



Ref. No: HSCL / Stock-Ex/2022-23/12

Date: 24/05/2022

E-mail: monika@himadri.com

| | |
|---|--|
| Ref : Listing Code: 500184 BSE Limited Department of Corporate Services P. J. Towers, 25 th Floor, Dalal Street, Mumbai- 400 001 | Ref: Listing Code: HSCL National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 |
|---|--|

Sub: Secretarial Compliance Report for the year ended 31 March 2022

Dear Sir/ Madam,

We are enclosing herewith the Secretarial Compliance Report for the year ended 31 March 2022 pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take same on record.

Thanking You,

Yours faithfully,

For Himadri Speciality Chemical Ltd

Monika Saraswat

Company Secretary

ACS: 29322

Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited) CIN: L27106WB1987PLC042756
Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001, India
Corp. Office: 8, India Exchange Place, 2nd Floor, Kolkata – 700 001, India
Tel: 91-33-2230-9953, 2230-4363, Fax: 91-33-2230-9051, Website: www.himadri.com



ARUN KUMAR MAITRA & CO.

Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Kolkata-700019

Ph. No.- 8420975192

E-mail:akmaitra83@gmail.com

ICSI Unique Code P2015WB086500

Peer Review Certificate No. 1504/2021

dated 24th September, 2021

UDYAM REGISTRATION NUMBER:

UDYAM-WB-10-0044251

PAN No-ABUFA9914A

**Annual Secretarial Compliance Report of
HIMADRI SPECIALITY CHEMICAL LIMITED**

(CIN: L27106WB1987PLC042756)

For the year ended 31.03.2022

(Pursuant to Regulation 24A of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015)

We, M/s Arun Kumar Maitra & Co., a firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Himadri Speciality Chemical Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

Based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| <i>Sr. No.</i> | <i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i> | <i>Deviations</i> | <i>Observations/ Remarks of the Practicing Company Secretary</i> |
|----------------|--|-------------------|--|
| | NOT APPLICABLE | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from myexamination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



| <i>Sr. No.</i> | <i>Action Taken by</i> | <i>Details of violation</i> | <i>Details of action taken e.g., fines, warning letter, debarment, etc.</i> | <i>Observations/ Remarks of the Practicing Company Secretary</i> |
|----------------|------------------------|-----------------------------|---|--|
| | | <i>NOT APPLICABLE</i> | | |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| <i>Sr. No.</i> | <i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i> | <i>Deviations</i> | <i>Observations/ Remarks of the Practicing Company Secretary</i> | <i>Actions taken by the Company</i> |
|----------------|--|--|---|--|
| 1 | <i>Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated 29.07.2020 the Company was required to submit unaudited financial statements for the quarter ended 30th June, 2020 to the stock exchanges on or before 15th September, 2020</i> | <i>The Company did not submit unaudited financial statements for the quarter ended 30th June, 2020 on or before 15th September, 2020</i> | <i>The Company has submitted unaudited financial statements for the quarter ended 30th June, 2020 on 29th October, 2020</i> | <i>During the FY 2021-22 the Company has submitted quarterly financial results to the stock exchange within the time prescribed by SEBI pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated April 29, 2021</i> |



| | | | | |
|---|--|--|---|--|
| 2 | Pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of shareholders by special resolution in general meeting has to be taken, if the aggregate annual remuneration to executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the company | The Company has not taken approval of shareholders for payment of annual remuneration to executive directors, who are promoters or members of the promoter group, exceeding 5 per cent of the net profits of the company | As informed by the management, the said approval shall be obtained at the ensuing Annual General Meeting of the Company | The Company at the 33 rd Annual General Meeting of the Company held on 29 th September 2021 has taken approval from shareholders by way of special resolutions for payment of annual remuneration to executive directors, who are promoters or members of the promoter group, exceeding 5 per cent of the net profits of the company pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
|---|--|--|---|--|

(e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Arun Kumar Maitra & Co.
Practicing Company Secretaries

A.K. Maitra

A.K.Maitra

Partner

Membership No. A-3010



C.P. No. 14490

UDIN: A003010D000337542

Date: 18th May, 2022



ARUN KUMAR MAITRA & CO.

**Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Kolkata-700019**

Ph. No.- 8420975192

E-mail:akmaitra83@gmail.com

ICSI Unique Code P2015WB086500

**Peer Review Certificate No. 1504/2021
dated 24th September,2021**

UDYAM REGISTRATION NUMBER:

UDYAM-WB-10-0044251

PAN No- ABUFA9914A

To,

The Members,

HIMADRI SPECIALITY CHEMICAL LIMITED

Kolkata

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF HIMADRI SPECIALITY
CHEMICAL LIMITED FOR THE YEAR ENDED 31ST MARCH 2022**

Dear Sirs,

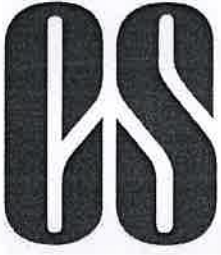
We Arun Kumar Maitra & Co.a firm of Practicing Company Secretaries have been engaged by HIMADRI SPECIALITY CHEMICAL LIMITED (CIN: L27106WB1987PLC042756) (hereinafter referred to as the 'Company'), whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.





ARUN KUMAR MAITRA & CO.

Practicing Company Secretaries

6/1, Merlin Park, Ballygunge Phari

Kolkata-700019

Ph. No.- 8420975192

E-mail:akmaitra83@gmail.com

ICSI Unique Code P2015WB086500

Peer Review Certificate No. 1504/2021

dated 24th September,2021

UDYAM REGISTRATION NUMBER:

UDYAM-WB-10-0044251

PAN No- ABUFA9914A

Annual Secretarial Compliance Report is enclosed.

For Arun Kumar Maitra & Co.
Practicing Company Secretaries

A.K.Maitra
A.K.Maitra

Partner

Membership No. A-3010

C.P. No. 14490

UDIN: A003010D000337542

Date: 18th May, 2022

