

Compliance Report on Corporate Governance

Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**
(Formerly Known as Himadri Chemicals & Industries Limited)
 Quarter ending: **September 30, 2019** Listed at **BSE / NSE**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cession	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in referen ce to Regulation 17A(1) J]	No of Independent Directors in listed entities including this listed entity [in referenc e to proviso to regulation 17A(1)J]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bankey Lal Choudhary^	ACAPC5678C /00173792	Chairperson-Executive	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	0
Mr.	Shyam Sundar Choudhary	ACJPC4648K /00173732	Executive	28-07-1987	01-04-2015	-	N.A.	14-10-1947	1	0	1	0
Mr.	Vijay Kumar Choudhary	ACAPC5679D /00173858	Executive	28-07-1987	01-04-2017	-	N.A.	15-05-1956	1	0	0	0
Mr.	Anurag Choudhary	ABYPC2666D / 00173934	Executive	14-08-2019	-	-	N.A.	03-08-1972	2	0	0	0
Mr.	Amit Choudhary	ACNPC1121B /00152358	Executive	14-08-2019	-	-	N.A.	22-11-1975	1	0	0	0



Mr.	Tushar Kumar Choudhary	ACAPC200K/00174003	Executive	14-08-2019	-	-	N.A	05-04-1976	2	0	0	0
Mrs.	Rita Bhattacharya	AGHPB5365N/03157199	Nominee (LIC)	22-04-2014	-	-	N.A.	15-05-1954	1	0	0	0
Mr.	Sakti Kumar Banerjee*	AAOPB0550E/00631772	Independent	01-04-2014	01-04-2019	-	66	12-08-1944	1	1	2	0
Mr.	Hardip Singh Mann**	ABUPM8414D/00104948	Independent	01-04-2014	01-04-2019	-	66	01-04-1952	1	1	0	0
Mr.	Santimoy Dey***	AGNPD1312R/06875452	Independent	24-09-2014	24-09-2019	-	60	05-07-1958	1	1	2	1
Mr.	Hanuman Mal Choraria****	ACRPC7640P/00018375	Independent	24-09-2014	24-09-2019	-	60	04-08-1952	1	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F/00364962	Independent	14-11-2016	-	-	35	19-03-1955	2	2	1	1
Mr.	Suryakant Balkrishna Mainak	ACOPM4530H/02531129	Independent	03-08-2017	-	-	26	09-02-1956	5	5	7	3
Mrs.	Sucharita Basu De	AIYPB6055A/06921540	Independent	01-04-2019	-	-	6	28-10-1975	3	3	2	0
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO- No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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</i></p> <p><i>* 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.</i></p>										

& 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. Bankey Lal Choudhary has been re-designated as Chairman in capacity of Whole-time Director by the Board of



Directors w.e.f 14.08.2019.

*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

***Mr Santimoy Dey has been re-appointed as Independent Director by the Shareholders at the AGM held on 25.09.2019 for the second term of five consecutive year w.e.f 24.09.2019 upto 23.09.2024

**** Mr Hanuman Mal Choraria has been re-appointed as Independent Director by the Shareholders at the AGM held on 25.09.2019 for the second term of five consecutive year w.e.f 24.09.2019 upto 23.09.2024

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairpers on appointe	Name of Committee members	Category (Chairperson/ Execu tive/Non- Executive/ind	Date of Appointment	Date of Cessation
1. Audit Committee	yes	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	yes	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(if applicable)	yes	1.Mr. Shyam Sundar Choudhary 2.Mr. Santimoy Dey 3. Mr. Bankey Lal Choudhary 4. Mr. Anurag Choudhary 5. Kamlesh Kumar Agarwa	Chairman Member-Independent Member-Executive Member- MD & CEO Member- CFO	11.08.2014 11.08.2014 11.08.2014 11.08.2014 11.08.2014	
4. Stakeholders Relationship Committee'	yes	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman-Independent Member - Independent Member-Executive	11.08.2014 11.08.2014 11.08.2014	
5. Corporate Social Responsibility Committee	yes	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman-Independent Member - Independent Member-Executive	27.05.2014 27.05.2014 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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
28.05.2019	14.08.2019	Yes	11	7	77 days



* to be filled in only for the current quarter meetings

IV. Meetings of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.08.2019	Yes	3	3	28.05.2019	77 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

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.
2. If status is "No" details of non-compliance may be given here.



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 500 listed entities) **Yes**
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. 30.06.2019 was placed at the Meeting of Board of Directors held on 14.08.2019

Date: 11-10-2019
Place: Kolkata



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

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE III

Format to be submitted by the listed entity at the end of 6 months after end of financial year along with second quarter of next financial year)

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Date: 11.10.2019
Place: Kolkata




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