

CS SAMIR KUMAR GHOSH

Company Secretary In Practice
CP. No. – 2018

AB-198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]

To, 30th September 2016
The Chairman of 21st Annual General Meeting (AGM) of the Members of
Himadri Credit & Finance Ltd. (CIN: L65921WB1994PLC062875)
held on 30th day of September, 2016 at 09.30A.M. at 8, India Exchange Place, Kolkata -- 700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules 2014 and voting through physical ballot forms at the AGM

I, Samir Kumar Ghosh, a Company Secretary in Practice (Membership No. ACS4740 / CP No. 2018), has been appointed as a Scrutinizer by the Board of Directors of Himadri Credit & Finance Ltd. ("the Company") for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on voting carried out as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to scrutinize the voting through ballot forms by the shareholders at the AGM in respect of the Resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the Members of the Company held on Friday, the 30th day of September, 2016 at 09.30A.M. at 8, India Exchange Place, Kolkata -- 700 001.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and physical voting through ballot forms on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the entire voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company and scrutiny of the voting by use of ballots forms at the AGM.
2. Further to the above, I submit my report on the results of the voting as under:
 - i) The remote e-voting period remained open from Monday, 26th September, 2016 (09:00 A.M) to Thursday, 29th September, 2016 (05:00 P.M)
 - ii) The Members of the Company as on the cut- off date i.e. 23rd September, 2016 were entitled to vote on the Resolutions (Items 1 to 4 as set out in the Notice of the 21st AGM of the Company)
 - iii) The members and/or their proxy at the meeting exercised their voting rights at the AGM venue by use of ballot forms.



CS SAMIR KUMAR GHOSH

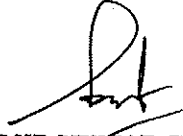
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- iv) After the conclusion of the AGM, the votes cast at the meeting were counted first and thereafter, the votes cast through remote e-voting were unblocked on 30th September, 2016 at 12.30 P.M. in the presence of two witnesses, Mr. Sourav Kumar Roy and Mr. Kousick Das who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- v) Thereafter, the details containing, inter alia, list of Equity and "B" Equity Shareholders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com>
- vi) You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as Annexure-A.

Date: 30.09.2016
Place: Kolkata

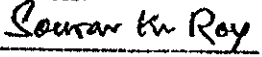



SAMIR KUMAR GHOSH
ACS No. 4740
C.P No. 2018


S. K. GHOSH
Company Secretary
C. P. No. 2018


We, the undersigned witnesses that the votes in respect of e-voting of shareholders of HIMADRI CREDIT & FINANCE LIMITED were unblocked from e-voting website of S. K. Infosolutions Pvt. Ltd. in our presence at 12.30 p.m. on 30th September, 2016.

Witness:


(Mr. Sourav Kumar Roy)


(Mr. Kousick Das)

Countersigned by
For Himadri Credit & Finance Limited


Monika Saraswat
Company Secretary
ACS: 29322

Address: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata - 700001



Annexure-A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6

Item No.1 : Adoption of Audited Financial Statements for the financial year ended 31 March 2016, and the report of the Board of Directors and Auditors thereon.						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-

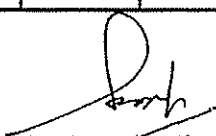
Item No. 2: Appointment of Mr. Tushar Choudhary (DIN: 00174003) as a Director who retire by rotation and offers himself for re-appointment;						
Voted in favour of the resolution	16	1253700	5	301400	1555100	100.00
Voted against the resolution	-	-	-	-	-	-
Total	16	1253700	5	301400	1555100	100.00
Invalid /Abstain votes#	8	398400	1	318000	716400	0

Votes of Related Party as defined under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No.3: Appointment of Auditors and fixing their remuneration						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-

Item No.4 : Appointment of Ms. Aditi Ganguly (DIN: 07553943) as Non-Executive Director.						
Voted in favour of the resolution	24	1652100	6	619400	2271500	100.00
Voted against the resolution	-	-	-	-	-	-
Total	24	1652100	6	619400	2271500	100.00
Invalid /Abstain votes	-	-	-	-	-	-

Place: Kolkata
Dated: 30.09.2016


Samir Kumar Ghosh
Practising Company Secretary
C.P. No. 2018
S. K. GHOSH
Company Secretary
C. P. No. 2018