



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 29th Annual General Meeting of Himadri Speciality Chemical Ltd (Formerly known as Himadri Chemicals & Industries Limited) will be held at “Kala Kunj Hall”, 48 Shakespeare Sarani, Kolkata – 700 017 Friday, 22 September 2017 at 3:30 p.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 2017 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. Bankey Lal Choudhary (DIN: 00173792), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions Section 139, 140, 141, 142 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company to hold office from this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS

5. 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 taxes 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 2017-18 as approved by the Board of Directors of the Company be and is hereby ratified and approved.”

6. To appoint Mr. Vijay Kumar Choudhary as Whole Time Director and to consider, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:-

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Choudhary (DIN: 00173858), as Whole Time Director of the Company for a further period of 3 (Three) years with effect from 1 April 2017 to 31 March 2020 on the terms, conditions including remuneration and prerequisites as set out in the Explanatory Statement annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Choudhary in such manner as may be agreed by the Board and Mr. Vijay Kumar Choudhary, subject to the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of an Independent Director:-

“RESOLVED THAT pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Santosh Kumar Agrawala (DIN: 00364962), be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years with effect from 14 November 2016 and as may be determined by any applicable statutes, rules, regulations or guidelines.”

8. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of an Independent Director:-

“RESOLVED THAT pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Suryakant Balkrishna Mainak (DIN: 02531129), be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years with effect from 3 August 2017 and as may be determined by any applicable statutes, rules, regulations or guidelines.”

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Place: Kolkata

Date: 3 August 2017

NOTES:

- 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.
- Appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for the period of five years (subject to ratification of the appointment by the members at every Annual General Meeting held after 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 business under Item No 5, 6, 7 and 8 in respect of Special Business 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 11 August 2017.
- 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 attend the meeting, the proxy stands automatically revoked.
- Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing at-least three days before the commencement of the meeting.
- 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.
- 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 **15 September 2017 to 22 September 2017** (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.
- The Company on 31 October 2016, has transferred the amount of unpaid / unclaimed dividend for the year 2008-09, aggregating to ₹ 5,38,410/- to Investor Education and Protection Fund established by the Central Government in terms of Section 205(C) of the Companies Act, 1956.
- Members who have not yet en-cashed their dividend for the financial year 2009-10, 2010-11, 2011-12 2012-13, 2013-14 and 2015-16 are requested to make their claims with the Company. All the monies 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 205(C) of the Companies Act, 1956. It may be noted by the members that the Unpaid / Unclaimed dividend for the financial year ended 31 March 2010, is due for transfer on or after 3 November 2017 to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 205(C) of the Companies Act, 1956, therefore shareholders are requested to make their claim, if any, for Unpaid Dividend for the financial year 2009-10 before 3 November 2017.

19. Transfer of Unclaimed shares to IEPF

- i) According to the pursuant to 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) According to the MCA's notification dated 28th February, 2017 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, the terms of Rule 6(3)(a) as prescribed by the MCA, the Company is required to inform the shareholder concerned at the latest available address regarding transfer of shares within three months and also simultaneously publish a notice in the leading newspaper in English and regional language having wide circulation, and also post the details of such shareholders and the shares due for transfer at their website, accordingly the company has sent individual notice to all shareholders concerned through speed post and given a public notice in newspapers on 6 December 2016.
- iii) The Company will transfer the unclaimed shares to the credit of IEPF Account upon receipt of the further clarification from the MCA.

20. 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

In case of Shareholders holding shares 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 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 ECS and 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 Company will not entertain any direct request from such members for deletion of / or change in such bank particulars

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.

21. 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.
22. 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 ids 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.
23. 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 shall 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.

24. 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. Further, the notice for this AGM shall also be available on the Company's website, at www.himadri.com.
25. The Board of Directors of your Company has appointed Ms. Priti Todi, Company Secretary in Practice (CP No: 7270), a partner of PS & Associates as the Scrutinizer to scrutinize the e-voting process for the AGM as well as voting through Ballot Paper at the venue of AGM in a fair and transparent manner.
26. 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.
27. 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:

28. The e-voting period shall begin at 09:00 a.m. on 18 September 2017 and ends at 5 p.m. on 21 September 2017. During this period shareholders of the Company, holding shares either in physical form or in de-materialized form, as on the cut-off date i.e. **15 September 2017** 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.
29. Guidance for E-Voting
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - [Login](#)
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Himadri Speciality Chemical Ltd (Formerly Known as Himadri Chemicals & Industries Limited)".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. Together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ps@psassociates.in with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **15 September 2017**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date
 - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **15 September 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com /contact@skcinfo.com.



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

VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.

VIII. Ms. Priti Todi, Company Secretary in Practice (CP No: 7270), a partner of PS & Associates, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any,

to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.himadri.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

C. Other Instructions:

- i) In case of any queries, you may refer to the “Frequently Asked Questions” (FAQs) and “e-voting user manual” available in the downloads section of NSDL’s e-voting website www.evoting.nsdl.com or call on Toll free no. 1800-222-990.
- ii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

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 29th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

30. 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. Bankey Lal Choudhary	Mr. Vijay Kumar Choudhary	Mr. Santosh Kumar Agrawala	Mr. Suryakant Balkrishna Mainak
DIN	00173792	00173858	00364962	02531129
Date of Birth	06-05-1953	15-05-1956	19-03-1955	09-02-1956
Date of Appointment	28-07-1987	28-07-1987	14-11-2016	03-08-2017
Qualifications	B. Com	B. Com	B.Com (Hons.), AASM, FCMA and FCS	B.Com, ACA
Experience	An Industrialist with experience of more than 40 years in area of chemicals business. He has been associated with Company as promoter director since its incorporation	An Industrialist with experience of more than 37 years in area of chemicals business. He has been associated with Company as promoter director since its incorporation	Experience of more than 35 years in the field of Company law, Secretarial, SEBI laws, Labour laws, HR & Administration etc	Experience of about 35 years in the field of Investment Operations, Executive, Risk Management, Social Security and Policy holder Protection and has worked with various public sector enterprises like LIC of India and National Stock Exchange at very senior positions.
Directorship in other Companies	1. Himadri Industries Limited	1. Himadri Industries Limited	1. Ganges Infotech Private Limited	1. ITC Limited

	2. Sri Agro Himghar Limited	2. Himadri Dyes & Intermediates Limited		2. Mahindra & Mahindra Ltd
	3. Himadri Power Limited	3. Sri Agro Himghar Limited		3. CARE Ratings Ltd
	4. Himadri Dyes & Intermediates Limited	4. Himadri Power Limited		4. Suncap Insolvency Professionals Pvt Ltd
	5. Himadri Coke & Petro Limited	5. Suraksha Nirman Private Limited		5. Deccan Health Care Pvt Ltd
		6. Sukhisansar Developers Private Limited		6. CARE Advisory Research & Training Ltd
		7. Dreamway Developers Private Limited		
		8. Dripti Projects Private Limited		
Chairman/ Member of the committee of Board of other Companies	NIL	NIL	NIL	<ul style="list-style-type: none"> • Non-Executive Chairman in CARE • Member at LIC Committees
				1. Investment
				2. Executive
				3. Risk Management
				4. Social Security
				5. Policy Holder Protection
No. of shares held (₹ 1/- each)	14,84,280 (0.35%)	32,66,640 (0.78%)	-	-
Relationship with other Directors	1. Mr. S.S. Choudhary - Brother	1. Mr. S.S. Choudhary - Brother	-	-
	2. Mr. V. K. Choudhary - Brother	2. Mr. B. L. Choudhary - Brother	-	-

By Order of the Board of Directors
Sd/-

Bajrang Lal Sharma
Company Secretary
FCS: 8148

Place: Kolkata
Date: 3 August 2017

EXPLANATORY STATEMENT

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

Item No. 5

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 2017-18 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus taxes 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, financially or otherwise, in the resolution as set in Item no.6.

Item No. 6

The Board of Directors at it's meeting held on 13 February 2017, and upon recommendation made by the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Vijay Kumar Choudhary (DIN: 00173858), as Whole Time Director for a period of three years with effect from 1 April 2017 subject to the approval of the shareholders. Mr. Choudhary was appointed as Whole time Director by the shareholders for a period of five years at its meeting held on 1st April 2012 and the present term has expired on 31st March 2017.



Mr. Vijay Kumar Choudhary has been associated with the Company since incorporation and having vast experience of the business of the Company. Mr. Choudhary's association with the Company as Whole time Director would be beneficial to the Company and his continued support is required for further growth and development of the business of the Company.

Since, the conditions laid down in Section II of Part II of Schedule V appended to the Companies Act, 2013 have been fulfilled hence the approval of the shareholders of the Company is required for his re-appointment. An agreement with Mr. Choudhary will be entered to record his terms of appointment, after getting the approval of the shareholders.

The terms and conditions of re-appointment are enumerated under:

1. Period of appointment

The appointment will be for a period of 3 (Three) years with effect from 1 April 2017.

2. Remuneration

In terms of Schedule V to the Companies Act, 2013 read with Section 196 & 197 of the Companies Act, 2013 and subject to approval of the Company in general meeting the Whole-time Director shall be paid the following remuneration.

i) Salary

₹ 5,00,000/- per month. (Rupees Five Lakhs per month)

ii) Perquisites:

In addition to above, the Whole time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

- i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent payable by the Whole time Director.

Or

- ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

- iii) In case no accommodation is provided by the Company, the Whole time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

- b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc., shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

- c) Reimbursement of Medical Expenses incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

- d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

- e) Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

- f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

- g) Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Whole time Director. The draft Agreement to be entered into by the Company with Whole time Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days until the date of the ensuing Annual General Meeting.

None of the other Directors and KMP except, Mr. Shyam Sundar Choudhary, Mr. Bankey Lal Choudhary and Mr. Vijay Kumar Choudhary, are concerned and interested, financially or otherwise in this resolution as they are related parties.

Item No. 7

Mr. Santosh Kumar Agrawala (DIN: 00364962) was appointed as an Additional Director by the Board at its meeting held on 14 November 2016 to act as an Independent Director of the Company subject to the approval of the Shareholders pursuant to Section 161 of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Agrawala will hold office upto the date of ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member alongwith a Deposit of ₹ 1,00,000/- proposing the candidature of Mr. Santosh Kumar Agrawala for the Office of Independent Director, to be appointed as such in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, for a period of five years with effect from 14 November 2016.

Mr. Santosh Kumar Agrawala, aged about 62 years, B.Com (Hons.), AASM, FCMA, FCS and having the experience of more than 35 Years in the field of Company law, Secretarial,

SEBI laws, Labour laws, HR & Administration etc. He has served as a Company Secretary in a public listed company Balrampur Chini Mills Ltd for a period of about 21 years. He has also served about 14 years in the Birla organization as Company Secretary and Director. He was associated with the FICCI as a Member of Corporate Law and Taxation sub Committee and associated with CII as a Member, Corporate Governance Task Force. He is at present, Central Council Member of ICSI and nominated on various Committees of ICSI. He was also Chairman of EIRC of the ICSI.

Your Board considers that Mr. Agrawala's association with the Company as an Independent Director would benefit the Company. Declaration has been received from Mr. Santosh Kumar Agrawala that he meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that Mr. Agrawala fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director and that he is independent of the management of the Company.

Except Mr. Santosh Kumar Agrawala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. The notice received from the member proposing the candidature of Mr. Agrawala, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

Item No. 8

Mr. Suryakant Balkrishna Mainak (DIN: 02531129) was appointed as an Additional Director by the Board at its meeting held on 3 August 2017 to act as an Independent Director of the Company subject to the approval of the Shareholders pursuant to Section 161 of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mainak will hold office upto the date of ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member alongwith a Deposit of ₹ 1,00,000/- proposing the candidature of Mr. Suryakant Balkrishna Mainak for the Office of Independent Director, to be appointed as such in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, for a period of five years with effect from 3 August 2017.

Mr. Mainak, aged about 61 years, B.Com, ACA (Chartered Accountant) and is having an experience of about 35 years in the field of Investment Operations, Executive, Risk Management, Social Security and Policy holder Protection and has worked with various public sector enterprises like LIC of India and National Stock Exchange at very senior positions. He has served as Managing Director of Life Insurance Corporation of India and during his tenure in LIC, he was leading to multidisciplinary functions in Finance, Accounts, Marketing, Legal, Pension & Group Superannuation.

He was also on the Board of National Stock Exchange of India Ltd and Stock Holding Corporation of India Limited. He has also served as Independent Director on Board of Satyam Computer Services Ltd appointed by the Government of India for restructuring that Company. He has worked as Professor at National Insurance Academy (NIA), at Pune. He has achieved so many awards including NDTV Business Leadership Award 2009, CNN-IBM Indian of the year Award 2009 and Dataquest IT Person of the year 2009.

Your Board considers that Mr. Mainak's association with the Company as an Independent Director would benefit the Company. Declaration has been received from Mr. Suryakant Balkrishna Mainak that he meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that Mr. Mainak fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director and that he is independent of the management of the Company.

Except Mr. Suryakant Balkrishna Mainak, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. The notice received from the member proposing the candidature of Mr. Mainak, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Place: Kolkata

Date: 3 August 2017



Himadri

Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLCO42756

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

Annual General Meeting – 22 September 2017

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

3.	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 Annual General Meeting of the Company, to be held at "Kala Kunj Hall", 48 Shakespeare Sarani, Kolkata – 700 017 on Friday, 22 September 2017 at 3:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:-





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

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 2017 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. Bankey Lal Choudhary (DIN: 00173792), who retires by rotation and being eligible offers himself for re-appointment.		
4	To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following as an Ordinary Resolution :- "RESOLVED THAT pursuant to the provisions Section 139, 140, 141, 142 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022), as the Statutory Auditors of the Company to hold office from this 29 th Annual General Meeting till the conclusion of 34 th Annual General Meeting, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."		
Special Business			
5	Ordinary Resolution for ratification of payment of remuneration to Mr. Sambhu Banerjee as Cost Auditor for the financial year 2016-17.		
6	Special Resolution for appointment of Mr. Vijay Kumar Choudhary (DIN: 00173858) as Whole Time Director.		
7	Ordinary Resolution for appointment of Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director.		
8	Ordinary Resolution for appointment of Mr. Suryakant Balkrishna Mainak (DIN: 02531129) as an Independent Director.		

Signature of Shareholder

Signature of proxy holder

Signed this day of 2017

Affix
Revenue
Stamp

- Notes:**
- 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.**
 - 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

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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 29th Annual General Meeting of the Company being held at "Kala Kunj Hall", 48 Shakespeare Sarani, Kolkata – 700 017 on Friday, 22 September 2017 at 3:30 p.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 Kunj Hall, 48 Shakespeare Sarani, Kolkata – 700 017

