



Ref. No: HSCL / Stock-Ex/2022-23/57

Date: 28/09/2022

Ref : Listing Code: 500184 BSE Limited Department of Corporate Services P. J. Towers, 25 th Floor, Dalal Street, Mumbai- 400 001	Ref: Listing Code: HSCL National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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Sub: Summary Proceedings of the 34th Annual General Meeting of the Company held on 28 September 2022 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)

Dear Sir/ Madam,

This is to inform you that the 34th Annual General Meeting (AGM) of Himadri Speciality Chemical Ltd was held today, i.e., on Wednesday, the 28 September 2022 at 04:00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the business as stated in the Notice dated 11 August 2022.

Pursuant to Regulation 30, Part-A of the Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the summary of the proceedings of the 34th AGM of the Company.

The meeting concluded at 5:15 p.m. (IST) (including the time allowed for e-voting at AGM).

The e-voting results along with the Scrutinizer’s Report will be declared within the prescribed time and the same will be made available on the Company’s website at www.himadri.com and on the website of the NSDL.

This is for your information and taking on record.

Thanking You,

Yours faithfully,
For Himadri Speciality Chemical Ltd

(Company Secretary &
Compliance Officer)
ACS: 29322

Enclosed: as above

**Summary of proceedings of the 34th Annual General Meeting of
Himadri Speciality Chemical Ltd**

In compliance with the General Circulars No. No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021 and No. 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively and other applicable circulars, (hereinafter, collectively referred as the “MCA Circulars”) read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12 May 2020, 15 January 2021 and 13 May 2022 respectively and other applicable circulars (hereinafter, collectively referred as the “SEBI Circulars”), and other applicable circulars and in compliance with the relevant provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 34th Annual General Meeting (“AGM” or “Meeting”) of the Members of Himadri Speciality Chemical Ltd (the “Company”) was duly convened and held on **Wednesday, the 28 September 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), which commenced at 04:00 p.m. (IST).**

PRESENT

Sr. No.	Name	Designation
1.	Mr. Anurag Choudhary	Chairman Cum Managing Director & CEO (from Australia)
2.	Mr. Girish Paman Vanvari	Independent Director, Chairman of Audit Committee (from Mumbai)
3.	Mr. Santosh Kumar Agrawala	Independent Director, Chairman of the Nomination & Remuneration Committee (from Corporate Office, Kolkata)
4.	Mr. Santimoy Dey	Independent Director, Chairman of Stakeholders Relationship Committee (from Hooghly, West Bengal)
5.	Mr. Shyam Sundar Choudhary	Whole-time Director (from Bangkok)
6.	Mr. Amit Choudhary	Whole-time Director (from Turkey)
7.	Mr. Sakti Kumar Banerjee	Independent Director (from Kolkata)
8.	Mr. Gopal Ajay Malpani	Independent Director (from Mumbai)
9.	Ms. Rita Bhattacharya	Independent Director (from Mumbai)
10.	Ms. Monika Saraswat	Company Secretary & Compliance Officer (“Secretary”) (from Corporate Office, Kolkata)
11.	Mr. Kamlesh Kumar Agarwal	Chief Financial Officer (“CFO”) (from Corporate Office, Kolkata)

- At the commencement of the meeting, Ms. Monika Saraswat, Secretary welcomed all the Directors and Members attending the AGM. She also briefed about the general guidelines to be followed during the meeting for the Shareholders and registered speakers. She then introduced Mr. Anurag Choudhary, Chairman cum Managing Director & CEO of the Company and requested him to proceed with the Meeting.

- There were Eighty Three (83) members present through VC/OAVM as per the records of the attendance.
- The Chairman greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman then called the Meeting to order.
- Thereafter, with the permission of the Chairman, Ms. Monika Saraswat, Secretary, introduced other directors who joined the Meeting from various locations through VC/OVAM and conducted the proceedings of the AGM. All the Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, were present at the AGM.
- The representative of M/s B S R & Co, LLP, the Statutory Auditors and Mr. Arun Kumar Maitra, the representative of M/s Arun Kumar Maitra, Practicing Company Secretaries, Secretarial Auditors were also present at the Meeting. The Scrutinizer for the AGM, Mr. Arun Kumar Maitra, Practicing Company Secretary (CP No. 14490) was also present.
- The Notice dated 11 August 2022 convening the 34th AGM was taken as read with the consent of the Members present. Thereafter, the Company Secretary notified the members about the availability of statutory registers, certificates and other documents for the purpose of inspection via electronic means in the National Securities Depositories Limited (“NSDL”) e-voting system.
- The Secretary mentioned that there were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements (both Standalone and Consolidated) or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended March 31, 2022 which may have any adverse effect on the functioning of the Company. Hence, the said Reports were not required to be read.
- Thereafter, Mr. Anurag Choudhary, the Chairman Cum Managing Director & CEO, delivered his speech and apprised the members about the Company's financial performance, key achievements, the current and future business prospects of the Company and initiatives undertaken by the Company amongst other notable highlights.
- The Secretary further informed the members that pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company had engaged NSDL to provide remote e-voting facility which commenced on Saturday, 24 September 2022, (09:00 a.m. IST) and ended on Tuesday, 27 September 2022 (05:00 P.M IST). She also informed that the e-voting facility during the AGM has been provided to all the eligible Members who participated in the Meeting and had not cast their votes through remote e-voting in respect of the businesses transacted at the Meeting.

Thereafter, with the permission of Chairman the resolutions were tabled at the Meeting by the Secretary, and she explained the objectives and implications of each item of businesses for consideration by the shareholders.

The following items of business as per the Notice of the 34th AGM were transacted:

Ordinary Business:

1. Adoption of Audited Financial Statements (including the Audited Consolidated Financial Statements) for the financial year ended 31 March 2022, and the report of the Board of Directors and Auditors thereon, by passing an Ordinary Resolution;
2. Declaration of Dividend @ Re. 0.20 (20%) per equity share of face value of Re. 1 each for the financial year ended 31 March 2022, by passing an Ordinary Resolution;
3. Appointment of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation and being eligible offers himself for re-appointment, by passing an Ordinary Resolution;
4. Appointment of M/s Singhi & Co, Chartered Accountants (FRN 302049E), as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No.:101248W/ W-100022), to hold office for a term of five consecutive years from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in the year 2027, by passing an Ordinary Resolution;

Special Business:

1. Ratification of remuneration of Mr. Sambhu Banerjee as Cost Auditors (Membership No. 9780) for conducting the Audit of Cost Accounting Records of the Company for the financial year 2022-23, by passing an Ordinary Resolution;
2. Appointment of Ms. Rita Bhattacharya (DIN: 03157199), as an Independent Director, for the first term of 5 (five) consecutive years with effect from 11 August 2022; by passing a Special Resolution.;

Thereafter, with the permission of Chairman, Ms. Monika Saraswat, Secretary invited the Members who had registered themselves as speakers and were attending the Meeting through VC / OAVM, to put forward their queries / feedback, if any, in respect of any of the items of business as contained in the Notice. 10 (Ten) Speakers expressed their feedback, queries, and suggestions. The CFO responded to the queries and provided necessary clarifications to the same.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off' date i.e., Wednesday, 21 September 2022. M/s Arun Kumar Maitra & Co., Practising Company Secretary (C.P.No: 14490), Kolkata, was appointed as the scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

The Secretary further informed that the e-voting facility provided by the NSDL will remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting. She further informed the Members that the consolidated results of the e-voting and the report of the Scrutinizer will be communicated to the stock exchanges viz. BSE Ltd and National Stock Exchange of India Ltd, where the shares of the Company are listed and will also be placed by the Company on its' website at www.himadri.com and also on the website of NSDL within 48 hours of the conclusion of the AGM.

The Secretary concluded the proceedings of the Meeting after thanking all the Members of the Company for their unwavering trust in the Company and acknowledged the persistent support of all the stakeholders of the Company.

The Secretary placed vote of thanks.

The 34th AGM of the Company concluded at 05:15 P.M. (IST) (including the time allowed for e-voting at AGM).

This is for your information and records.

Yours faithfully,

For Himadri Speciality Chemical Ltd

(Company Secretary &
Compliance Officer)
ACS: 29322