

Compliance Report on Corporate Governance

1. Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**
(Formerly Known as Himadri Chemicals & Industries Limited)
2. Quarter ending: **December 31, 2018** Listed at BSE/NSE

1. Composition of Board of Directors									
Title (Mr/Ms)		PAN \$& DIN	Category (Chairperson / Executive/ Non-executive/ Independent / Nominee)&	Date of Appointment in current term	Date of Cessation	Tenure of director* (in months)	No. of Directorship in listed entities (including this entity)	Membership in Audit / Stakeholders Committee (including this entity)	No of Chairpers on in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary	ACAPC5678C /00173792	Executive	01.04.2016	-	N.A.	2	0	0
Mr.	Shyam Sundar Choudhary	ACJPC4648K /00173732	Executive	01.04.2015	-	N.A.	1	1	0
Mr.	Vijay Kumar Choudhary	ACAPC5679D /00173858	Executive	01.04.2017	-	N.A.	1	0	0
Mrs.	Rita Bhattacharya	AGHPB5365N /03157199	Nominee (LIC)	22-04-2014	-	N.A.	1	0	0
Mr.	Sakti Kumar Banerjee*	AAOPB0550E /00631772	Independent	01.04.2014	31.03.2019	57	1	2	0
Mr.	Hardip Singh Mann*	ABUPM8414D /00104948	Independent	01.04.2014	31.03.2019	57	1	0	0
Mr.	Santimoy Dey	AGNPD1312R /06875452	Independent	24.09.2014	23.09.2019	51	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P /00018375	Independent	24.09.2014	23.09.2019	51	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F /00364962	Independent	14.11.2016	13.11.2021	26	2	1	1
Mr.	Suryakant Balkrishna Mainak	ACOPM4530H /02531129	Independent	03.08.2017	02.08.2022	17	4	5	2

\$PAN number of any director would not be displayed on the website of Stock Exchange& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

*Mr Sakti Kumar Banerjee has been re-appointed as Independent Director by the Shareholders at the AGM held on 04.09.2018 for the second term of five consecutive year w.e.f 01.04.2019 upto 31.03.2024

**Mr Hardip Singh Mann has been re-appointed as Independent Director by the Shareholders at the AGM held on 04.09.2018 for the second term of five consecutive year w.e.f 01.04.2019 upto 31.03.2024

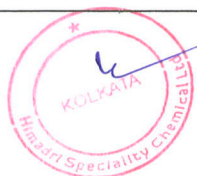


II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ executive/ Independent/ Nominee) & Non-	Date of Appointment
1. Audit Committee	1.Mr. Hanuman Mal Choraria	Chairman-Independent	11.08.2014 ✓
	2.Mr. Santimoy Dey	Member-Independent	11.08.2014 ✓
	3.Mr. Sakti Kumar Banerjee	Member-Independent	11.08.2014 ✓
2.Nomination & Remuneration Committee	1.Mr. Santimoy Dey	Chairman-Independent	11.08.2014 ✓
	2.Mr. Sakti Kumar Banerjee	Member-Independent	11.08.2014 ✓
	3.Mr. Hanuman Mal Choraria	Member-Independent	11.08.2014 ✓
3.Risk Management Committee	N.A.		
4.Stakeholders Relationship Committee	1.Mr. Santimoy Dey	Chairman-Independent	11.08.2014 ✓
	2.Mr. Sakti Kumar Banerjee	Member - Independent	11.08.2014 ✓
	3.Mr. Shyam Sundar Choudhary	Member-Executive	11.08.2014 ✓
5. Corporate Social Responsibility Committee	1.Mr. Santimoy Dey	Chairman-Independent	27-05-2014 ✓
	2.Mr. Sakti Kumar Banerjee	Member - Independent	27-05-2014 ✓
	3.Mr. Shyam Sundar Choudhary	Member-Executive	27-05-2014 ✓

& Category of directors means executive/non-executive/independent/nominee, if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meetings (if any) in previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13.08.2018	12.11.2018 18.12.2018	90 Days 35 days

IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days *



12.11.2018 18.12.2018	Yes (All members of the Committee were present)	13.08.2018	90 Days 35 days
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes ✓
Whether shareholders' approval obtained for material RPT	NA ✓
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes ✓
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee;- **Yes**
 - b. Nomination & remuneration committee;- **Yes**
 - c. Stakeholders relationship committee;- **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) **N. A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The report of the Corporate Governance for the previous quarter i.e. 30.09.2018 was placed at the Meeting of Board of Directors held on 12.11.2018

For Himadri Speciality Chemical Ltd

Company Secretary
FCS: 8148

Name: Bajrang Lal Sharma
Designation: Company Secretary (FCS: 8148)

Date: 10/12/19
Place: Kolkata

