

Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Kolkata 700 001

e-mail: hcfcl@himadri.com | Website: www.himadricredit.in

Ph. No: 033-22309953

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of Himadri Credit & Finance Limited will be held at its Corporate Office at 8 India Exchange Place, 2nd Floor, Kolkata- 700 001 on **Friday, 30 September 2022 at 12:30 p.m.** (IST) 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 2022 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.

SPECIAL BUSINESS

3. To appoint Mr. Anurag Choudhary (DIN:00173934) as Managing Director and to consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Anurag Choudhary (DIN: 00173934), as Managing Director of the Company for a period of 5 (Five) years with effect from 09 August 2022

to 08 August 2027 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, on the detailed terms, conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of the Managing Director in such manner as may be agreed by the Board and Mr. Anurag Choudhary, subject to the limits as specified under Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

4. To appoint Mr. Amit Choudhary (DIN:00152358) as a Director and to consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee, Mr. Amit Choudhary (DIN:00152358) who was appointed as Additional

Director by the Board of Directors of the Company at its' meeting held on 09 August 2022 in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160(1) of the Act has been received by the Company from a member proposing his candidature for office of a

Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board of Directors

Sd/-

Koushik Ranjan Saha

Company Secretary

ACS: 35429

Place: Kolkata

Date: 09 August 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to Special Businesses under item no 3 & 4 of the notice to be transacted at the 27th AGM is annexed hereto.
2. *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.*
3. 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 on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent 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.
4. 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.
5. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
6. When a Member appoints a proxy and where both the Member and the proxy attends the meeting, the proxy stands automatically revoked.
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. Requisition for inspection of proxies by Members entitled to vote on any resolution shall be made in writing at least three days in advance before the commencement of the meeting.
8. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Companies Act, 2013. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to csrajarshi@gmail.com with a copy marked to ksaha@himadri.com and evoting@nsdl.com.
9. Members of the Company had approved the re-appointment of M/s. S. Jaykishan, Chartered Accountants, (Firm registration no. 309005E) as the Statutory Auditors at the 26th Annual General Meeting of the Company held on 22 September 2021 for the second term for a period of five years which is valid till 31st Annual General Meeting of the Company.
10. Shareholders desiring any information as regards the Financial Statements of the Company are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
11. 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.
12. The Register of Members and Share Transfer Book of the Company will remain closed from 24 September 2022 to 30 September 2022 (both

days inclusive) for the purpose of AGM.

13. Members are requested to intimate to the Company's Registrar and Share Transfer Agent, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, PO & PS-Jadavpur, Kolkata - 700 032 about consolidation of folios, if shareholdings are in multiple folios and bring copies of the Annual Report and the attendance slips with them while attending the Annual General Meeting.
14. 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.
15. Members may please note that in view of the proviso to Regulation 40(1) of the SEBI Listing Regulations except in case of transmission or transposition of securities, the request for effecting the transfer of securities shall not be processed unless the securities are held in the DEMAT form with a depository, therefore those Members who are holding shares in physical form will not be able to transfer those shares and they will be able to sell those shares only after their dematerialization with a Depository Participants (DP).
16. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, **M/s S K Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, PO&PS-Jadavpur, Kolkata - 700 032** through email at skcdilip@gmail.com in case the shares are held in physical form and to the Depository Participant (D/P) in case of shares held in electronic form.
17. 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 (LODR) Regulations, 2013, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting at the 27th AGM of the Company. The instructions and other information relating to e-voting are given in the notice under note no 25.
18. The Board has appointed Mr. Rajarshi Ghosh, Practising Company Secretary (ACS 17717), as the scrutinizer to scrutinise the e-voting process (including the votes cast at the poll by the Members at the AGM) in a fair and transparent manner.
19. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.himadricredit.in immediately after declaration. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed.
20. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively and by General Circular No. 02/2022 dated May 5, 2022 and other applicable circulars, (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively and other applicable circulars (hereinafter, collectively referred as the "SEBI Circulars") and guidelines of Green Initiative, the Notice of the 27th AGM along with the Annual Report of the Company for the financial year ended 31 March 2022 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs). Members may note that the Notice and Annual Report for the financial year ended 31 March 2022 is also be available on the Company's website www.himadricredit.in and the website of NSDL at <https://www.evoting.nsdl.com>.
21. The scanned copies of the relevant documents

referred to in the accompanying notice/explanatory statement will be made available at www.himadricredit.in for inspection by the Members at the AGM, up to the date of this AGM.

22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 will be available for inspection by the Members at the AGM.

23. Mr. Koushik Ranjan Saha, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. His details are as follows;

Name: Mr. Koushik Ranjan Saha

Designation: Company Secretary and Chief Financial Officer

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

Email id: hcfl@himadri.com; Phone No.: 033-2230 9953

24. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at forthcoming AGM is given hereunder:

Name of Director	Mr. Anurag Choudhary	Mr. Amit Choudhary
DIN	00173934	00152358
Date of Birth / Age	03.08.1972 (50 years)	22.11.1975 (47 Years)
Date of first appointment on the Board	07.04.1994	09.08.2022
Qualifications	B. Com (Hons)	B. Com (Hons)
Experience (approx.)	31 years	23 Years
Nature of Expertise and Brief resume.	Mr. Anurag Choudhary joined Himadri as part of Management in 1992. He has been appointed as Director since 1994. He is a commerce graduate from the Calcutta University. Under his leadership the Group has achieved market leadership in its key products and expanded into new products and markets. He has a firm belief that true value stems from innovation.	Mr. Amit Choudhary is a commerce graduate from the Calcutta University. Under his supervision, there has been multifold capacity expansion across all businesses. He also mentors the Human Resource function of the Group in building a proud Himadrian team.
Terms and conditions of appointment or re-appointment	Proposed to be appointed as Managing Director for a period of five years	Director liable to retire by rotation
Details of remuneration sought to be paid	As per the resolution approved by Members of the Company	No remuneration is paid
Relationship with other Directors & KMP	Amit Choudhary, Brother	Anurag Choudhary, Brother
Number of Board Meetings attended during the financial year 2021-22	4/4	NA
No. of shares held (Re 1/- each)	150000	70100
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Himadri Speciality Chemical Ltd. member of Audit Committee	Himadri Speciality Chemical Ltd.

Directorship in other Companies	Himadri Speciality Chemical Limited AAT Techno Info Private Limited Raghu Management Private Limited Raghupati Consultants Private Limited Salasar Management Private Limited Sampoorna Merchandise Private Limited Himadri Credit & Finance Limited Himadri E-Carbon Limited Next Generation Condominiums Private Limited Himadri Real Estate Private Limited Pujita Merchandise Private Limited Perfect Hi-Rise Private Limited Anatahan Infrastructure Private Limited Peaklevel Infrastructure Private Limited Modern Hi-Rise Private Limited Himadri Power Limited Sri Agro Himghar Limited Next Generation Traders Private Limited	Himadri Speciality Chemical Limited Himadri Credit & Finance Limited Salasar Management Private Limited Himadri E-Carbon Limited Perfect Hi-Rise Private Limited Swarnalekha Developers Private Limited Sri Siromani Dealers Private Limited Next Generation Condominiums Private Limited Himadri Real Estate Private Limited Bluemoon Realcon Private Limited Hemaprabha Developers Private Limited AAT Techno-Info Private Limited Modern Hi-Rise Private Limited Next Generation Traders Private Limited Sri Agro Himghar Limited Chaturbhuj Properties LLP Dwarkapati Infrastructure LLP
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25. The instructions to shareholders for remote e-voting are as under:

- A. The e-voting period shall begin at **09:00 a.m. (IST) on 26 September 2022 and end at 5 p.m. (IST) on 29 September 2022**. 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. **23 September 2022**, 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.
- B. 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 i.e. 23 September 2022**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. 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. 23 September 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

1. HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>iv. e-Voting mobile application of NSDL</p> <p><u>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</u></p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

2. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent email id at skcdilip@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's Registrar and Share Transfer Agent email id at skcdilip@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 1800-222-990 or send a request at evoting@nsdl.co.in.

By Order of the Board of Directors

Sd/-

Koushik Ranjan Saha
Company Secretary
ACS : 35429

Place: Kolkata

Date: 09 August 2022

Explanatory Statement

Pursuant to Section 102 of the Companies Act 2013

Item No- 3

Mr. Anurag Choudhary (DIN: 00173934) was appointed as Director of the Company on 07 April 1994. The Board at its' meeting held on 09 August 2022 and upon recommendation of the Nomination and Remuneration Committee has appointed and designated Mr. Anurag Choudhary to the position of Managing Director of the Company for a period of 5 (Five) years w.e.f 09 August 2022, subject to the approval of shareholders.

Mr. Anurag Choudhary aged about 50 years, has been associated with the Company since 1994. He is a Commerce graduate from the Calcutta University. Under his leadership the Company has achieved growth in its key products and expanded into new products and markets. He has a firm belief that true value stems from innovation. Mr. Choudharys' association as Managing Director would be beneficial for the further growth and development of the business of the company. It is to inform that Mr. Choudhary is also Managing Director & CEO of Himadri Speciality Chemical Ltd.

Since, the conditions laid down in Part-I Section –I of Part –II of Schedule V appended to the Companies Act, 2013 have been satisfied, therefore only consent of the shareholders is required for his appointment as Managing Director and no approval of the Central Government is required for the proposed appointment. An agreement with Mr. Choudhary will be entered to record the terms of appointment, after getting the approval of the shareholders. The terms and conditions for appointment as Managing Director are enumerated hereunder:

1. Period of appointment

The appointment will be for a period of 5 (Five) years w.e.f. 09 August 2022 to 08 August 2027.

2. Remuneration

In terms of the provisions of Schedule V 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** : Re. 1/- per annum.
- ii) **Perquisites** : Nil

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 and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

After getting approval of members, the Company will enter into an agreement with the Director. The draft Agreement to be entered into by the Company with Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days (except Saturday) until the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Amit Choudhary and the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board of Directors recommends the Special Resolution as set forth in the item no. 3 for approval of the members of the Company.

STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS THE CASE MAY BE:

I. GENERAL INFORMATION:

1. **Nature of industry:** Non-Banking Financial Company
2. **Date or expected date of commencement of commercial production:** Not Applicable
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** Not applicable
4. **Financial performance based on given indicators:**

(₹ in Lakhs)

For the Financial Year	2021-22	2020-21	2019-20
Revenues	224.14	182.29	156.19
Net Profit/ (Loss) before Tax	165.67	60.85	14.97
Net Profit/ (Loss) after Tax	132.43	110.94	5.12
Paid up Equity Share Capital	300.02	300.02	300.02
Earnings Per Share (₹)	4.41	3.70	0.17
Dividend %	Nil	Nil	Nil

5. **Foreign investments or collaborations, if any:** Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

1. **Background details:** Mr. Anurag Choudhary joined Himadri as part of Management in 1992. He has been appointed as Director since 1994. He is a commerce graduate from the Calcutta University Under his leadership the Group has achieved market leadership in its key products and expanded into new products and markets. He has a firm belief that true value stems from innovation.
2. **Past Remuneration:** Nil
3. **Recognition or awards:** None
4. **Job profile and his suitability:** Please see (1) above
5. **Remuneration proposed:** Re 1/- p.a
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.**

Mr. Anurag Choudhary holds 150000 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above does not have any other pecuniary relationship with the Company.

8. **Relationship with other Directors & KMP:** Mr. Amit Choudhary, Director – Brother

III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** Not Applicable
2. **Steps taken during the year for improvement:** Not Applicable
3. **Expected increase in productivity and profits in measurable terms:** Not Applicable

IV. DISCLOSURES

The required disclosures pursuant to Schedule V to the Act are given in the Explanatory Statement hereinbefore.

Item No- 4

The Board of Directors upon recommendation of Nomination and Remuneration Committee has appointed Mr. Amit Choudhary as an additional director with effect from 09 August 2022 and in terms of provisions of Section 161(1) of the Companies Act, 2013 who shall hold office of director upto the date of ensuing annual general meeting. The Company in terms of Section 160(1) of the Companies Act, 2013, has received a notice in writing from a member signifying his intention to propose Mr. Amit Choudhary as a candidate for the office of Director and the company has also received necessary consent pursuant to Section 152(5) of Companies Act, 2013 from Mr. Amit Choudhary to act as director of the Company. The Board considered it desirable that the Company should continue to avail itself of his services. Therefore, the Board recommends that this resolution be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Anurag Choudhary and the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board of Directors recommends the Ordinary Resolution as set forth in the item no. 4 for approval of the members of the Company.

By Order of the Board of Directors

Sd/-

**Koushik Ranjan Saha
Company Secretary
ACS : 35429**

**Place: Kolkata
Date: 09 August 2022**

Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Kolkata 700 001

E-mail: hcfl@himadri.com | Website: www.himadricredit.in

Ph. No: 033 22309953

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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, **30 September 2022 at 12:30 p.m. (IST)** at 8 India Exchange Place, 2nd Floor, Kolkata- 700 001 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 2022 together with the report of the Board of Directors and Auditors thereon.(Ordinary Resolution)		
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.(Ordinary Resolution)		
3	To appoint Mr. Anurag Choudhary (DIN:00173934) as Managing Director (Special Resolution)		
4	To appoint Mr. Amit Choudhary (DIN:00152358) as a Director (Ordinary Resolution)		

Signed thisday of 2022

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

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E-mail: hcfi@himadri.com | Website: www.himadricredit.in

Ph. No: 033 22309953

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 27th Annual General Meeting of the Company being held on **Friday, the 30 September 2022 at 12:30 p.m. (IST)** at 8 India Exchange Place, 2nd Floor, Kolkata- 700 001

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

