HINDUSTHAN CREDIT CAPITAL LTD.

CIN L17125WB1983PLC0362099
Reg. office 2ND FLOOR, UNIT D, 3, BRITISH INDIAN STREET, KOLKATA - WB 700069
Email id: info@hindusthancreditcapital.com
Website-www.hindustancreditcapital.com

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the **40th Annual General Meeting** of the members of M/s Hindusthan Credit Capital Limited ("Company") will be held on **Saturday 9th September 2023, at 11:30 pm** 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, 2023 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 Mr. Sanjay Kumar Jha (DIN: 07792067) as a Director, liable to retire by rotation, and being eligible, offers himself 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, Mr. Sanjay Kunar Jha (DIN: **07792067)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

Item No 3. Re-Appointment of Statutory Auditors

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 provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Ashok Agarawal & Co., Chartered Accountant, (Firm Registration No. 329514E) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Special Business

Item No 4. Appointment of Mrs. Gazal Mittal as Independent Director

To pass with or without modification following resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1)and Section 149 read with schedule IV Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, Sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint Mrs. Gazal Mittal as Woman Director (Non-Executive & Independent) on the Board of the Company w.e.f. 20.07.2023 to hold office subject to the approval of the members in the General Meeting, for a term five consecutive years (5 yrs).”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any Directors of the company for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

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

SD/-
Rajesh Goyal
Director
DIN – 01339614
Add:- H. No. 32, Road No. 43,
Punjabi Bagh West, Delhi-110026

SD/-
Himanshu Garg
Director
DIN – 08055616
Add: G-1407, Prateek Laurel
Sector 120, Gautam Buddha
Nagar, Noida UP - 201301

Date – 17.08.2023
Place – Noida

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, 40th AGM of the Company is being conducted through VC/ OAVM. Hence, Shareholders can attend and participate in the 40th 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, Aalnkit Assigments Limited ("RTA")/ Depository Participant(s) ("DP"). The copy of Annual Report along with the Notice is available on the Company's website at www.hindusthancreditcapital.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 01.09.2023 to 09.09.2023 both days inclusive.

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

8. 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 E-VOTING INSTRUCTIONS MENTIONED IN THE NOTICE TO AVOID LAST MINUTE RUSH.

9. Members are encouraged to join the Meeting through Laptops for better experience.

10. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

11. 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.

12. **DISPATCH OF NOTICE OF AGM AND ANNUAL REPORT THROUGH ELECTRONIC MODE**:

13. 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 40th AGM along with the Annual Report for financial year ended March 31, 2023 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 40th AGM and Annual Report for financial year ended March 31, 2023 will also be available on the Company's website at www.hindusthancreditcapital.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.

14. In this notice, the term member(s) or shareholder(s) are used interchangeably.

15. For receiving all communication (including Annual Report) from the Company electronically:

16. 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

17. Members holding shares in dematerialised mode are requested to register / update their email addresses with the RTA.

PROCEDURE FOR E-VOTING AT THE AGM:

18. 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.

19. 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 10.08.2023

20. 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. 02.09.2023 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).

21. 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.

22. 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.

23. The remote e-voting period begins on 06.09.2023 at 9:00 A.M. and ends on 08.09.2023 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

OTHER INFORMATION:

24. 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 advise to avail of the facility of dematerialisation.

25. 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

26. Pursuant to SEBI circulars, the Company has sent communication to the members holding shares in physical form requesting them to furnish the required details.

27. 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.

28. 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.

29. 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

30. 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 02.09.2023 (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.

31. 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.

32. 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.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode In terms of the 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
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 contact at 022 - 4886 7000 and 022 - 2499 7000 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 1800 22 55 33 (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 Even

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 124919 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. b) 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 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 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 124919” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General 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.

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

SD/-
Rajesh Goyal
Director
DIN – 01339614
Add:- H. No. 32, Road No. 43,
Punjabi Bagh West, Delhi-110026

SD/-
Himanshu Garg
Director
DIN – 08055616
Add: G-1407, Prateek Laurel
Sector 120, Gautam Buddha
Nagar, Noida UP - 201301

Date: 17.08.2023
Place: Delhi

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. Mr. Sanjay Kumar Jha Director retire by rotation

Mr. Sanjay Kumar Jha, Director (DIN: 07792067) whose office is subject to retire by rotation but eligible to be appointed as Director of the company is reappointed as Director and his 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 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 Mr. Sanjay Kumar Jha (Director)

Mr. Sanjay Kumar Jha is a Director of the Company having over 12 years of experience in Financial, Taxation and Accounting matters and in particular.