

## Himadri Credit & Finance Limited

CIN: L65921WB1994PLC062875

Regd. Office: 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata- 700 001

Corp. Office: 8, India Exchange Place, 2<sup>nd</sup> Floor, Kolkata- 700 001

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

Ph. No: 033 22309953

### Notice to the Members

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting ("AGM") of the Members of Himadri Credit & Finance Limited ("the Company") will be held on **Thursday, 12 September 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** 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 2024 together with the reports 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 approve Material Related Party Transactions with Ms. Sheela Devi Choudhary**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 and the other applicable provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, as amended from time to time and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Company's Policy on Materiality of and Dealing with Related Party Transactions, as may be applicable from time to time, any other rules / regulations / guidelines, if any, prescribed

by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), stock exchange where the shares of the Company are listed i.e. Calcutta Stock Exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities) and pursuant to the approval of the Audit Committee and Board of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, transaction/contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with Ms. Sheela Devi Choudhary, who is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and such related party, for an aggregate value of upto ₹ 4,00,00,000/- (Rupees Four Crore Only), which is in excess of 10% of the annual consolidated turnover of the Company as per last audited financial statements, to be entered during Financial Year 2024-25, as per the details provided in the explanatory statement, annexed to this Notice, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time

for giving effect to the above resolution, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any one Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

**By Order of the Board**

Sd/-

Pintu Singh

**Company Secretary**

**FCS: 10733**

**Place: Kolkata**

**Date: 08 August 2024**

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("Act") setting out material facts relating to Special Business under Item No. 3 of the Notice to be transacted at the 29<sup>th</sup> AGM is annexed hereto. The recommendation of the Board of Directors of the Company ("Board") in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") is also provided in the said Statement.
2. Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 20, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10/2022 and 11/2022 dated December 28, 2022 respectively and General Circular No. 9/2023 dated September 25, 2023 and other applicable circulars, (hereinafter, collectively referred as the "**MCA Circulars**"), the Ministry of Corporate Affairs ("**MCA**") has permitted companies to conduct their annual general meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), which does not require physical presence of the Members, Directors, Auditors and other persons at common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 29<sup>th</sup> AGM of the Company is being conducted through VC / OAVM facility. The deemed venue for the 29<sup>th</sup> AGM shall be the Corporate Office of the Company situated at Ruby House, 8 India Exchange Place, 2<sup>nd</sup> Floor, Kolkata – 700 001. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is given in the Notice under Note No. 26.
3. The 29<sup>th</sup> AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act, SEBI Listing Regulations and read with all the applicable MCA and SEBI Circulars.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during 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. NSDL will be providing facility for voting through remote e-Voting, for participation in the 29<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 29<sup>th</sup> AGM. The instructions and other information relating to e-Voting are given in the Notice under Note No. 26.
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are Body Corporate(s) are entitled

to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-Voting and e-Voting during the 29<sup>th</sup> AGM of the Company.

6. Institutional / 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., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting and e-Voting during AGM, to the Scrutinizer by email through its registered email address to [csbandanasaha016@gmail.com](mailto:csbandanasaha016@gmail.com) with a copy marked to [pintu.singh@himadri.com](mailto:pintu.singh@himadri.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The quorum for the AGM, as provided in Section 103 of the Act, is five (5) Members (including a duly authorized representative of a body corporate) and the Members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circulars and other applicable circulars.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 06 September 2024 to 12 September 2024 (both days inclusive) for the purpose of the AGM.
9. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and Circular No. [SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167](#) dated October 07, 2023 issued by SEBI, the Notice of the 29<sup>th</sup> AGM along with the Annual Report of the Company for the financial year ended 31 March 2024 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 2024 is also available on the Company's website [www.himadricredit.in](http://www.himadricredit.in) and also on the website of NSDL (agency for providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company will also be sending printed copies of the Annual Report 2023-24 to the shareholders on receipt of specific request.

#### 10. Updation of PAN and other details

SEBI vide its Circular No. [SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37](#) dated March 16, 2023, mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination

details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

In terms of above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, were required to be frozen with effect from October 1, 2023. Further, in terms of the said Circular, such physical shareholders will not be eligible, unless the requirements of this Circular has been complied with by such shareholders, for the following-

- a. to lodge grievance or avail service request from the RTA of the Company; and
- b. for receipt of dividend, interest or redemption payment in respect of such frozen folios.

The timeline for furnishing the above mentioned details were further extended till December 31, 2023 vide SEBI Circular No. [SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/158](#) dated September 26, 2023

Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

In this connection, shareholders holding shares in physical form are requested to update their PAN, KYC, Nomination details. The Forms for updating KYC can be downloaded from our website [www.himadricredit.in](http://www.himadricredit.in) under Investor Section.

We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN), address and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

Accordingly, to update the KYC details with the Company or intimate about change in their KYC, the following procedure may be followed:

#### **Demat Holding:**

Update the PAN and KYC (i.e. postal address with pin code, email address, mobile number, bank account details) through your Depository Participants (DPs).

#### **Physical Holding:**

PAN and KYC documents can be sent directly to the RTA in any of the following manner:

- Through 'In Person Verification' (IPV): Shareholders can submit their required documents at the office of the RTA.
- Through hard copies: Shareholders can send duly self-attested and dated hard copies of the required documents to below mentioned address of the RTA.
- Electronic Mode: Shareholders can send the required documents with E-sign from their registered email ID, as prescribed by SEBI.

The Company has also issued public notice urging the shareholders for registration and/or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

**11. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**

- a. This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- b. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcom.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- c. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

12. Members may please note that in view of the proviso to Regulation 40(1) of the Listing

Regulations, securities of listed companies can be transferred only in dematerialised form (DEMAT) with effect from 1 April 2019. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated 27 March 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after 1 April 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after 1 April 2019 can do so only after the shares are dematerialized.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its RTA.

14. As per the provisions of Section 72 of the Act the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website, [www.himadricredit.in](http://www.himadricredit.in). Members are requested to submit the said details to their Depository Participants (DPs) in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website, [www.himadricredit.in](http://www.himadricredit.in).

16. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.

17. Non-Resident Indian Members are requested to inform Company's RTA, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032, email: [skcdilip@gmail.com](mailto:skcdilip@gmail.com), immediately of :
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. The Board has appointed Mrs. Bandana Saha, Practising Company Secretary (ACS 46329, C. P. No. 27041), as the Scrutinizer to scrutinize the remote e-Voting process and also e-Voting during the meeting in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-Voting at the 29<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
19. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.himadricredit.in](http://www.himadricredit.in) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed.
20. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
21. The scanned copies of the relevant documents referred to in the accompanying notice/explanatory statement will be made available at [www.himadricredit.in](http://www.himadricredit.in) for inspection by the Members at the AGM, up to the date of this AGM.
- During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Memorandum and Articles of Association of the Company shall be available for inspection upon login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
22. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
23. Mr. Pintu Singh, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-Voting. The Members may contact at Email id: [hcfl@himadri.com](mailto:hcfl@himadri.com); Phone No.: 033-2230 9953
24. Details as required under Regulation 36(3) of the SEBI Listing Regulations and Revised Secretarial Standards on General Meeting (SS-2) with respect to Director seeking appointment/re-appointment at ensuing AGM is given in the **Annexure- I** to this Notice.
25. Since the AGM will be held through VC / OAVM facility, the Attendance slip and Route Map are not annexed to this Notice.
26. **Conduct of AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility.**
- A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- The Members are requested to join the 29<sup>th</sup> AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting i.e 11:00 a.m. (IST) by clicking on the link <https://www.evoting.nsdl.com> under Members login, where the EVEN of the Company will be displayed, by using the remote e-Voting credentials and the same shall be kept open throughout the meeting. The Members are also requested to follow the procedure mentioned in these notes.
  - The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - In line with the MCA Circulars, the Notice calling the 29<sup>th</sup> AGM has been uploaded on the website of the Company at [www.himadricredit.in](http://www.himadricredit.in) and is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and

Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- v. Members who would like to express their views or ask questions during the 29<sup>th</sup> AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at [hcfl@himadri.com](mailto:hcfl@himadri.com) from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered themselves as speaker by 4 p.m. (IST) on 06 September 2024 will be able to speak at the meeting.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.

- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- viii. Members desiring any information regarding the Financial Statements of the Company to be placed at the AGM are requested to write to the Company through email on [hcfl@himadri.com](mailto:hcfl@himadri.com) latest by 4 p.m. (IST) on 06 September 2024 so as to enable the management to keep the information readily available at the meeting.
- ix. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [hcfl@himadri.com](mailto:hcfl@himadri.com). The same will be replied by the Company suitably.
- x. The Company reserves the right to restrict the

number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

- xi. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not casted their vote by remote e-Voting shall be eligible to cast their vote through e-Voting during the AGM. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have casted their votes, the e-Voting will be closed with the formal announcement of the closure of the 29<sup>th</sup> AGM of the Company.
  - a. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 29<sup>th</sup> AGM of the Company through VC/OAVM facility.
  - b. Members who need assistance before or during the AGM with use of technology, can:
    - Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 - 4886 7000 and 022 - 2499 7000.
- xii. The Members who have casted their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.

**B. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:**

- i. The remote e-Voting period shall begin at 09:00 a.m. (IST) on **08 September 2024 and ends at 5:00 p.m. (IST) on 11 September 2024**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 05 September 2024**, 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.
- ii. 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. 05 September 2024**. 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 becomes Member of the Company after dispatch of the

Notice and holding shares as of the **cut-off date i.e. 05 September 2024**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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 (DPs). 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	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DPs)</p>	<p>You can also login using the login credentials of your demat account through your respective Depository Participants (DPs) registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 &amp; voting during the meeting.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.</p>

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

<p><b><u>How to Login to NSDL e-Voting website?</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> </ol>
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Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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'?
  - (i) 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'.
  - (ii) 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:

- a) 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](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.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.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email IDs are not registered with the Depositories for procuring user id and password and registration of e mail 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 the Company's email id at [hcfl@himadri.com](mailto:hcfl@himadri.com) or, Company's RTA email id at [skcdilip@gmail.com](mailto: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 email id at [hcfl@himadri.com](mailto:hcfl@himadri.com) or, Company's Registrar and Share Transfer Agent email id at [skcdilip@gmail.com](mailto: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](mailto: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 (DPs). Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops for better experience.
3. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Act]

**Item No. 3**

As per clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as 'related party transactions', regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, Regulation 23(1) of the SEBI Listing Regulations states that all Material Related Party Transaction with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the listed company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders.

Further, as per Section 188 of the Companies Act 2013 read with Rule 15 of Companies (Meeting of Board and

its Powers) Rules 2014, sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to ten percent or more of the turnover of a company, requires prior approval of Shareholders by way of an ordinary resolution.

It is in the above context that Item No. 3 is placed for the approval of the Members of the Company. The value ( i.e. ₹ 4 Crore) of the proposed transaction in Item No. 3 exceeds the materiality threshold specified in Regulation 23(1) i.e. ₹ 1,000 crore or ₹ 0.23 Crores (10% of annual consolidated turnover of the Company for the financial year 2023-24), whichever is lower or any other materiality threshold as may be applicable under law/ regulations from time to time.

The Independent Directors of the Audit Committee of the Company and the Board of Directors have, based on relevant details provided by the Management, at their respective meetings held on 08 August 2024, reviewed and approved the said transaction(s) and recommended to Shareholders for their approval, while noting that such transactions shall be on arms' length basis and are in accordance with Policy on Materiality

of and Dealing with Related Party Transactions.

The Board accordingly recommends the resolution set out at Item No. 3 of this Notice for approval by the Members by way of an ordinary resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under item no. 3.

Except, Mr. Anurag Choudhary and Mr. Amit Choudhary, Directors of the Company, none of the other Directors and the Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions no. 3 except to the extent of their shareholding, if any, in the Company.

**Background and details of the transaction:**

The Company is holding 21,41,016 no of 1% Non-cumulative redeemable preference shares (NCRPS) of Modern Hi-Rise Private Limited (Script). The Company intends to transfer the NCRPS to Ms. Sheela Devi Choudhary('buyer'), relative of Mr. Anurag Choudhary and Mr. Amit Choudhary, Directors of the Company. The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed Related Party Transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering the above-mentioned RPT. The Committee has noted that the said transactions will be on an arms' length basis. Accordingly, based on the approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 3 of the accompanying Notice to the shareholders for approval.

The details as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23(4) of the SEBI Listing Regulations read with Chapter III-B of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

- (i) **Name of the Related Party:** Ms. Sheela Devi Choudhary, being a relative of the Directors of the Company and being part of Promoter & Promoter Group.
- (ii) **Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):** Relative of Mr. Anurag Choudhary and Mr. Amit Choudhary,

Directors of the Company and also being part of the Promoter & Promoter Group

- (iii) **Name of the Director /Key Managerial personnel who is related, if any:** Mr. Anurag Choudhary and Mr. Amit Choudhary
- (iv) **The nature/ type and material terms/particulars of the contract or arrangement:** The Company is holding 21,41,016 no of 1% Non-cumulative redeemable preference shares (NCRPS) of Modern Hi-Rise Private Limited. The Company intends to transfer the NCRPS to Ms. Sheela Devi Choudhary, relative of Mr. Anurag Choudhary and Mr. Amit Choudhary, Directors of the Company.
- (v) **Tenure:** Financial Year 2024-25
- (vi) **Monetary Value of the Contract (₹):** Not exceeding ₹ 4,00,00,000/- (Rupees Four Crore Only) to be entered during Financial Year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)
- (vii) **Any advance paid or received for the contract or arrangement, if any:** NA
- (viii) **Manner of determining the pricing and other commercial terms, both included as a part of the contract and not considered as a part of contract:** The buyer has agreed to purchase the Script at a price equivalent to the arm's length price or higher. The buyer and the Company are in process of negotiating and finalising the price at which the transaction shall be executed which shall be in interest of the stakeholders of the Company.  
The Company has obtained a valuation report from a Registered Valuer with respect to the 1% Non-cumulative redeemable preference shares (NCRPS) for the purpose of measuring the NCRPS at fair value through profit or loss (FVTPL) as per Ind AS 109 wherein the fair value per NCRPS was arrived at ₹ 10 each.
- (ix) **Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:**  
Yes, all relevant factors have been considered.
- (x) **The percentage of listed entity's annual consolidated turnover, for the immediately**

preceding financial year, that is represented by value of the proposed transaction: Not more than 171% approx

(xi) **Details about valuation or other external report, if any, relied upon:** The Company has obtained a valuation report dated 05 August, 2024 from Ms. Vidhi Chandak, independent registered valuer (registration no. IBBI/RV/06/2019/11186, having office at 8 Lake Range, Kolkata- 700026) with respect to the 1% Non-cumulative redeemable preference shares (NCRPS) for the purpose of measuring the NCRPS at fair value through profit or loss (FVTPL) as per Ind AS 109 wherein the fair value per NCRPS was arrived at ₹ 10 each.

The transaction is proposed to be executed at a value higher than the fair value of the Script. The buyer and the Company are in process of negotiating and finalising the price at which the transaction shall be executed which shall be in interest of the stakeholders of the Company.

(xii) **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company:**

The proposed sale of Script shall result in the following benefits:

a. **Attractive Sale Price** - The buyer is offering higher than the fair value per NCRPS as determined in accordance with Ind AS 109. This makes the buyer's offer a financially attractive proposition for our company.

b. **Immediate Cash Inflow** - The sale will generate a huge cash inflow. This immediate liquidity boost can be used to strengthen our financial position by investing in core operations or supporting other strategic initiatives.

c. **Buyer's investment objectives** - The buyer is trying to consolidate her investments in Non-cumulative redeemable preference shares (NCRPS) of Modern Hi-Rise Private Limited and is exploring legal options for enhancing the returns after consolidation of the said investments. Hence is willing to acquire the Script at a premium price.

d. **Market Conditions** - The market for non-cumulative redeemable preference shares can often be illiquid, making it challenging to find buyers willing to pay a premium at a later stage. The offer from Ms. Sheela Devi Choudhary presents a unique opportunity to divest these shares at a favorable price in an otherwise limited market.

(xiii) **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries:** Not Applicable

(xiv) **Any other information that may be relevant:** All important information forms part of this statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forms part of this Notice.

**ANNEXURE-I**

Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and and Clause 1.2.5 of SS-2 with respect to Directors seeking appointment / re-appointment at ensuing AGM is given hereunder:

<b>Name of Director</b>	<b>Mr. Anurag Choudhary</b>
<b>Designation/ Category of the Director</b>	Managing Director
<b>DIN</b>	00173934
<b>Date of Birth / Age</b>	03.08.1972 (51 years)
<b>Date of first appointment on the Board</b>	07.04.1994
<b>Qualifications</b>	B. Com (Hons)
<b>Experience (approx.)</b>	31 years
<b>Nature of Expertise and Brief resume.</b>	Mr. Anurag Choudhary 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.
<b>Terms and conditions of appointment or re-appointment</b>	In terms of applicable provisions of the Act, Mr. Anurag Choudhary who was appointed as Managing Director for a period of five years w.e.f 09 August 2022 at the AGM held on 30 September 2022, is liable to retire by rotation.
<b>Details of remuneration sought to be paid</b>	₹ 1/- per annum
<b>Remuneration last drawn</b>	NIL
<b>Number of Board Meetings attended during the financial year 2023-24</b>	5
<b>Relationship with other Directors &amp; KMP</b>	Mr. Amit Choudhary, Director- Brother
<b>Shareholding in the Company</b>	1,50,100
<b>Directorship in other Companies including listed entities</b>	- AAT Techno Info Private Limited, - Himadri Speciality Chemical Limited, - Next Generation Condominiums Private Limited, - Perfect Hi-Rise Private Limited, - Peaklevel Infrastructure Private Limited, - Modern Hi-Rise Private Limited, - Sri Agro Himghar Limited, - Next Generation Traders Private Limited, - Himadri Birla Tyre Manufacturer Private Limited, - Birla Tyres Limited, - Himadri Green Technologies Innovation Limited, - Himadri Anoion Limited, - Himadri Clean Energy Limited, - Himadri Future Material Technology Limited, - Himadri Li Recycle Limited, - Invati Creations Private Limited,

<p>Names of listed entities in which the person also holds the directorship and Chairman/ Member of the Committee of Board of other Companies (excluding foreign companies)</p>	<p><b>Directorship of the Board:</b> Himadri Speciality Chemical Ltd.</p> <p><b>Membership of the committees of the Board:</b> Himadri Speciality Chemical Ltd.: Audit Committee, Risk Management Committee, ESG Committee, Share Transfer Committee, Finance &amp; Management Committee, Strategy &amp; Investment Committee, Commodity Committee, Share Issue &amp; Allotment Committee and Project Committee</p>
<p>Listed entity from which resigned in the past 3 years</p>	<p>NIL</p>

Place: Kolkata  
Date: 08 August 2024

By Order of the Board  
Sd/-  
Pintu Singh  
Company Secretary  
FCS: 10733