



**HIMADRI CHEMICALS & INDUSTRIES LIMITED**

CIN: L27106WB1987PLC042756

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

E-mail: [investors@himadri.com](mailto:investors@himadri.com), Website: [www.himadri.com](http://www.himadri.com), Ph: 033 22309953

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## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Himadri Chemicals and Industries Limited will be held at **Bharatiya Bhasha Parishad**, 36A, Shakespeare Sarani, Kolkata – 700017 on Tuesday the 22 March 2016 at 10.30 am to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. ISSUE AND ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and provisions of the Memorandum and Articles of Association of the Company, and subject to other necessary permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise one or more of the power conferred on the Board hereunder), consent of the Company be and is hereby given to the Board to create, offer, issue and allot 3,26,75,297 equity shares of face value of Re.1/- each (“**Equity Shares**”) fully paid upon a preferential basis to the holder of the Deep Discount Debentures (“**DDD**s”) of the Company, Himadri Coke and Petro Limited (“**DDD Holder**”) at an issue price of Rs. 19/- per Equity Share (including a premium of Rs. 18/- per Equity Share), being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, aggregating up to Rs. 62,08,30,643/- ( Rupees Sixty Two Crore Eight Lakhs Thirty Thousands Six Hundred Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22nd February 2016 issued by Microsec Capital Limited, a Merchant Banker, and an independent qualified valuer in accordance with the requirements under the Regulation 77(3) of the ICDR Regulations and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.”

RESOLVED FURTHER THAT the Equity Shares to be offered on a preferential basis pursuant to the conversion of the DDDs shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- each of the Company, subject to lock-in as per the requirements of the ICDR Regulations and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.”

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “**Relevant Date**” for determination of the floor price for issue of Equity Shares on preferential basis is 19th February 2016, being 30 days prior to the date of this Extraordinary General Meeting and the floor price calculated is Rs.16.04/- per Equity Share.”

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the DDD Holder in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By Order of the Board of Directors

S/d

Bajrang Lal Sharma

Company Secretary

FCS No: 8148

8, India Exchange Place,  
2nd Floor, Kolkata - 700 001

Place: Kolkata  
Date: 23rd February, 2016

## NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. The Notice is being sent to all the members of the Company, whose name appears in the Register of Members as on 19th February 2016.
3. ***In terms of section 105 of the Companies Act, 2013, a member entitled to attend and vote at a general meeting is entitled to appoint another person (whether a member or not) as his/her proxy to attend and vote instead of himself/herself but a proxy so appointed shall not have any right to speak at the meeting. A person appointed, as proxy shall be entitled to vote only upon a poll.***
4. As per the provisions of Section 105 read with rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person shall not act as a proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the EGM. A proxy form is enclosed herewith.
6. The proxy holder shall prove his identity at the time of attending the EGM.
7. When a member appoints a proxy and both the member and proxy attend the EGM, the proxy stands automatically revoked.
8. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the EGM.
9. A member would be entitled to inspect the proxies lodged with the Company, twenty four hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM.

10. The quorum for this EGM, as provided in Section 103 of the Companies Act, 2013, is thirty members (including a duly authorized representative of a body corporate) personally present in the EGM at the commencement of business.
11. Members are requested to intimate about change in their mailing address, if any, to the Company's Registrar and Share Transfer Agent, M/s SK Infosolutions Private Limited, 34/1A, Sudhir Chatterjee Street, Kolkata- 700 006 in case the shares are held in physical form and to the Depository Participant (D/P) in case of shares held in electronic form.
12. Corporate members are required to send to the Company a certified copy of their board resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the EGM.
13. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
14. Electronic copy of the Notice of the aforesaid EGM of the Company inter alia indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes. The physical copies of the Notice of the aforesaid EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members of the Company.
15. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has engaged the services of NSDL to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid EGM. The facility of voting through electronic voting system will not be available at the EGM. Members who have cast their vote by remote e-voting may attend the EGM, but shall not be able to vote at the EGM. Such a member will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through polling paper and members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the EGM.
16. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the EGM and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Offices on all working days, from 10.00 am to 01.00 pm, up to the date of this EGM. Further, the notice for this EGM along with requisite documents shall also be available on the Company's website, at [www.himadri.com](http://www.himadri.com).
17. The Board of Directors of your Company has appointed Mr. Arun Kumar Maitra, Practising Company Secretary, C. P. No. 14490, Partner of M/s. Vinod Kothari & Co. as the Scrutinizer to conduct the e-voting process for the EGM in a fair and transparent manner.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the EGM.
19. Mr. Bajrang Lal Sharma, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this EGM 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

**The instructions to shareholders for remote e-voting are as under:**

20. The e-voting period shall begin at 09.00 a.m. on 18th March 2016 and ends at 5 p.m. on 21st March, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th March, 2016, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Shareholders who have already voted prior to the EGM date would not be entitled to vote at the EGM venue.

21. The detailed procedure for remote e-voting is set out below:

**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.nsdl.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 Limited'.
- (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 [vkandco@vinodkothari.com](mailto:vkandco@vinodkothari.com) / [maitra@vinodkothari.com](mailto:maitra@vinodkothari.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of EGM [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 Attendance Slip for the EGM.

EVEN (Remote e-voting Event Number)	USER ID    PASSWORD/PIN
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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.nsdl.com](http://www.evoting.nsdl.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 cut-off date of 15th March 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting
- 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. 15th March 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [skcdilip@gmail.com](mailto:skcdilip@gmail.com)/[contact@skcinfo.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- VII. 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 at the AGM through ballot paper.
- VIII. Mr. Arun Kumar Maitra, Practicing Company Secretary, C. P. No. 14490, Partner of M/s. Vinod Kothari & Co. has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.himadri.com](http://www.himadri.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**C. Other Instructions:**

- (i) In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) and "e-voting user manual" available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.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).
22. 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 i.e. 15th March, 2016. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
  23. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. 15th March, 2016, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to RTA. 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 have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
  24. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
  25. The scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  26. The results declared along with the report of the scrutinizer shall be placed on the Company's website [www.himadri.com](http://www.himadri.com) and also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office and on the website of NSDL immediately after the result is declared by the Chairman or a person authorized by him and will be simultaneously communicated to the stock exchanges.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Your Company had issued 12,300 Deep Discount Debentures ("DDD's") to one of the promoter group entities viz Himadri Coke and Petro Limited ("DDD Holder"), having face value of Rs.1,00,000 each aggregating Rs. 12,300 lakhs at a discount of 90% of the face value on 24th September, 2001. Such DDDs are redeemable at par at the end of 20 years and carry an implicit rate of interest of approximately 12.18% p.a compounded annually.

Your Board at its meeting held on February 23, 2016 subject to necessary approvals, has approved the proposal for conversion of the DDDs outstanding as on date into equity shares of the Company with a view to avoiding the expense of the high yield on the Debentures and improving the Company's debt-equity ratio and liquidity. The Board approved to offer 3,26,75,297 equity shares having face value of Re. 1 each to DDD Holder by way of preferential allotment, at a price of Rs. 19/- per equity share (including a premium of Rs. 18/- per equity share) in lieu of the fair value the Debentures as valued by Microsec Capital Limited, a Merchant Banker and an independent valuer in accordance with Regulation 73(3) of the ICDR Regulations.

Section 62 of the Companies Act, 2013, provides, inter alia, that such further shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on date of offer by way of a special resolution passed to that effect by the Company in general meeting. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and other applicable laws.

The issue price of the equity shares to be issued on preferential basis is calculated as per the applicable provisions of ICDR Regulations, 2009. As required under the Regulation 73 of the ICDR Regulations, the other required details are as follows:

**a. The objects of the preferential issue.**

As of today, the Company has a substantial burden of debt and the same may adversely affect the credit rating of the Company or otherwise adversely affect the Company's financial position. Accordingly, the Company proposes for conversion of DDDs into equity shares of the Company with the intention of improving its debt-equity ratio and liquidity. Further, conversion of DDDs will result in avoiding the expense of the high yield on the DDDs. In this regard, the Company has approached the DDD Holder to convert the DDDs into equity shares of the Company and the DDD Holder has expressed his willingness to co-operate with the Company in meeting the aforesaid objective.

**b. The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer.**

Except Himadri Coke & Petro Limited, a promoter group entity, none of the Promoters / Directors / Key Managerial Personnel of the Company are intending to participate in current preferential issue of the equity shares of the Company.

**c. The shareholding pattern of the Company before and after the preferential issue.**

The Shareholding pattern of the Company before and after the proposed preferential issue of the equity shares is as follows:

Sl No	Category	Pre - Issue		Preferential Offer	Post Issue	
		No. of Shares held	% of Shareholding		No. of Shares held	% of Shareholding
A	<b>Promoters' holding</b>					
1	Indian:					
	Individual	1,27,28,600	3.30	-	1,27,28,600	3.04
	Bodies Corporate	159,411,310	41.33	3,26,75,297	19,20,86,607	45.91
	<b>Sub Total</b>	<b>172,139,910</b>	<b>44.63</b>	<b>-</b>	<b>20,48,15,207</b>	<b>48.95</b>
2	Foreign Promoters	NIL	NIL	-	NIL	NIL
	<b>Sub Total (A)</b>	<b>172,139,910</b>	<b>44.63</b>	<b>3,26,75,297</b>	<b>20,48,15,207</b>	<b>48.95</b>
B	<b>Non- Promoters' holding</b>					
1	Institutional Investors					
	Mutual Fund/UTI	3,000	0.00		3,000	0.00
	Financial Institutions/ Banks	16,000	0.00		16,000	0.00
2	Non-Institution:					
	Private Corporate Bodies	45,037,035	11.67		45,037,035	10.76
	Directors and Relatives					
	Indian Public	6,46,71,204	16.77		6,46,71,204	15.46
	Others (Including NRIs)-					
	Foreign Company	10,31,78,860	26.75		10,31,78,860	24.66
	NRI	6,86,561	0.18		6,86,561	0.17
	<b>Sub- Total (B)</b>	<b>21,35,92,660</b>	<b>55.37</b>		<b>21,35,92,660</b>	<b>51.05</b>
	<b>Grand Total</b>	<b>38,57,32,570</b>	<b>100.00</b>	<b>3,26,75,297</b>	<b>41,84,07,867</b>	<b>100.00</b>

**d. The time within which the preferential issue shall be completed.**

As required under Chapter VII of the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**e. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee, the percentage of post preferential issue capital that may be held by it and change in control, if any, in the issuer consequent to the preferential issue.**

Sl No	Name	Pre Allotment Holding		No. of equity shares to allotted	Post Allotment Holding	
		No. of Shares held	% of Shareholding		No. of Shares held	% of Shareholding
A	Himadri Coke and Petro Limited	55,00,000	1.43%	3,26,75,297	3,81,75,297	9.12%

**Details of Ultimate Beneficial Owners:**

Sr No	Names of Beneficial Owners
1	Tushar Choudhary
2	Amit Choudhary
3	Damodar Prasad Choudhary
4	Shyam Sundar Choudhary
5	Bankey Lal Choudhary
6	Vijay Kumar Choudhary
7	Anurag Choudhary
8	Sri Agro Himghar Ltd
9	Himadri Credit & Finance Ltd
10	Himadri Dyes & Intermediates Ltd
11	Himadri Industries Ltd

There shall be no change in management or control of the Company pursuant to the issue of equity shares under the preferential issue.

**f. Pricing and undertaking to re-compute the price.**

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on both the stock exchanges will be considered to determine the highest trading volume for computation of issue price.

Further, the Company undertakes to re-compute the price of the equity shares being issued under preferential issue, if at all required, in terms of the provisions of the ICDR Regulations.

**g. Undertaking to put under lock-in till the re-computed price is paid.**

The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

**h. Lock-in requirement.**

The equity shares to be allotted on preferential issue shall be subject to the lock-in period as applicable in accordance with the Chapter VII of the ICDR Regulations.

**i. Auditor's Certificate**

A certificate from the Auditors of the Company certifying that the proposed preferential issue of shares is being made in accordance with the requirements of Chapter VII of the ICDR Regulations shall be placed before the shareholders at the Extra Ordinary General Meeting.

The valuation report received from Microsec Capital Limited, a Merchant Banker and an independent qualified valuer with respect to value of the DDDs will also be placed at the Extra Ordinary General Meeting.

Your directors therefore, recommend the above resolution for your approval to be passed as a special resolution.

Mr. Shyam Sundar Choudhary, Mr Bankey Lal Choudhary and Mr Vijay Kumar Choudhary Directors of the Company and Mr Anurag Choudhary – CEO of the Company and their relatives being part of the promoter/promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

Mr. Bankey Lal Choudhary, Director and Mr. Anurag Choudhary- CEO (KMP) being directors/ KMP of both the Company and DDD Holder are interested concerned or interested in the above resolution.

None of the Directors except those mentioned above, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their individual shareholding in the Company.

**Place: Kolkata**  
**Date: 23rd February, 2016**

**By Order of the Board of Directors**

**S/d**

**Bajrang Lal Sharma**

**Company Secretary**

FCS No: 8148

8, India Exchange Place,  
2nd Floor, Kolkata - 700 001





**HIMADRI CHEMICALS & INDUSTRIES LIMITED**

CIN: L27106WB1987PLC042756

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

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

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

**PROXY FORM**

**Extra Ordinary General Meeting – 22 March 2016 (at 10.30 am)**

Name and address of the member(s) :			
Folio No./ DP-ID/ CL- ID.		No of Shares held	

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint :

1. Nme: .....  
Address: .....  
E-mail Id: ..... Signature: .....

**or failing him**

2. Nme: .....  
Address: .....  
E-mail Id: ..... Signature: .....

**or failing him**

3. Nme: .....  
Address: .....  
E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on 22 March 2016 at 10.30 a.m. at "Bharatiya Bhasha Parishad" 36A, Shakespeare Sarani, Kolkata - 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Description
Special Business	
1	<p>RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and provisions of the Memorandum and Articles of Association of the Company, and subject to other necessary permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise one or more of the power conferred on the Board hereunder), consent of the Company be and is hereby given to the Board to create, offer, issue and allot 3,26,75,297 equity shares of face value of Re.1/- each ("Equity Shares") fully paid upon a preferential basis to the holder of the Deep Discount Debentures ("DDD's") of the Company, Himadri Coke and Petro Limited ("DDD Holder") at an issue price of Rs. 19/- per Equity Share (including a premium of Rs. 18/- per Equity Share), being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, aggregating up to Rs. 62,08,30,643/- (Rupees Sixty Two Crore Eight Lakhs Thirty Thousands Six Hundred Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22nd February 2016 issued by Microsec Capital Limited, a Merchant Banker and, an independent qualified valuer in accordance with the requirements under the Regulation 77(3) of the ICDR Regulations and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.</p>

Signed this ..... day of ..... 2016

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix a  
Revenue  
Stamp of ₹1/-

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Member upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.



**HIMADRI CHEMICALS & INDUSTRIES LIMITED**

CIN: L27106WB1987PLC042756

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

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

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**ATTENDANCE SLIP**

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Tuesday the 22 March 2016 at 10.30 a.m. at the “Bharatiya Bhasha Parishad” 36A, Shakespeare Sarani, Kolkata - 700017.

Name of the member/ proxy (In Block Letters)			
Folio No./ DP-ID/ CL- ID.		No of Shares held	

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Signature of the Shareholder/ Proxy/  
Authorized Representative Present

**Notes:**

1. Shareholders / Proxy holders wishing to attend the meeting must bring the Attendance Slip, duly filled in and signed and hand it over at the time of entrance into the meeting Hall and bring the copies of Annual Report at the meeting for reference.

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Route map to the Venue of EGM



