



Himadri Speciality Chemical Ltd
(Formerly known as 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

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of Himadri Speciality Chemical Ltd will be held at “Kala Mandir”, 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, 4 September 2018 at 10:30 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 March 2018 together with the report of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. **To ratify remuneration of Cost Auditors and consider, if thought fit, to pass, the following as an Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus GST as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Mr. Sambhu Banerjee, Cost Auditor (Membership No.9780) of the Company, for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2018-19 as approved by the Board of Directors of the Company be and is hereby ratified and approved.”

5. **To re-appoint Mr. Sakti Kumar Banerjee as an Independent Director and consider, if thought fit, to pass, the following as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Mr. Sakti Kumar Banerjee (DIN 00631772), aged of 74 years, holding office as an Independent Director up to 31 March 2019 and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for the second term of five consecutive years up to 31 March 2024.”

6. **To re-appoint Mr. Hardip Singh Mann as an Independent Director and consider, if thought fit, to pass, the following as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Mr. Hardip Singh Mann (DIN: 00104948), holding office as an Independent Director up to 31 March 2019 and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for the second term of five consecutive years up to 31 March 2024.”

7. **To determine fee for service of documents and consider, if thought fit, to pass, the following as an Ordinary Resolution:-**

“**RESOLVED THAT** consent of the members be and is hereby accorded pursuant to Section 20(2) of the Companies Act, 2013, for delivery of documents to a member of the Company through a particular mode, for which the Company may charge a fee of ₹ 200/- (Rupees Two Hundred only) for each article, if documents required to be delivered in India and/or a fee of ₹ 2,000/- (Rupees Two Thousand only) per article, if such documents are required to be delivered outside India.”



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8. To contribute to bona-fide and charitable funds and consider, if thought fit, to pass, the following as an Ordinary Resolution:-

“RESOLVED THAT in supersession of the earlier resolutions passed by the members pursuant to provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors (including any Committee thereof) to contribute to bona-fide charitable and other funds, any amount, the aggregate of which, in any financial year, shall not exceed five per cent of its’ average net profits for the three immediate preceding financial years or rupees five crores, whichever is higher.”

9. Alteration of Articles - To consider and if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby amended in the manner and to the extent set out below:

- a) Article 1 of the Articles of Association under Preliminary Section, for the word **Table “A”** will be replaced and substituted with the word **Table “F”** and for the words “the Companies Act, 1956” will be replaced and substituted with the words “the Companies Act, 2013”.
- b) Article 2 will be substituted and replaced with the following:
The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles, subject however to exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by a Special Resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these articles. Provided that provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification or alteration thereof, shall prevail.
- c) In Article 3 the term “Agreement”, “Investors”, “Subscription Price”, “Warrants”, “Investor Director”, “Investors’ Consent” and “Investor Group” shall be deleted and the following definitions will be substituted and replaced :
“The Act” means the Companies Act, 2013, and includes where the context so admits any re-enactment or statutory modification

thereof for the time being in force.

“The Director” means the Directors appointed to the Board of the Company.

“The Managing Director” means a director as defined in Section 2(54) of the Companies Act, 2013.

“The Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is situated.

“Dividend” includes any interim dividend.

“Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act.

“Extraordinary General Meeting” means an extraordinary general meeting of the members duly called and constituted and include any adjourned meeting thereof.

“Prescribed” means prescribed under the Companies Act, 2013, or the Rules there under.

“Equity Shares” means fully paid up equity shares of the Company having a par value of ₹ 1/- (Rupee One only) each.

“Subsidiary” has the meaning given to such term in the Companies Act, 2013;

- ca) In Article 3 the definition of **“Connected Person Concern”** will be amended by deleting the word “Investor Directors”.
- d) In Article 3A, the term “CVC”, and “CVC Agreement” shall be deleted and the following term shall be replaced and substituted:
“Exchanges” means the BSE Limited, and the National Stock Exchange of India Limited.
“Ownership” at any time means ownership of the Share Capital on a fully diluted basis, assuming the exercise, conversion or exchange of all of the instruments, options, warrants and other securities exercisable for or convertible or exchangeable into Shares, regardless of whether such instruments, options, warrants or other securities are currently exercisable, convertible or exchangeable at such time;
- e) In Article 5 “Section 80” shall be replaced with the “Section 55”.
- f) In Article 6, shall be replaced and substituted with the following :

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on



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such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

- g) Article 7 shall be replaced and substituted with the following:

The Company shall cause to keep a Register of Member and an Index of Members, a Register of Debenture-holders and an Index of Debenture-holders, Register of any other security holders and Index thereof in accordance with Section 88 of the Act and the applicable rules framed thereunder. The Company shall be entitled to keep in any Country outside India a "Foreign Register" of members resident in that Country.

- h) Article 9 shall be replaced and substituted with the following:

The Register of Members and the Index of Members, Register of Debenture-holders and an Index of Debenture-holders, Register of any other security holders and indices thereof shall be open for inspection to the members, debenture-holders, other security holders and beneficial owners without payment of any fees and by any other person on payment of ₹ 10/- or such less sum as the Directors may prescribe for each inspection. Any such member or person may take extracts there from.

- i) The Article 10A (a) and Article 10A(b) shall be amended by deleting the words "Without the Investors' Consent"
- j) The Article 10A (c) and (d) shall be deleted.
- k) Article 11 shall be replaced and substituted with the following:

The Company may exercise the powers of paying Commissions conferred by section 40 (6) of the Act, provided that the rate per cent or the amount of Commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules framed under the Act.

- l) Article 12 shall be replaced and substituted with the following:

Subject to the provisions of the Section 40 of the Act and the relevant rules framed under the Act, the rate of the commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be, and in case of debentures 2¹/₂ % (two and half percent) of the price at

which debentures are issued, whichever is less. The above rates may be amended by the Board.

- m) Article 15 shall be replaced and substituted with the following:

Except as required by law, no persons shall be recognized by the Company as holding shares upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or except only as by these regulations or by law otherwise provided any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder and in those persons, whose names appear as the beneficial owner of Shares in the records of the Depository as the absolute owner thereof.

- n) Article 16 shall be replaced and substituted with the following:

The Certificates of title to shares shall be issued under the Seal of the Company in accordance with the provisions of Section 46 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, provided the shares may be held in an Electronic and fungible form under the provisions of the Depositories Act, 1966.

- o) At the end of the Article 19 the following shall be inserted:

The provisions of Articles 17 (a) and 18 (a) shall mutatis-mutandis apply to Debentures of the Company.

- p) Article 20 in first para after the word "Joint" the word "holders" will be substituted for the word "tenants".

- q) In Article 20 para (d) the words "shall be entitled to delivery of the certificate relating to such share or debenture" shall be deleted due to repetition.

- r) Article 21 in the third line the word "moneys" will be substituted by the word "monies" and in third line the word "respecting" will be deleted;

- s) Article 22 in last line the word "to" and the word "as" shall be omitted;

- t) Article 25 shall be replaced and substituted with the following:

The Board may, from time to time, at its discretion extend the time fixed for the payment of any call, and may extend such



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time to all or any of the members due to their residence at a distance or any other cause as the Board may deem fairly entitled to such extension but no member shall be entitled to such extension save as a matter of grace and favor.

- u) Article 29 in last line the word "injured" will be substituted with the word "incurred".
- v) In Article 30 (a) in second line after the word "place" the word "on and" shall be omitted.
- w) In Article 32 in fourth line the word "neglect" shall be replaced with the word "omission";
- x) Article 34 shall be replaced and substituted with the following:

The Board of Directors may, at any time before the sale, re-allot or dispose of any shares so forfeited, annul or cancel the forfeiture thereof upon such conditions as they think fit.
- y) Article 37 in the first line the word "decelerate" shall be replaced with the word "declarant."
- z) Article 39 in the Second line the word "so" shall be replaced with the word "no."
- za) Article 42 in the first line the words "the preceding" shall be replaced with the word "these."
- zb) In Article 42A, wherever the words "CVC", "and CVC", "or CVC", "or the shares held by CVC" appearing in this articles, shall be deleted.
- zb (i) In Article 42A (b), (c) and (d) (i) , the word "Investor" wherever appearing shall be omitted.
- zc) Article 42A (c) shall be replaced and substituted with the following:

(c) For so long as Bain holds any Equity Securities (as defined below) in the Company, the Promoters may sell up to a maximum of 5% (in the aggregate) of the Share Capital of the Company subject to a maximum of 2% in each financial year ("Permitted Transfers"). Each of the Promoters shall procure that the transfer restrictions set out in Article 42A of these Articles, shall in any event be applicable to each of the persons listed out in the category of promoter and promoter group (as disclosed to the Exchanges in accordance with erstwhile Clause 35 of the Listing Agreement and Regulation 31 of the SEBI (Listing and Disclosure) Regulations, 2015, notwithstanding that such category of persons were not signatory to the Undertaking.
- zd) In Article 42A (e) (iii) the last two lines "Further, it is clarified that CVC may exercise its tag along right in accordance with CVC Agreement" shall be omitted.

ze) In Article 43 (a) the "Section 108" shall be substituted with "Section 56"

zf) In Article 44 the "Section 110" shall be substituted with "Section 56"

zg) Article 46 shall be replaced and substituted with the following:

Notwithstanding anything contained in these Articles and in Section 44 and / or Section 58 of the Companies Act, 2013, but subject to other provisions of Section 22A of the Securities Contract (Regulation) Act, 1956, the Company may refuse to register the transfer of any shares in the name of the transferor on one or more of the grounds mentioned in Section 22A of the Securities Contract (Regulation) Act, 1956, and on no other grounds. Provided that the registration of transfer of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person indebted to the Company on any account whatsoever.

zh) Article 47 shall be replaced and substituted with the following:

No transfer shall be made to any minor or person of unsound mind or firm without the consent of the Board.

zi) In Article 49 in line third after the words "shares and" the word "/or" shall be inserted.

zj) In Article 50 the word "one month" will be replaced with the word "thirty days".

zk) In Article 51 in first line the word "fourteen days" notice" shall be replaced and substituted with the word "not less than seven days' notice".

zl) Article 53 shall be replaced and substituted with the following:

Any Person becoming entitled to Shares in consequence of the death or bankruptcy or insolvency of any Member, or guardian of a lunatic (which shall include one who is an idiot or non-compos mentis) or any other person lawfully becoming entitled to the Shares of any Member, may, upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give), be registered as a member in respect of such shares, or may, subject to the regulations as to transfer herein before contained, transfer such shares, This Article is hereinafter referred to as "The Transmission Articles".



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- zm) Article 55 shall be replaced and substituted with the following:
A person so becoming entitled under the Transmission Articles to shares by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Articles and of Section 123 of the Act, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the shares except that no such person (other than a person becoming entitled under the Transmission Article to the share of a lunatic) shall before being registered as a member in respect of the shares be entitled to exercise in respect thereof any right conferred by membership in relation to meetings of the Company.
Provided; that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the shares and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares, until the requirements of the notice have been complied with. In case of Transfer and transmission of Shares or other Securities where the Company has not issued any certificates and where such Shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.
- zn) Article 56 shall be replaced and substituted with the following:
The Company may issue Share Warrants as per the provisions of applicable Laws. The Board may from time to time make rules as to the terms on which a new Share Warrant or coupon may be issued. The Board may in its discretion prescribe regulations as to the issue and the rights of bearer of Share Warrant.
- zo) In Article 59 the following lines shall be deleted:
“CVC shall have a right (but not an obligation) to participate in all such future capital increases / issuance that are proposed on a private placement basis in proportion to its then existing share holding in the Company to maintain its Ownership.”
- zp) In Article 61 the “Section 79” shall be substituted with “Section 53”
- zq) In Article 65, at the beginning of the article the following shall be inserted:
Subject to these Articles and Section 61 of the Act,
- zr) In Article 66 the “Section 85, 87, 88 and 106” shall be replaced and substituted with “Section 43, 47 and 48 of the Act”
- zs) In Article 67 the “Section 100 to 105 inclusive” shall be replaced and substituted with “Section 66”;
- zt) In Article 67A the words “Section 77A, 77AA, 77B” shall be deleted and substituted with “Section 68, 69 and 70” and the word “Companies Act, 1956” shall be replaced with the words “the Companies Act, 2013”.
- zu) In Article 68 the word “Section 106” shall be replaced with word “Section 48”.
- zv) In Article 69 (a) the word “statutory meeting and” shall be deleted and “Section 96” shall be substituted for “Section 165 and 166”.
- zw) Article 70 (b) shall be replaced and substituted with the following:
If at any time, directors sufficient in number to form a quorum are not within India, any director of the Company may call an extra-ordinary general meeting in the same manner, or as nearly as possible, as that in which such a meeting may be called by the Board.
- zx) Article 71 (b) shall be replaced and substituted with the following:
Save as otherwise provided herein, the quorum of the General Meeting shall be as provided in Section 103 of the Companies Act, 2013.”
- zy) Article 75 (d) the following shall be substituted in place of existing article 75(d):
Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- zz) Article 80 the following shall be replaced and substituted in place of existing article 80:
A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or other legal guardian may on a poll vote by proxy.



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zza) Article 84 shall be replaced and substituted with the following:

An instrument appointing a proxy shall be in such form as may be prescribed under Section 105 of the Act and all such Laws and Rules as may be applicable.

zzb) Article 85A shall be replaced and substituted with the following:

Where the Company requires to or decides to pass any resolution by means of postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act, the Companies (Management and Administration) Rules, 2014, as amended from time to time and any such other rules, regulations, notification, circulars or such other requirements as may be applicable.

zzc) Article 89 a) shall be replaced and substituted with the following:

a) Remuneration of the Directors shall be a fee of ₹ 250/- (Rupees two hundred fifty) only or more as per the provisions of the Companies Act, 2013 for each Director for each meeting of the Board of Directors attended by him and in addition, subject to the provisions of section 197 of the Act, all the Directors may receive a commission up to one percent (1%) on the net profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013 and such commission shall be divided amongst them equally or as the Directors may determine. The Directors may waive or reduce their fee for any meeting or period.

The total managerial remuneration payable by the Company to its' directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profit of the Company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profit. The Company in general meeting may authorize the payment of remuneration exceeding eleven per cent of the net profit, subject to the provisions of Schedule V of the Companies Act, 2013.

Provided, further that except with the approval of the Company in general meeting by a special resolution, -

i) the remuneration payable to any one managing director, or whole time director or manager shall not exceed five per cent of the net profit of the Company and if there is more than one such director remuneration shall not exceed ten per cent of the net profit to all such directors and manager taken together;

ii) the remuneration payable to directors who are neither managing directors nor whole time directors shall not exceed,-

(A) one per cent of the net profit of the Company, if there is a managing director or whole time director or manager;

(B) three per cent of the net profit in any other cases;"

zzd) In Article 91 the word "Section 88" shall be substituted for the word "Section 157 and 158."

zze) Article 94(b) the following shall be substituted and replaced:

Subject to section 161 of the Act, the board may appoint any person to act as an alternate director for a Director during the latter's absence for a period of not less than three months from India and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to notice of meeting and to attend and vote thereat accordingly, but he shall "ipso facto" vacate office, if and when the director in place he has appointed returns to India.

zzf) In Article 96A (i) the words "12 (twelve) directors" shall be replaced and substituted for the words "15 (fifteen) directors".

zzg) In Article 96A, wherever the words "and / or CVC", appearing this articles, shall be deleted.

zzg) (i) In Article 96A((i) the words "Investor", "Investor Group" and "Investor Director" shall be omitted;

zzg) (ii) In Article 96A(iii) the word " investor Director" wherever appearing shall be deleted.

zzg) (iii) In Article 96A(iv) the word " Investor " wherever appearing shall be deleted.

zzg) (iv) In Article 96A(v) the word " Investor", "Investor Group" and "investor Director" shall be omitted.



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- zzh) (i) In Article 96A (vi) the word “Limited Review Committee”, and “Investor Director” wherever it appears shall be omitted and the second para shall be omitted.
- zzh) (ii) In Article 96A(vii) the word “Investor Director” and “Investor” shall be deleted.
- zzi) In Article 97(a) the word “Section 285” shall be substituted for the word “Section 173.”
- zzj) Article 97A (i) shall be replaced and substituted with the following:
- Subject to Section 173 of the Act, at least 7 (seven) days’ notice of every Meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A Meeting of the Board may be convened in accordance with these Articles by a shorter notice (as may be previously agreed by a majority of the Directors in writing) in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said Meeting. If an Independent Director is not present in the said Meeting, then decisions taken at the said Meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent director. Such shorter notice may be sent by post or by fax or e-mail or by other electronic means depending upon the circumstances. No items save and except those specified in the agenda may be discussed at any Board meeting except with the permission of the Chairman and the Bain Director and Investor Director.
- zzj) (i) In Article 97A (ii) the word “Investor Director” and “Investor Consent” shall be omitted
- zzj) (ii) In Article 97AA(i) the words “Investors’ consent” and “Investor” shall be deleted.
- zzj) (iii) In Article 97B the words “Investor Shares” and “Investor” shall be omitted.
- zzk) In Article 105 the words “Section 289” shall be substituted for the words “Section 175.”
- zzl) Article 108 (a) and (b) shall be replaced and substituted with the following:
- a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board, (including any committee) may from time to time at its discretion, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company.
- b) Subject to the provisions of the Act and these Articles, the Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular, by the issue of bonds perpetual or redeemable debentures or debenture-stock, or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.
- zzm) In Article 112 the words “Companies Act, 1956” shall be replaced with the words “Companies Act, 2013 and in the fourth line the word “shall” be replaced and substituted by the word “may”.
- zzn) Article 113 shall be replaced and substituted with the following:
- Subject to the provisions of the Act, a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by the Board.
- zzo) In Article 114 the words “Section 269 and 314” shall be replaced and substituted with the word “Section 203 and 188.”
- zzp) Article 115 shall be replaced and substituted with the following:
- A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.
- zzq) In Article 116, the clause (c) shall be omitted;
- zzr) In Article 121 the “Section 205” shall be replaced and substituted with “Section 123”.



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zys) In Article 122 the "Section 205A" shall be replaced and substituted with "Section 123 and 124".

zst) In Article 130, in the beginning the following shall be inserted:

Subject to the Chapter XX of the Act and such Rules and Laws as may be applicable.

zsu) In Article 132 under fourteenth line the words " under Section 494 of the Act" shall be omitted.

zsv) In Article 134 the words " Article 152(2)" shall be deleted and in place thereof the words " these Articles" shall be substituted.

zsw) Article 136 shall be replaced and substituted with the following:

Subject to the applicable provisions of the Act every officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any bona- fide proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the court.

zsz) ① In Article 137 the word " Investor Director " shall be omitted.

zta) After article 137, the following Article will be inserted as Article 138(i) and 138(ii) and the same shall be read as follows:

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138 (i) Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the

Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).

(ii) If pursuant to the approval of these Articles, if the Act requires any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Date: 29 May 2018

Place: Kolkata



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- In terms of section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company.***
- Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm registration no. 101248W/W-100022) as the Statutory Auditors at the 29th Annual General Meeting of the Company held on 22 September 2017 for a period of five years which is valid till 34th Annual General Meeting of the Company, subject to the ratification of appointment by members at every Annual General Meeting. In view of the Companies (Amendment) Act, 2017, the ratification of appointment of Statutory Auditors at every Annual General Meeting has been done away, therefore the necessary resolution seeking consent of the members for ratification of appointment of statutory auditors has not been placed before the shareholders at this Annual General meeting.
- The statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts in respect of the Special Business under Item No 4 to 9 as stated in this notice is annexed hereto, forming the part of this notice.
- The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **20 July 2018**.
- 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.
- 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 AGM. A proxy form is enclosed herewith. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
- When a member appoints a proxy and both the member and proxy attends the meeting, the proxy stands automatically revoked.
- 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 meeting. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing at least three days in advance before the commencement of the meeting.
- The quorum for the Annual General Meeting, 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 meeting at the commencement of business.
- Shareholders desiring any information as regards the Financial Statements of the Company are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from **27 August 2018 to 4 September 2018** (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared at the meeting.
- Members are requested to intimate about change in their mailing address, if any, to the Company's Registrar and Share Transfer Agent, **M/s S. K. Infosolutions Pvt. Ltd., 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.
- 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 AGM.
- The Dividend on shares, if declared, will be paid, in respect of shares held in electronic form, to those persons whose names appear as beneficial owners in the statement (s) furnished by the Depositories as on the close of the market day prior to start of book closure and in respect of shares held in physical form, to those Shareholders whose names appear on the Company's register of members after giving effect to all valid share transfers in physical form lodged with the Company before the start of date of book closure.



NOTICE

15. The Company during the year has transferred the amount of unpaid/unclaimed dividend for the Financial Year 2009-10, aggregating to ₹ 4,88,148/- to Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013

16. Members who have not yet en-cashed their dividend for the financial year 2010-11, 2011-12, 2012-13, 2013-14, 2015-16 and 2016-17 are requested to make their claims with the Company. All the amount towards unpaid / unclaimed dividend are lying in a separate bank account of the Company. Members hereby informed that upon expiry of seven years from the date of transfer to unpaid dividend account, such amount of unpaid/ unclaimed dividend, if any, will be transferred to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013. It may be noted by the members that the ***Unpaid / Unclaimed dividend for the financial year ended 31 March 2011, is due for transfer on or after 3 November 2018 to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013, therefore shareholders are requested to make their claim, if any, for Unpaid Dividend for the financial year 2010-11 before 3 November 2018.***

17. Transfer of Unclaimed shares to IEPF

- i) Pursuant to the provision of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. It was further clarified that in case any dividend is paid or claimed for any year during said period of seven consecutive years, the shares shall not be transferred to Investor Education and protection Fund.
- ii) Pursuant to the notification of MCA dated 28 February, 2017 relating to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which has come into force w.e.f. 28th February 2017, and in terms of Rule 6(3)(a) as prescribed by the MCA, the

Company has sent individual notice to all shareholders concerned whose dividend remain unclaimed, through speed post and also given a public notice in newspapers on 10 May 2017.

- iii) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company during the year has transferred certain shares to the credit of IEPF of those shareholders whose dividend remain unclaimed for a consecutive period of seven years from the financial year 2008-09. The details of shares transferred to IEPF are made available on Company's website at www.himadri.com.
- iv) **Claim of Share from IEPF:** Any person whose shares and / or unclaimed dividend has been transferred to the Fund, may claim their refund to the IEPF Authority by submitting an online application in Form IEPF-5 available on the website of Investor Education and Protection Fund at <http://www.iepf.gov.in/IEPFA/refund.html>. The procedure for claiming shares/ dividend from IEPF Authority may also available at the website of the Company at https://www.himadri.com/investors_information

18. Bank Mandate for Dividend or Electronic Clearance Services (ECS):

- i) In order to protect the investors from fraudulent encashment of the dividend warrants, the members holding shares in physical form are requested to intimate the Company under signature of the Sole/ First joint holder, the following details which will be used by the Company for payment of dividend:
 - a. Name of Sole / First joint holder and folio no.
 - b. Particulars of bank account viz:
 - # Name of the bank, branch and bank code
 - # Complete address of the bank with Pin Code
 - # Account type, whether Savings or Current
 - # Bank account number allotted by the bank
 - # MICR (Magnetic Ink Character Recognition)
 - # IFSC (Indian Financial System Code),

In case of Shareholders holding shares

NOTICE

in electronic form, bank account details provided by the Depository Participants (DPs) will be used by the Company for printing of dividend warrants. Shareholders who wish to change such Bank account may intimate their DPs about such changes with complete details of bank account including IFSC/MICR Code. Shareholders residing at the centres where National Electronic Clearing Service (NECS) facility is available are advised to avail of the option to collect dividend by way of NECS.

Shareholders holding shares in physical form are requested to send their NECS Mandate Form in the format available for download on Company's website www.himadri.com, duly filled in to the Company's Registrar & Share Transfer Agents **M/s S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata-700 006** and in case equity shares are held in Electronic Form, the NECS Mandate form will have to be sent to the concerned Depository participants (DPs) directly.

The Securities & Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the Depositories for the remittance of Dividend through Electronic Clearing Services (ECS) to investors where the Bank details are available, therefore, members are requested to give instructions regarding Bank Account in which they wish to receive dividend directly through their Depository Participant (D/P). The members holding shares in DEMAT mode may send the requisite details to their D/P and in case of physical shareholding, the bank details are to be provided to the Registrar & Share Transfer Agents.

Further the Securities and Exchange Board of India (SEBI) vide circular dated 20 April 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank. The RTA shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the

bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating his bank account details.

The Company has sent reminders to those shareholders, whose bank details are not available with the Registrar & Share Transfer Agents, requesting them to send the required details to enable the Company for payment of Dividend. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website.

19. The members are further informed that pursuant to notification issued by the SEBI on 8th June 2018, the regulation 40 of the SEBI (LODR) Regulations, 2015 has been amended and provided that, except in case of **transmission or transposition of securities**, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. The amended provisions shall come into effect on the one hundred and eightieth day from the date of notification and pursuant to this notification, no physical shares shall be transferred on and after



NOTICE

- 5th December 2019, accordingly, shareholders are requested to take necessary steps, in case they are holding shares in physical form to convert their shares into DEMAT through any of the Depository.
20. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing such facility to the members through NSDL E-Voting platform.
 21. As per the provisions of Section 20 of the Companies Act, 2013 and in compliance with the guidelines of Green Initiative, an electronic copy of the Annual Report and Notice for calling AGM 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 ID(s) are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. The physical copies of Annual Reports with Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to those members whose e-mail ID(s) are not registered with the Company. Further, the notice for this AGM *inter alia* indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form shall also be available on the Company's website, at <https://www.himadri.com/> and the website of NSDL at <https://www.evoting.nsdl.com>.
 22. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 21 (1) (a) to (h) of the Companies (Management and Administration) Rules, 2015 and applicable provisions of the Regulation 44 of SEBI (LODR) Regulations, 2015, and other applicable provisions if any, 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 AGM. The facility of voting through electronic voting system will not be available at the AGM. Members who have cast their vote by remote e-voting may attend the AGM, but shall not be able to vote at the AGM. Such member will also not be allowed to change or cast vote again. The Company will also provide the facility of voting through polling paper at the venue of the AGM to those members attending the AGM and who have not already cast their vote by remote e-voting.
 23. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the Corporate Office on all working days (excluding Saturdays, Sundays and Holidays) from 10:00 a.m. to 01:00 p.m., up to the date of this AGM.
 24. 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 made thereunder will be available for inspection by the members at the AGM.
 25. Mr. Bajrang Lal Sharma, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. His details are as follows;
Name: Mr. Bajrang Lal Sharma
Designation: Company Secretary and Compliance Officer
Corporate office: 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:
 26. The e-voting period shall begin at **09:00 a.m. on 31 August 2018 and ends at 5.00 p.m. on 3 September 2018**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **27 August 2018**, 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 AGM date would not be entitled to vote at the AGM venue.

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27. 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. 27 August 2018**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. 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. 27 August 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- 28. Guidance for E-Voting**
- Step 1: Log-in to NSDL e-Voting system**
- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 - iv. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 - v. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - vi. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - vii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - viii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - ix. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - x. Now, you will have to click on "Login" button.
 - xi. After you click on the "Login" button, Home page of e-Voting will open.



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Step 2 : Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - iii. Select "EVEN" of the Company.
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- iii. 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 or call on Toll free no. 1800-222-990.
 - iv. 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.

Important Note:

The Company being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-Voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(1) of the SEBI (LODR) Regulations, 2015, voting by show of hands will not be available to the members at the 30th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

General Guidelines for shareholders:

- i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail skghosh_1938@yahoo.in with a copy marked to evoting@nsdl.co.in
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

NOTICE

29. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at forthcoming AGM is given in the annexure:

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting:

Name of Director	Mr. Shyam Sundar Choudhary	Mr. Sakti Kumar Banerjee	Mr. Hardip Singh Mann
DIN	00173732	00631772	00104948
Date of Birth	14.10.1947	12.08.1944	01.04.1952
Date of Appointment	28.07.1987	11.07.2006	14.11.2011
Qualifications	B. Com	B.E (Civil Engg) in 1965 from Jadavpur University (1st Class)	Masters in Economics P.G Diploma in Material Management
Experience	An Industrialist with experience of more than 42 years in area of chemicals business. He has been associated with Company as promoter director since its incorporation	He is the Ex-Chairman -cum Managing Director (Project & Tech) of NALCO and having more than 40 years of experience in the field of Chemicals, Fertilizer and Aluminum sector. He has been associated with the Company as non-executive Independent director since July 2006.	39 years of diverse working experience including in the area of materials and marketing management in the domestic and international field. He has served as Chairman Cum Managing Director of MMTC Ltd (PSU)
Directorship in other Companies	<ul style="list-style-type: none"> • Himadri Industries Limited • Sri Agro Himghar Limited • Himadri Power Limited • Liberty Projects Private Ltd 	<ul style="list-style-type: none"> • PervCom Consulting Pvt Ltd 	<ul style="list-style-type: none"> • Magnifico Minerals Pvt Ltd
Chairman/ Member of the committee of Board of other Companies [only Audit Committee and Stakeholders relationship Committee is considered]	NIL	2	0
No. of shares held (₹ 1/- each)	3,234,280 (0.77%)	Nil	Nil
Relationship with other Directors	1. Mr. B. L. Choudhary - Brother 2. Mr. V. K. Choudhary - Brother	Nil	Nil

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Date: 29 May 2018
Place: Kolkata



NOTICE

EXPLANATORY STATEMENT

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

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee has considered and approved the appointment of Mr. Sambhu Banerjee, Cost Accountant, (Membership No.9780) as the Cost Auditor of the Company to audit the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2018-19 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses .

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, is required to be ratified by the members of the Company. The Resolution mentioned herein above in the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the members.

Your Directors recommend the resolution to be passed in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution as set in Item no.4.

Item No. 5

Mr. Sakti Kumar Banerjee being an Independent Director of the Company holds office up to 31 March 2019 ("first term") and eligible to be re-appointed as such for the second term of five years. The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Sakti Kumar Banerjee (DIN: 00631772) as an Independent Director for a second consecutive term of 5 (five) years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed to re-appoint Mr. Sakti Kumar Banerjee as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The Board is of opinion that continued association of Mr. Banerjee

as Independent Director would be beneficial for the further growth & development of the business of the Company.

Mr. Sakti Kumar Banerjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received necessary declaration from Mr. Banerjee that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The necessary particulars and details as required for appointment of Mr. Sakti Kumar Banerjee are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Sakti Kumar Banerjee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except, Mr. Sakti Kumar Banerjee, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Justification of Appointment of Mr. Sakti Kumar Banerjee pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Amendment Regulations, 2018

Mr. Sakti Kumar Banerjee, aged about 74 years, is a B.E. (Civil) from Jadavpur University-Kolkata and has to his credit working experience of 39 years in PSU(s) and Government Organizations in the field of chemicals, fertilizer and aluminium sectors. He joined National Aluminium Company Limited (NALCO) in 1984 as additional Chief Engineer (Civil) and rose at the position as Chief Engineer (T & C). He served at the various senior position as General Manager (P&T), Executive Director (P&T) and Director (P&T). He was finally superannuated, as Chairman-cum-Managing Director of NALCO, in 2004. Mr. Banerjee has been associated with the Company since 2006 and Board considered that continues association of Mr. Sakti Kumar Banerjee would be of immense benefit to the Company and it is desirable to reappoint him.

NOTICE

Item No. 6

Mr. Hardip Singh Mann was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 31 March 2019 ("first term"). The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Hardip Singh Mann (DIN: 00104948) as an Independent Director for a further consecutive period of five years on the Board of your Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed to re-appoint Mr. Mann, as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The board is of opinion that continued association of Mr. Mann as Independent Director would be beneficial for the further growth & development of the business of the Company.

Mr. Mann, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received necessary declaration from Mr. Mann that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The necessary particulars and details as required for appointment of Mr. Mann are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Hardip Singh Mann setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except, Mr. Mann, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7

Pursuant to the proviso to Section 20(2) of the Companies Act, 2013, a member may request for dispatch of any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., there fore it is proposed that a uniform fee of ₹ 200/- be charged towards cost of dispatch if such documents are to be served within India and in case documents are to be sent outside India, a fee of ₹ 2000/- will be charged from a member requesting for such services.

The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lump-sum' advances from shareholders and maintaining of their running ledger balances for this purpose. The Board recommends the resolution at item no. 7 for the approval of the Shareholders. None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested in this resolution set out at item no.7 of the Notice.

Item No. 8

Your Company is authorized by its Memorandum of Association to make contributions to charitable and other funds. The shareholders at its' meeting held on 24 September 2016, has authorized the Board to make contribution to bona-fide and other charitable funds, any amount, the aggregate of which, in any financial year shall not exceed two Crores. The Board considering the increased activities and profitability of the Company, which may require the Company to make more contributions towards charitable and other purposes, therefore, the proposed resolution as set out in Item no 8 of the notice is placed before the shareholders for consideration and authorizing the Board to make contributions from time to time for charitable and other funds, any amount which shall not exceed five percent of its' average net profits or rupees five crores, whichever is higher, in any financial year.



NOTICE

None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution as set out at item no. 8 of the Notice.

Item No. 9

The Company's Articles of Association primarily contains rules and regulations for conducting the business of the Company in an ordinary manner and have to be in line with and in consonance with the provisions of the Companies Act, 2013 and rules made thereunder. Since the Articles of Association of the Company contains certain provisions with reference to the previous Companies Act, 1956 and certain other regulations of articles, which have become obsolete by passage of time, therefore it requires necessary modifications by alteration, adoption and deletion.

The proposed amendments in the Articles of Association of the Company inter-alia requires the approval of the shareholders by means of Special Resolution in terms of Section 14 of the Companies Act, 2013, therefore the resolution is placed before the shareholders for their consent.

A copy of the draft of the Articles after proposed amendments is available for inspection by any member at the Registered Office of the Company in between 11.00 am to 01.00 pm on any working days except Saturday.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

By Order of the Board of Directors

Date: 29 May 2018
Place: Kolkata

Sd/-
Bajrang Lal Sharma
Company Secretary
FCS: 8148



Himadri Speciality Chemical Ltd

(Formerly known as 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

30th Annual General Meeting – 4 September 2018

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

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

1. Name :

Address :

E-mail Id: Signature:

or failing him/her

2. Name :

Address :

E-mail Id: Signature:

or failing him/her

2. Name :

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 30th Annual General Meeting of the Company, to be held at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, 4 September 2018 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:-





Resolution No.	Description of Resolutions		
		Favor	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 March 2018 together with the report of the Board of Directors and Auditors thereon.		
2	To declare dividend.		
3	To appoint a Director in place of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
4	Ordinary Resolution for ratification of payment of remuneration to Mr. Sambhu Banerjee as Cost Auditor for the financial year 2018-19.		
5	Special Resolution for Re-appointment of Mr. Sakti Kumar Banerjee as an Independent Director		
6	Special Resolution for Re-appointment of Mr. Hardip Singh Mann as an Independent Director		
7	Ordinary Resolution to determine fee for service of documents		
8	Ordinary Resolution to contribute bona-fide and charitable funds		
9	Special Resolution for Alteration of Articles of Associations		

Signed this day of 2018

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

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 Speciality Chemical Ltd (Formerly known as 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

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 30th Annual General Meeting of the Company being held at “Kala Mandir”, 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, 4 September 2018 at 10:30 a.m.

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

.....
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.

Route map to the Venue of AGM



Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017



A series of horizontal lines for writing, consisting of 20 evenly spaced lines.

