



HINDUSTHAN CREDIT CAPITAL LTD.

CIN L17125WB1983PLC0362099

Reg. office 2ND FLOOR, UNIT D, 3, BRITISH INDIAN STREET, KOLKATA - WB 700069

Email id: info@hindusthancapital.com

Website-www.hindusthancapital.com

NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the members of Hindusthan Credit Capital Limited ("Company") will be held on Saturday 15th July 2023, at 12:00 noon through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business(s):

ORDINARY BUSINESS:

Item No. 1 Adoption of Audited Financial Statements

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31 March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2 Appointment of Mrs. Suchita Goyal (DIN: 00014102) as a Director, liable to retire by rotation, and being eligible, offers herself for re-appointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Suchita Goyal (DIN: 00014102) who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company."

Item No. 3 To consider the ratification of M/s Ashok Kumar Agrawal and Co. Statutory Auditor of the Company,

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Ashok Kumar Agrawal and Co. (Registration Number FRN: 329514E with ICAI) Chartered Accountants, as Auditors of the Company to hold office w.e.f 28th September 2017 till the conclusion 39th AGM of the Company to be held in the year 2022."

**By Order of the Board of Directors of
Hindusthan Credit Capital Limited**

**SD/-
(Rajesh Goyal)
Whole Time Director
DIN: 01339614**

**Date: 20.06.2023`
Place: Noida**

**Add. : H. No.32, Road No.43
West Punjabi Bagh West Delhi-110026**

**NOTES:**

1. In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 21, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 (collectively referred as “MCA circulars”) and SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and the Ministry of Corporate Affairs (MCA) has issued a clarification (through its General Circular No. 10/2022 and General Circular No. 11/2022, dated 28.12.2022) allowing the conduct of annual general meeting (AGM) and extra ordinary general meetings (EGM) of companies due for the year 2023, through video conference (VC) or other audio-visual means (OAVM) mode till September 30, 2023. (Collectively referred as “SEBI circulars”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC without the physical presence of the Members at a common venue. Accordingly, 38th AGM of the Company is being conducted through VC/ OAVM. Hence, Shareholders can attend and participate in the 38th AGM of the Company through VC/OAVM.
2. The Company has engaged the services of National Securities Depository Limited (“NSDL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent Item mentioned in this AGM Notice are considered unavoidable and forms part of this Notice. Further, a statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is forms a part of this Notice.
3. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the company shall be deemed to be the venue for the AGM.
4. As required under regulation 36(3) of the Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the Director, who is being appointed/re-appointed is annexed hereto.
5. In compliance with the Circulars, Annual Report along with the Notice of the AGM, and instructions for remote e-Voting/ e-Voting are being sent only through e-mail to those Shareholders whose email addresses are registered with the Company’s Registrar and Transfer Agents, Aalnkrit Assignments Limited (“RTA”)/ Depository Participant(s) (“DP”). The copy of Annual Report along with the Notice is available on the Company’s website at www.hindusthancapital.com, website of the Stock Exchanges i.e., CSE Ltd. (‘CSE’) at www.cseindia.org and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from 09.07.2023 to 15.07.2023 both days inclusive.

DISPATCH OF NOTICE OF AGM AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

8. In terms of Section 136 of the Companies Act, 2013 (the “Act”) read with the rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) and in terms of MCA circular dated 5 May 2022 and SEBI circular dated 13 May 2022, the listed companies may send the notice of AGM and the Annual Report, including financial statements, Boards’ Report, etc. by electronic mode in case the meeting is conducted through VC/OAVM.



Accordingly, Notice of 38th AGM along with the Annual Report for financial year ended March 31, 2021 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the 38th AGM and Annual Report for financial year ended March 31, 2021 will also be available on the Company's website at www.hindusthancapital.com, website of the Stock Exchanges i.e., CSE Ltd. ('CSE') at www.cseindia.org and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

9. In this notice, the term member(s) or shareholder(s) are used interchangeably.
10. For receiving all communication (including Annual Report) from the Company electronically:
 - a.) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at Registered Office or to Registrar and Transfer Agent of the Company M/s Alankit Assignments Limited at rta@alankit.com
 - b.) Members holding shares in dematerialised mode are requested to register / update their email addresses with the RTA.

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 General 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 eVoting 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. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned above of this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members 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.

PROCEDURE FOR E-VOTING AT THE AGM:

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as "electronic voting") to its members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.



12. 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 16.06.2023
13. 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 16.06.2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company's Registrar and Transfer Agent, M/s Alankit Assignments Limited (RTA).
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting on the day of AGM.
15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. The remote e-voting period begins on 12.07.2023 at 9:00 A.M. and ends on 14.07.2023 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

OTHER INFORMATION:

17. Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
18. Further, as an on-going measure to enhance ease of dealing in security markets by investors Securities and Exchange Board of India (SEBI) vide its circular having reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division/ Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; and viii. Transposition
19. Pursuant to SEBI circulars, the Company has sent communication to the members holding shares in physical form requesting them to furnish the required details.
20. Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company/ RTA, as mandated by SEBI, by writing to the Company RTA at info@alankit.com along with the details of folio no., self attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque. b) pursuant to section 72 of the Companies Act, 2013, are advised to file nomination in the prescribed Form SH- 13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may please contact their respective Depository Participants.
21. Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.
22. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number



23. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered 16.06.2023 (cut- off date) determine the eligibility of Members to vote at the AGM (“Cut-off date”). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote at the AGM.
24. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
25. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

**By Order of the Board of Directors of
Hindusthan Credit Capital Limited**

**SD/-
(Rajesh Goyal)
Whole Time Director
DIN: 01339614**

**Date: 20.06.2023`
Place: Noida**

**Add. : H. No.32, Road No.43
West Punjabi Bagh West Delhi-110026**



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 2 to 7 of the accompanying Notice. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 1 of the said Notice.

Item No 2. Mrs. Suchita Goyal Director retire by rotation

Mrs. Suchita Goyal, Director (DIN: 00014102) whose office is subject to retire by rotation but eligible to be appointed as Director of the company is reappointed as Director and her reappointment is subject to approval of members of the company therefore the resolution in Item No 2 of his re appointment as Director who is liable to retire by rotation, is placed before the member for their approval.

None of the Directors except Mr. Rajesh Goyal or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the Resolution.

Profile of Mrs. Suchita Goyal

Mrs. Suchita Goyal is commerce graduate, She is having more than 17 years of experience of business decision activities and administration affairs as part of Senior Management.

Item No. 3 – Ratification of Appointment of Statutory Auditor

M/s. Ashok Kumar Agrawal and Co. (Registration Number FRN: 329514E with ICAI) Chartered Accountants, were appointed as the statutory auditors of the Company for five years in the Annual General Meeting of the company for the Financial Year. 2017-18 and their term will end at the conclusion of 39th Annual General Meeting for the financial year 2021-22. Hence, as per Section 139 (1) read with Companies (Audit and Auditors) Rules, 2014, members have to ratify their appointment at each subsequent Annual General Meeting.