TUSHAR CHOUDHARY

Director

(DIN: 00174003)

Sd/-

ANURAG CHOUDHARY

Director

(DIN: 00173934)

Sd/-

MONIKA SARASWAT

Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2017

Amount in ₹

	Note No.	For the Year ended 31 st March, 2017	For the Year ended 31 st March, 2016
I. Revenue from operations	17	5,12,676	25,62,722
II. Investment Income	18	1,34,63,092	23,29,773
III. Other Income	19	24,930	-
IV. Total revenue (I+II+III)		1,40,00,699	48,92,495
V. Expenses			
Employees Benefit Expenses	20	22,06,851	21,00,020
Finance costs	21	1,22,192	22,54,398
Other expenses	22	6,33,783	2,77,336
Total expenses		29,62,826	46,31,754
VI. Profit / (Loss) before tax		1,10,37,873	2,60,741
VII. Tax expense			
Current tax		20,24,096	38,545
Less: MAT credit Entitlement		(9,78,679)	(38,545)
		10,45,417	-
Deferred tax		4,77,079	24,740
VIII. Profit / (Loss) for the year		95,15,377	2,36,001
Earnings per equity share [nominal value of ₹10/- each (previous year ₹10/- each)]:	26		
Basic		3.17	0.08
Diluted		3.17	0.08
Significant Accounting Policies	2		

Notes to Financial Statements

1 to 31

The notes referred to above form an integral part of the financial statements

In terms of our report attached

For S. Jaykishan

Chartered Accountants

Firm's Registration Number : 309005E

For and on behalf of the Board of Directors

Sd/-

VIVEK NEWATIA

Partner

Membership No.062636

Place : Kolkata

Date: 18th May, 2017

Sd/-

TUSHAR CHOUDHARY

Director

(DIN: 00174003)

Sd/-

ANURAG CHOUDHARY

Director

(DIN: 00173934)

Sd/-

MONIKA SARASWAT

Company Secretary

Cash Flow Statement for the year ended 31st March, 2017**Amount in ₹**

Particulars		For the Year ended 31st March, 2017	For the Year ended 31st March, 2016
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax & Extra-Ordinary Items	1,10,37,873	2,60,741
	Adjustments for :		
	Other Income	(1,34,63,092)	(23,29,773)
	Operating Profit before Working Capital Changes	(24,25,220)	(20,69,032)
	Adjustments for change in:		
	Loan & Advances to employees, security deposit and tax refundable	31,545	(2,14,845)
	Trade receivables	-	7,50,000
	Trade Payables, other liabilities and provisions	(10,79,714)	10,22,261
	Cash Generated from Operations	(34,73,389)	(5,11,616)
	Add/(Less) : Direct Taxes refund/paid	(38,545)	-
	Net Cash Inflow from Operating Activities	(35,11,934)	(5,11,616)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	(Increase) / Decrease in Short Term Loans and Advances	-	5,15,80,001
	Purchase of investments	(1,80,54,199)	(1,26,35,000)
	Proceeds from sale of investment	2,17,12,416	93,14,746
		36,58,217	4,82,59,747
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase / (Decrease) in Short Term Borrowings	(12,10,500)	(4,80,65,000)
		(12,10,500)	(4,80,65,000)
	Net Increase in Cash/Cash Equivalents	(10,64,216)	(3,16,869)
	Cash/Cash Equivalents at the beginning of the year	13,52,205	16,69,074
	Cash/Cash Equivalents at the end of the year	2,87,989	13,52,205

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
- Figures in brackets indicate cash outflows.

In terms of our report attached

For S. Jaykishan

Chartered Accountants

Firm's Registration Number : 309005E

For and on behalf of the Board of Directors

Sd/-**VIVEK NEWATIA**

Partner

Membership No.062636

Place : Kolkata

Date: 18th May, 2017**Sd/-****TUSHAR CHOUDHARY**

Director

(DIN: 00174003)

Sd/-**ANURAG CHOUDHARY**

Director

(DIN: 00173934)

Sd/-**MONIKA SARASWAT**

Company Secretary

Notes to financial statements for the year ended 31 March 2017

1 Company Overview

Himadri Credit & Finance Limited (“the Company”) is a Public Company with its shares listed at the Calcutta Stock Exchange Limited. It was incorporated on 7th April, 1994. The Company is a Non-Banking Financial Company holding a Certificate of Registration No.05.1996 from the Reserve Bank of India (“RBI”) dated 2nd May, 1998. The Company is engaged in the business of investment and lending activities.

The address of registered office is 23A, Netaji Subhas Road, 8th Floor Kolkata-700 001.

2 Significant Accounting Policies

a Basis of preparation of financial statements

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.

The financial statements are prepared to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Further, the Company follows the Reserve Bank of India (RBI) Directions issued for Non-Banking Financial Companies (NBFC).

b Current – Non-current classification

All assets and liabilities are classified into current and non-current.

b.1.Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in, or is intended for sale or consumption in, the Company’s normal operating cycle;
- ii) it is held primarily for the purpose of being traded;

- iii) it is expected to be realised within 12 months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

b.2.Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company’s normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within 12 months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

c Use of estimates

The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues

Notes to financial statements for the year ended 31 March 2017 (Contd.)

and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialise.

d Property, plant and equipment and depreciation

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

iii. Depreciation and amortisation

Depreciation and amortisation for the year is recognised in the Statement of Profit and Loss.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using straight line method over the useful lives of assets, at the rates and in the manner specified in Part C of Schedule II of the Act. The rates of depreciation as prescribed in Part C of Schedule II of the Act are considered as the minimum rates.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

e Investments

Long-term investments are carried at cost and provisions are made to recognize any decline, other than temporary, in carrying value of each investment. Current investments are carried at lower of cost and fair value.

f Revenue Recognition and Expenses

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

All the expenses are accounted for on accrual basis.

g Retirement Benefits

The undiscounted amount of short term employees benefits such as salaries, bonus and ex-gratia expected to be paid in exchange for the services rendered by the employees are recognised as an expense during the period when the employees render the services. Leave Encashment is accounted for based on estimates.

h Financial Derivatives and Commodity Hedging Transactions

There are no outstanding forward contracts as at the balance sheet date and therefore no

Notes to financial statements for the year ended 31 March 2017 (Contd.)

provision for losses on derivatives is required to be made by the Company.

i Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

Other Borrowing costs are recognised as expense in the period in which they are incurred.

j Taxes on Income

Current tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws. In case of tax payable as per provisions of MAT under section 115JB of the Income Tax Act, 1961, deferred MAT Credit entitlement is separately recognized as an asset in the Balance Sheet. Deferred MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

Deferred tax liabilities and assets are recognized at substantively enacted rates on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

k Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

l Provision, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

A Contingent Asset is not recognized in the Accounts.

m Cash and cash equivalents

Cash and cash equivalents include cash and cash-on-deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

n Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes to financial statements for the year ended 31 March 2017 (Contd.)

3 Share Capital

Amount in ₹

Particulars	31 March 2017	31 March 2016
Authorised		
40,00,000 Equity Shares of ₹ 10/- each (Previous year 40,00,000 Equity Shares)	4,00,00,000	4,00,00,000
Issued, Subscribed & Paid-Up		
30,00,200 Equity shares of ₹ 10/- each fully paid up (Previous year 30,00,200 Equity Shares)	3,00,02,000	3,00,02,000
	3,00,02,000	3,00,02,000

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

Particulars	31 March 2017		31 March 2016	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
At the commencement of the year	30,00,200	3,00,02,000	30,00,200	3,00,02,000
Add: Issued during the year	-	-	-	-
At the end of the year	30,00,200	3,00,02,000	30,00,200	3,00,02,000

The company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholder holding more than 5% of total number of shares issued by the company:

Name of Shareholder	31 March 2017		31 March 2016	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
Himadri Industries Ltd.	3,18,000	10.60	3,18,000	10.60
Himadri Chemicals & Industries Ltd.	3,34,900	11.16	3,34,900	11.16

Notes to financial statements for the year ended 31 March 2017 (Contd.)

4 Reserve & Surplus

Amount in ₹

	31 March 2017	31 March 2016
(a) Reserve Fund (U/s 45-IC of the RBI Act) -		
Opening balance	41,35,000	40,87,000
Add: Transferred from surplus	19,35,500	48,000
Closing balance	60,70,500	41,35,000
(b) Surplus		
Opening balance	3,11,76,907	3,09,88,906
Add: Net Profit after tax transferred from Statement of Profit and Loss	95,15,377	2,36,001
	4,06,92,284	3,12,24,907
Less : Appropriations :		
Transferred to Reserve Fund	19,35,500	48,000
Closing balance	3,87,56,784	3,11,76,907
Total	4,48,27,284	3,53,11,907

5 Long Term Borrowings (Unsecured)

Amount in ₹

	31 March 2017	31 March 2016
Advances from related parties	6,02,60,500	6,02,60,500
	6,02,60,500	6,02,60,500

* Unsecured Advances represents advances received from Himadri Dyes & Intermediates Ltd. which are interest free.

6 Short Term Borrowings (Unsecured)

Amount in ₹

	31 March 2017	31 March 2016
Loans from Body Corporates, repayable on demand	22,24,500	34,35,000
	22,24,500	34,35,000

7 Trade Payables

Amount in ₹

	31 March 2017	31 March 2016
Trade Payables		
Total outstanding dues of micro & small enterprises (Refer Note 24)	-	-
Total outstanding dues of creditors other than micro & small enterprises	85,650	50,194
	85,650	50,194

Notes to financial statements for the year ended 31 March 2017 (Contd.)**8 Other Current Liabilities**

Amount in ₹

	31 March 2017	31 March 2016
Interest accrued but not due on borrowings	37,362	-
Interest accrued and due on borrowings	-	11,34,121
Statutory Dues	23,507	46,168
	60,869	11,80,289

9 Short-term Provisions

Amount in ₹

	31 March 2017	31 March 2016
Provision for Employee Benefits		
- Provision for Leave Encashment	26,800	22,550
Provision for Income Tax (net of payments)	20,24,096	38,545
	20,50,896	61,095

10 Property, Plant and Equipment

Amount in ₹

	Vehicles	Office Equipments	Total
Gross Block			
Balance as at 31 March 2015	1,84,971	2,18,000	4,02,971
Additions during the year	-	-	-
Disposals	-	-	-
Balance as at 31 March 2016	1,84,971	2,18,000	4,02,971
Additions during the year	-	-	-
Disposals	-	-	-
Balance as at 31 March 2017	1,84,971	2,18,000	4,02,971
Depreciation			
Balance as at 31 March 2015	1,75,723	2,07,100	3,82,823
Depreciation for the year	-	-	-
Accumulated depreciation on disposals	-	-	-
Balance as at 31 March 2016	1,75,723	2,07,100	3,82,823
Depreciation for the year	-	-	-
Accumulated depreciation on disposals	-	-	-
Balance as at 31 March 2017	1,75,723	2,07,100	3,82,823
Net Block			
As at 31 March 2016	9,248	10,900	20,148
As at 31 March 2017	9,248	10,900	20,148

Notes to financial statements for the year ended 31 March 2017 (Contd.)

11 Non-current Investments

Investment in Equity Instruments of Other entities, Non trade

Amount in ₹

	Face Value per Share (₹)	31 March 2017		31 March 2016	
		Number of Shares	Value ₹	Number of Shares	Value ₹
Quoted - At cost - Fully paid up					
Himadri Speciality Chemical Ltd (Formerly, Himadri Chemicals & Industries Ltd.)	1	94,87,000	8,10,37,156	94,92,000	8,10,37,156
Ashoka Fashion Ltd.	10	10,000	1,05,000	10,000	1,05,000
Transchem Ltd.	10	10,000	6,42,500	10,000	6,42,500
Associated Alcohols & Breweries Ltd.	10	8,200	1,23,000	4,100	1,23,000
Ganpatik Yakshraj Ltd.	10	2,500	25,000	2,500	25,000
Biocon Limited	5	3,400	5,35,500	3,400	5,35,500
Wipro Ltd.	2	2,242	2,40,888	2,242	2,40,888
			8,27,09,044		8,27,09,044
Unquoted - At cost - Fully paid up					
Himadri Industries Ltd.	10	5,29,000	76,15,000	5,29,000	76,15,000
Himadri Dyes & Intermediates Ltd.	10	12,00,122	1,20,01,220	3,00,000	30,00,000
Himadri Coke & Petro Ltd.	10	2,88,250	1,37,95,000	3,20,250	1,69,95,000
Mega Market Share Resources Ltd.	10	18,900	14,17,500	18,900	14,17,500
Sri Agro Himghar Ltd.	100	55,450	55,45,000	55,450	55,45,000
Sitaram Management Ltd.	10	18,000	1,80,000	36,500	3,65,000
Raghu Management Ltd.	10	-	-	80,000	8,00,000
Raghupati Consultants Ltd.	10	13,650	1,36,500	56,000	5,60,000
Rameshwar Consultants Ltd.	10	80,000	8,00,000	80,000	8,00,000
Padmavati Estates Pvt.Ltd.	10	-	-	6,500	6,50,000
Sampoorna Merchandise Pvt. Ltd.	10	1,41,000	1,21,50,000	65,000	45,50,000
Tuaman Engineering Ltd.	10	55,000	5,50,000	55,000	5,50,000
			5,41,90,220		4,28,47,500
TOTAL			13,68,99,264		12,55,56,544
Aggregate Cost of Quoted Investments			8,27,09,044		8,27,09,044
Aggregate Market Value of Quoted Investments			42,06,97,629		15,26,12,031
Aggregate Cost of Unquoted Investments			5,41,90,220		4,28,47,500

12 Deferred Tax Assets (Net)

Amount in ₹

	31 March 2017	31 March 2016
Deferred tax assets		
- On unabsorbed loss	3,26,741	4,79,509
Deferred tax liabilities		
- Difference in depreciation on fixed assets	2,128	2,430
	3,24,613	4,77,079

Net deferred tax Asset as on 31.03.2017 has not been recognised as a matter of prudence

Notes to financial statements for the year ended 31 March 2017 (Contd.)**13 Long-term Loans and Advances
(Unsecured, considered good)****Amount in ₹**

	31 March 2017	31 March 2016
Security Deposits	35,090	35,090
Deferred MAT credit entitlement	16,43,690	6,65,011
	16,78,780	7,00,101

14 Current Investments**In Mutual Fund - Quoted - (valued at lower of cost and fair value)**

	31 March 2017		31 March 2016	
	No. of Unit	Amount In ₹	No. of Unit	Amount In ₹
DHFL Pramerica Ultra Short Term Fund-Direct Plan-Growth (Earlier DWS Ultra Short Term Fund-Direct Plan-Growth)	-	-	2,515.165	44,684
DHFL Pramerica Banking & PSU Debt Fund - Direct Plan-Growth	-	-	1,38,194.251	17,90,182
DHFL Pramerica Low Duration Fund -Direct Plan-Growth	13,223.602	2,97,021		
		2,97,021		18,34,866
Aggregate Book Value		2,97,021		18,34,866
Aggregate Market Value		3,00,381		18,73,464

15 Cash and Cash Equivalents**Amount in ₹**

	31 March 2017	31 March 2016
Cash in hand	1,48,037	11,96,690
Balance with Banks		
- In Current Accounts	1,39,951	1,55,515
	2,87,988	13,52,205

**16 Short-term Loans and Advances
(Unsecured, considered good)****Amount in ₹**

	31 March 2017	31 March 2016
Income Tax Payments (net of provisions)	3,08,497	3,47,042
Advance to employees	20,000	13,000
	3,28,497	3,60,042

Notes to financial statements for the year ended 31 March 2017 (Contd.)

17 Revenue from Operations

Amount in ₹

	31 March 2017	31 March 2016
Interest Received	-	24,99,768
Dividend from long term investment in equity shares	5,12,676	62,954
	5,12,676	25,62,722

18 Investment Income

Amount in ₹

	31 March 2017	31 March 2016
Profit on sale of:		
- Non-current investments: equity shares	1,33,16,500	21,60,000
- Current investments: mutual funds	1,46,592	1,69,773
	1,34,63,092	23,29,773

19 Other Income

Amount in ₹

	31 March 2017	31 March 2016
Sundry Balances Written Back	24,930	-
	24,930	-

20 Employees Benefit Expenses

Amount in ₹

	31 March 2017	31 March 2016
Salaries and Bonus	21,92,690	20,83,645
Staff Welfare Expenses	14,161	16,375
	22,06,851	21,00,020

21 Finance Costs

Amount in ₹

	31 March 2017	31 March 2016
Interest Expense	1,22,192	22,54,398
	1,22,192	22,54,398

Notes to financial statements for the year ended 31 March 2017 (Contd.)**22 Other Expenses****Amount in ₹**

	31 March 2017	31 March 2016
Rates & Taxes	9,010	3,500
Advertisement	49,442	77,572
Auditors' Remuneration		
- Statutory Audit Fees	51,750	6,000
- Other Services	34,500	3,000
Legal & Professional Expenses	1,63,200	24,900
Travelling & Conveyance	1,56,589	14,069
Miscellaneous Expenses	1,69,292	1,48,295
	6,33,783	2,77,336

**23 Contingent Liabilities and Commitments
(to the extent not provided for)****Amount in ₹**

	31 March 2017	31 March 2016
a) Contingent Liabilities :		
- Income Tax dispute/under appeal	7,77,898	7,77,898
b) Commitments : Nil		

24 There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

25 Additional Information pursuant to the provisions of Schedule III to the Companies Act 2013 are as under:

(i) There is no inventory during the year in the company.

(ii) Other Information

(a) C.I.F. Value of Imports	-	₹ NIL	(Previous Year - NIL)
(b) Expenditure in Foreign Currency	-	₹ NIL	(Previous Year - NIL)
(c) Earnings in Foreign Exchange	-	₹ NIL	(Previous Year - NIL)

Notes to financial statements for the year ended 31 March 2017 (Contd.)

26 Earnings Per Share (EPS):

Net Profit after tax for the year has been used as the numerator and number of shares has been used as denominator for calculating the basic and diluted earnings per share.

Amount in ₹

	31 March 2017	31 March 2016
a) Profit After Tax (₹)	95,15,377	2,36,001
b) Weighted average number of Equity Shares of ₹10 each outstanding during the year	30,00,200	30,00,200
c) Earnings Per Share – Basic & Diluted (₹)	3.17	0.08

27 Related Party Transaction:

Enterprises owned or significantly influenced by the Key Managerial

Personnel or their relatives

Himadri Speciality Chemical Ltd (Formerly, Himadri Chemicals & Industries Ltd.)

Himadri Dyes & Intermediates Ltd

Himadri Coke & Petro Ltd

Himadri Industries Ltd.

Sri Agro Himghar Ltd

Transactions carried out with related parties referred to in above, in ordinary course of business, are as under:

Amount in ₹

Nature of transactions	31 March 2017	31 March 2016
Dividen Received		
Himadri Speciality Chemical Ltd	4,74,350	-

Balances at year end:

Amount in ₹

Particulars	31 March 2017	31 March 2016
Long-term borrowings		
Himadri Dyes & Intermediates Ltd	6,02,60,500	6,02,60,500
Investment held		
Himadri Speciality Chemical Ltd	8,10,37,156	8,10,37,156
Himadri Industries Ltd.	76,15,000	76,15,000
Himadri Dyes & Intermediates Ltd	1,20,01,220	30,00,000
Himadri Coke & Petro Ltd	1,37,95,000	1,69,95,000
Sri Agro Himghar Ltd	55,45,000	55,45,000

Notes to financial statements for the year ended 31 March 2017 (Contd.)

- 28** During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

Amount in ₹

Particulars	SBNs*	Other denomi- nation notes	Total
Closing cash in hand as on 08.11.2016	11,71,000	4,690	11,75,690
(+) Permitted receipts	-	1,10,000	1,10,000
(-) Permitted payments	-	(5,976)	(5,976)
(-) Amount deposited in Banks	(11,71,000)	-	(11,71,000)
Closing cash in hand as on December 30, 2016	-	1,08,714	1,08,714

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

29 Segment Information

The Company has got a single reportable segment. Therefore, the segment wise reporting has not been given.

- 30** No provision has been made in accounts in respect of gratuity to the Employees as the Company is not covered under Payment of Gratuity Act.
- 31** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached

For S. Jaykishan

Chartered Accountants

Firm's Registration Number : 309005E

For and on behalf of the Board of Directors

Sd/-

VIVEK NEWATIA

Partner

Membership No.062636

Place : Kolkata

Date: 18th May, 2017

Sd/-

TUSHAR CHOUDHARY

Director

(DIN: 00174003)

Sd/-

ANURAG CHOUDHARY

Director

(DIN: 00173934)

Sd/-

MONIKA SARASWAT

Company Secretary

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[As required in terms of Paragraph 18 of Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016]

Amount in ₹ Lakhs

	Particulars	Amount Outstanding	Amount Overdue
	Liabilities side:		
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
a	Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
b	Deferred Credits	-	-
c	Term Loans	-	-
d	Inter-corporate loans and borrowings	22.62	-
e	Commercial paper	-	-
f	Public Deposits	-	-
g	Other loans (specify nature)	-	-
2	Breakup of 1(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid)*		
a	In the form of Unsecured debentures	-	-
b	In the form of partly secured debentures i.e., debentures where	-	-
	there is a shortfall in the value of security	-	-
c	Other public deposits	-	-

	Particulars	Amount Outstanding
	Assets side:	
3	Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):	
a	Secured	-
b	Unsecured	0.55
4	Break-up of Leased Assets and Stock on hire and other assets counting towards AFC activities:	
(i)	Lease assets including lease rentals under sundry debtors	-
a	Financial Lease	-
b	Operating Lease	-
(ii)	Stock on hire including hire charges under sundry debtors	
a	Assets on hire	-
b	Reposessed Assets	-
(iii)	Other loans counting towards AFC activities:	
a	Loans where assets have been reposessed	-
b	Loans other than (a) above	-

Amount in ₹ Lakhs

	Particulars	Amount Outstanding
5	Break-up of Investments:	
	Current Investments (stock-in-trade):	
A	Quoted	
i	Shares:	
a	Equity	-
b	Preference	-
ii	Debentures and Bonds	-
iii	Units of Mutual funds	2.97
iv	Government Securities	-
v	Others (Please Specify)	-
B	Unquoted	
i	Shares:	
a	Equity	-
b	Preference	-
ii	Debentures and Bonds	-
iii	Units of Mutual funds	-
iv	Government Securities	-
v	Others (Please Specify)	-
	Long Term Investments	
A	Quoted:	
i	Shares:	
a	Equity	827.09
b	Preference	-
ii	Debentures and Bonds	-
iii	Units of Mutual funds	-
iv	Government Securities	-
v	Others (Please Specify)	-
B	Unquoted	
i	Shares:	
a	Equity	541.90
b	Preference	-
ii	Debentures and Bonds	-
iii	Units of Mutual funds	-
iv	Government Securities	-
v	Others (Please Specify)	-
	Total	1,368.99

6	Borrower group-wise classification of assets financed as in (3) and (4) above:
----------	---

Amount in ₹ Lakhs

	Category	Amount net of provisions		
		Secured	Unsecured	Total
A	Related Parties**			
a	Subsidiaries	-	-	-
b	Companies in the same group	-	-	-
c	Other related parties	-	-	-
B	Other than related parties	-	0.55	0.55
	Total	-	0.55	0.55

7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)
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Amount in ₹ Lakhs

	Category	Market Value/ Break up or fair value or NAV	Book Value (Net of provisions)
A	Related parties **		
a	Subsidiaries	-	-
b	Companies in the same group	-	-
c	Other related parties	7,058.85	1,199.93
B	Other than related parties	359.86	172.03
	Total	7,418.71	1,371.96

** As per Accounting Standard of ICAI

8	Other Information
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	Particulars	Amount in ₹ Lakhs
(i)	Gross Non-Performing Assets	-
a	Related Parties	-
b	Other than related parties	-
(ii)	Net Non-Performing Assets	-
a	Related Parties	-
b	Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

As per our report of even date attached

For S. Jaykishan

Chartered Accountants

Firm's Registration Number : 309005E

For and on behalf of the Board

Sd/-

VIVEK NEWATIA

Partner

Membership No.062636

Place : Kolkata

Date: 18th May, 2017

Sd/-

TUSHAR CHOUDHARY

Director

(DIN: 00174003)

Sd/-

ANURAG CHOUDHARY

Director

(DIN: 00173934)

Sd/-

MONIKA SARASWAT

Company Secretary

Notes



Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

23A, Netaji Subhas Road, 8th Floor, Kolkata- 700 001

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

Ph No: (033) 2230-4363/ 9953

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and address of the member (s):			
E-mail Id:			
Folio No/ Client Id / DP ID:		No of Shares held	

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name:
Address:
E-mail Id: Signature:,or failing him
2. Name:
Address:
E-mail Id: Signature:,or failing him
3. Name:
Address:
E-mail Id: Signature:,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on **Wednesday, the 27 September 2017 at 10.30 a.m. at 8, India Exchange Place, 2nd Floor, Kolkata - 700001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2017 together with the report of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Anurag Choudhary (DIN: 00173934), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of the Statutory Auditors of the Company and their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution.		
Special Business			
4	To appoint Mr. Bankey Lal Choudhary as Managing Director (As Ordinary Resolution)		
5	To appoint Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director (As Ordinary Resolution)		
6	To appoint Mrs. Suchitra Basu (DIN: 06921540) as an Independent Director (As Ordinary Resolution)		

Signed thisday of 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
₹ 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Member upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. Further, 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 proxy for any other person or Member.



Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

23A, Netaji Subhas Road, 8th Floor, Kolkata- 700 001

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

Ph No: (033) 2230-4363/ 9953

ATTENDANCE SLIP

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company being held on **Wednesday, the 27 September 2017 at 10:30 a.m.** at 8, India Exchange Place, 2nd Floor, Kolkata – 700001.

Name of the member/ proxy (In Block Letters)			
Folio No./ DP-ID/ CL- ID.		No of Shares held	

Signature of the Shareholder/ Proxy/
Authorized Representative Present

Notes:

1. Shareholders / Proxy holders wishing to attend the meeting must bring the Attendance Slip, duly filled in and signed and hand it over at the time of entrance into the meeting Hall and bring the copies of Annual Report at the meeting for reference.

Route Map of AGM Venue





If undelivered please return to:

Himadri Credit & Finance Limited

Registered office:
23A, Netaji Subhas Road,
8th Floor, Kolkata 700001