

PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India
 Tel: +91 33 2280-9045 Fax: +91 33 2287-6329
 Email: ps@gravityinfotech.com

Consolidated Scrutinizer's Report
*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
 (Management and Administration) Rules, 2014]*

To,
 Mr. Bankey Lal Choudhary,
 The Chairman of the 29th Annual General Meeting of the Members of
 Himadri Specialty Chemicals Limited
 (Formerly known as Himadri Chemicals & Industries Limited) (the Company)
 23A, Netaji Subhas Road, 8th Floor, Suite No 15
 Kolkata – 700 001
 CIN : L27106WB1987PLC042756

Dear Sir,

I, Priti Todi, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice for the 29th Annual General Meeting (AGM) of the members of the Company held on 22nd September, 2017 at 48 Shakespeare Sarani, Kolkata – 700 017.

1. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
2. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to:
 - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. To make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system as provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM by use of ballot / polling paper.
3. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Monday, 18th September, 2017 (9.00 am) and ended on Thursday, 21st September, 2017 (5:00 p.m.).



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- ii) The members of the Company as on the “cut-off” date i.e. 15th September, 2017 were entitled to vote on the resolutions (items nos 1 to 8) as set out in the Notice dated 3rd August, 2017, of the AGM of the members of the Company.
- iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot / polling paper.
- iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.
- v) Thereafter, the votes cast through remote e-voting were unblocked on 22nd September, 2017 in the presence of 2 witnesses, who are not in the employment of the Company.
- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote	:	159
<i>Breakup:</i>		
<i>Through remote e-voting</i>		126
<i>Voting at the AGM</i>		33
Total No of Shares representing the <u>valid folios</u> that have voted	:	315065538
<i>Breakup:</i>		
<i>Through remote e-voting</i>		211885568
<i>Voting at the AGM</i>		103179970
Total No of Folios who have voted through ballot/ polling paper but is/are declared <u>invalid</u>	:	1
Total No of Shares representing the <u>01 invalid folio</u> declared invalid	:	data not filled in the ballot form



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Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the Audited Financial Statement of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211884964	103179970	315064934	99.9998
Number of votes cast against	504	0	504	0.0002
Number of votes that abstained	100	0	100	0.0000
Total	211885568	103179970	315065538	100.0000

Item No. 2:-

Ordinary Resolution to consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211885468	103179970	315065438	100.0000
Number of votes cast against	0	0	0	0.0000
Number of votes that abstained	100	0	100	0.0000
Total	211885568	103179970	315065538	100.0000

Item No. 3:-

Ordinary Resolution to appoint a director in place of Mr. Bankey Lal Choudhary (DIN: 00173792) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211884214	103179970	315064184	99.9996
Number of votes cast against	1054	0	1054	0.0003
Number of votes that abstained	300	0	300	0.0001
Total	211885568	103179970	315065538	100.0000



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Item No. 4:-

Ordinary Resolution to appoint M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration No : 101248W / W-100022) as Statutory Auditors of the Company and authorise the Board of Director to fix their remuneration.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211121728	103179970	314301698	99.7576
Number of votes cast against	763540	0	763540	0.2423
Number of votes that abstained	300	0	300	0.0001
Total	211885568	103179970	315065538	100.0000

Item No. 5:-

Ordinary Resolution for ratification of payment of remuneration to Mr. Shambhu Banerjee as Cost Auditor for the financial year 2017-18.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211884964	103179970	315064934	99.9998
Number of votes cast against	504	0	504	0.0002
Number of votes that abstained	100	0	100	0.0000
Total	211885568	103179970	315065538	100.0000

Item No. 6:-

Special Resolution for appointment of Mr. Vijay Kumar Choudhary (DIN: 00173858) as Whole Time Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	209991553	103179970	313171523	99.3988
Number of votes cast against	1893914	0	1893914	0.6011
Number of votes that abstained	101	0	101	0.0000
Total	211885568	103179970	315065538	100.0000



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Item No. 7:-

Ordinary Resolution for appointment of Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211884499	103179970	315064469	99.9997
Number of votes cast against	969	0	969	0.0003
Number of votes that abstained	100	0	100	0.0000
Total	211885568	103179970	315065538	100.0000

Item No. 8:-

Ordinary Resolution for appointment of Mr. Suryakant Balkrishna Mainak (DIN: 02531129) as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	211884449	103179970	315064419	99.9996
Number of votes cast against	919	0	919	0.0003
Number of votes that abstained	200	0	200	0.0001
Total	211885568	103179970	315065538	100.0000

Thanking You,
For P.S. & Associates



(Priti Todi), Partner
C.P. No : 7270, ACS : 14611
Date: 22nd September, 2017

