



HIMADRI CHEMICALS & INDUSTRIES LIMITED

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata – 700 001

Corporate Office: 8 India exchange Place, Ruby House, 2nd Floor Kolkata- 700 001

e-mail: investors@himadri.com, Website: www.himadri.com Ph: 033 22309953

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Second Amendment Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), and all other applicable laws and regulations, for seeking your consent, to pass the proposed resolutions appended below as Special Resolutions by way of Postal Ballot/Electronic Voting (e-Voting).

The proposed resolutions and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating thereto and stating all material facts and reasons for proposing the resolutions to be passed through Postal Ballot alongwith instructions for e-voting are appended thereto for the considerations of the shareholders.

Shareholders are requested to read carefully the instructions printed on the Postal Ballot Forms and return the same in original duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach to the Scrutinizer on or before 14.07.2016. Postal Ballot Form received if any, after this date will be treated as if the reply from the concerned shareholders has not been received.

Facility for E-Voting

Pursuant to the Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is required to provide the facility for e-voting in respects of all shareholders resolutions, therefore the Company is also providing an option for voting by electronic means in terms of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 and accordingly the Company has appointed the National Securities Depository Limited (NSDL) as an agency to provide e-voting platform. The Shareholders may choose to vote by using e-voting facility as an alternative to Physical Postal Ballot Form. Please note that e-voting is optional. The Shareholders are requested to read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed Mr. Arun Kumar Khandelia, Practicing Company Secretary (CP No 2270), Partner of K. Arun & Co as Scrutinizer for conducting the Postal Ballot as well as e-voting process in a fair and transparent manner and after completion of the voting, the Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company. The Scrutinizer will submit his report within a period of two days from the end of the voting period. The result of the Postal Ballot will be intimated to the Stock Exchange(s) concerned where the shares of the Company are listed within 48 hrs and shall also be displayed on the Company’s website at www.himadri.com. In the event, the proposed resolutions are approved by the requisite majority of shareholders by means of Postal Ballot, the last date as specified for the receipt of the duly completed Postal Ballot Forms or date of closure of e-voting process i.e. 14.07.2016 will be the deemed date for passing the proposed resolution(s).

Special Business

Change of Name of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from Himadri Chemicals & Industries Limited to Himadri Speciality Chemical Ltd.”

“RESOLVED FURTHER THAT upon receipt of the fresh Certificate of Incorporation form the Registrar of Companies(MCA) consequent to change of name of the Company, the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:-

I. The name of the Company is 'Himadri Speciality Chemical Ltd.'

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company i.e., 'Himadri Speciality Chemical Ltd.’

“RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives, to appear before the Office of the Registrar of Companies (MCA) and / or to deal with Stock Exchange(s) concerned to settle and finalize all issues that may arise in this regard for giving effect to the abovementioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.”

**By Order of the Board of Directors
For Himadri Chemical & Industries Limited**

Sd/-

Bajrang Lal Sharma

Company Secretary & Compliance Officer

FCS: 8148

Date: June 3, 2016

Place: Kolkata

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. Notice of the Postal Ballot is being sent to all the Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 3rd June, 2016 (cut-off date/ Relevant Date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. Notice of the Postal Ballot is being sent by email to those Members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Notice of Postal Ballot are being sent by permitted mode, along with a postage pre-paid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/Postal Ballot Form and send it to the Scrutinizer at the address as mentioned in the Business Reply Envelope.
5. The Board of Directors, on 3rd June, 2016 has approved Postal Ballot and e-voting process and appointed Mr. Arun Kumar Khandelia, Practicing Company Secretary (CP No 2270), Partner of K. Arun & Co as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
6. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
8. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. Members can cast their vote online from 15th June, 2016 (9:00 a.m. onwards) till 14th July, 2016 (upto 5:00 p.m.) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. of 14th July, 2016. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 14th July, 2016. **Please note that any Postal Ballot Form(s) received after the last date will be treated as reply has not been received.**
10. Documents related to the abovementioned resolution(s) are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of Postal Ballot.
11. A Member cannot exercise his vote by proxy on Postal Ballot.
12. The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 16th July, 2016 at the Corporate Office of the Company and will also be displayed on the Company's website (www.himadri.com), and communicated to the Stock Exchange(s), depository, registrar and share transfer agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution

would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the Corporate Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

14. Mr. Bajrang Lal Sharma, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Postal Ballot including e-voting. His details are as followed:

Name: Mr. Bajrang Lal Sharma

Designation: Company Secretary and Compliance Officer

Address: 8, India Exchange Place, 2nd Floor, Kolkata-700001, Email id: blsharma@himadri.com

Phone No.: 033-2230 9953

15. **Voting through electronic means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide a facility to exercise voting right by electronic means as an alternative to vote physically through Postal Ballot.

The instructions for Members for e-voting are as under:

A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/ Depository Participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Himadri Chemicals & Industries Ltd".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to khandeliarun@hotmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 Relevant Date /cut-off date i.e., 3rd June 2016.
- V. 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. 3rd June 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com/contact@skcinfo.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. 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 through Ballot paper.
- VII. Mr. Arun Kumar Khandelia, Practicing Company Secretary (CP No 2270), Partner of K. Arun & Co has been appointed as the Scrutinizer to scrutinize the voting process (e-voting and voting by Postal Ballot) in a fair and transparent manner.
- VIII. The Scrutinizer will after the closure of the Voting Period, will first count the votes cast through remote e-voting and Postal Ballot Form in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to any Director and/or the Company Secretary and/or any other person so authorised by the Company, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on Company’s website at www.himadri.com and also displayed on the notice board of the Company at its Registered Office as well as Corporate Office and shall be available at the website of NSDL immediately after the declaration of result by any Director and/or the Company Secretary and/or any other person so authorised by the Company. The results shall also be immediately forwarded to the Stock Exchange(s) concerned.

16. Eligible Members who have not received/received the Postal Ballot notice by email and who wish to vote through physical Ballot can download the form from the website of the Company at www.himadri.com
17. In the event, the proposed resolutions are approved by the requisite majority of shareholders by means of Postal Ballot, the last date as specified for the receipt of the duly completed Postal Ballot Forms or date of closure of e-voting process i.e. 14.07.2016 will be the deemed date for passing the proposed resolutions.
18. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.
19. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company’s Registrar & Share Transfer Agent: M/s S. K. Infosolutions Private Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item no. 1:

The Company is presently engaged in manufacturing of Coal tar binder pitch, impregnating pitch, carbon black, SNF, PCE, naphthalene and anode material for lithium-ion batteries wherein majority of the Company’s products are speciality chemicals. In order to reflect more accurately the true nature of the Company’s product and business activities, the Company proposes to give it a new name and identity that reflects the genesis of the business, therefore it is proposed to change its’ name from Himadri Chemicals & Industries Limited to Himadri Speciality Chemical Ltd. The Board of Directors at its meeting held on 23.05.2016 has approved the change of name as proposed in the resolution and subsequently the Company has obtained the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013.

The provisions of Section 13(2) of the Companies Act, 2013, *inter-alia* requires the approval of the shareholders by means of special resolutions for change of name and consequential amendment in Memorandum and Articles of Association of the Company, therefore the Board of Directors has recommended the resolution to be passed by the shareholders in the interest of the Company.

None of the directors, promoters and Key Managerial Personnel are in any way concerned or interested in the foregoing resolutions.

Date: June 3, 2016

Place: Kolkata

By Order of the Board of Directors
For Himadri Chemical & Industries Limited
Sd/-
Bajrang Lal Sharma
Company Secretary & Compliance Officer
FCS: 8148



HIMADRI CHEMICALS & INDUSTRIES LIMITED

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata 700 001
Corporate Office: 8 India exchange Place, Ruby House, 2nd Floor Kolkata- 700 001
e-mail: investors@himadri.com, Website: www.himadri.com Ph: 033 22309953

POSTAL BALLOT FORM

1. Registered Folio No. :
DP-ID No. / Client ID No.

2. Name(s) & Registered Address of the sole / :
First named Shareholder /
Beneficial Owner(s)
(including joint holders, if any)

3. No. of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

Serial No.	Description	No. of shares	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company.			

Place :

Date :

Signature of the Shareholder/ Beneficial Owner

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the Postal Ballot forms to the Scrutinizer. However, e-voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User Id	Password/Pin

**Notes: (i) If the voting Rights are exercised electronically, there is no need to use the form.
(ii) Please read carefully the instructions overleaf before exercising the Vote.**



INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Members will also be accepted.
2. Delivery of the Postal Ballot Form can also be effected by depositing the sealed envelope containing the Ballot Forms on or before the close of working hours 05:00 P.M on 14.07.2016 in the Special Box kept for the purpose at the Registered Office as well as the Corporate Office of the Company.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned Postal Ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
5. Where the Postal Ballot Form has been signed by an authorised representative of a Body Corporate / Trust / Society etc. a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Ballot Form. A Member may sign the form through an Attorney, specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should also be attached to the Ballot Form.
6. Members are requested not to send any paper (other than the resolution/authority as mentioned under Instruction No. 4 and 5 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The consent should be given either in favor or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrect filled Postal Ballot Form will be rejected.
8. Facility of voting through electronic mode is also being provided by the Company. (*for Instructions please see the Notice*)
9. The Managing Director and the Company Secretary shall be responsible for the entire Postal voting process.
10. Duly completed Postal Ballot Form should reach to **Mr. Arun Kumar Khandelia, Practicing Company Secretary (CP No 2270), Partner of K. Arun & Co.** as per the address mentioned on the envelope, not later than the close of working hours 05:00P.M. on 14.07.2016. The Postal Ballot received after this date will not be considered and treated as if the reply from the Member has not been received.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders / Beneficial Owners on the relevant date/Cut-Off date i.e. 3rd June, 2016.
12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to **Mr. Bajrang Lal Sharma, Company Secretary.**
13. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. If the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - c. if the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favor or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice-versa. However, if the Members cast their vote by physical Ballot as well as through e-voting, then the voting through physical Ballot shall be treated as invalid.

