



**Ref. No: HSCL / Stock-Ex/2022-23/39**

**Date: 08/08/2022**

**E-mail: [monika@himadri.com](mailto:monika@himadri.com)**

<b>Ref: Listing Code: 500184 (Equity)</b> BSE Limited Department of Corporate Services P. J. Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai- 400 001	<b>Ref: Listing Code: HSCL</b> 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, Voting Results and Scrutinizer's Report of the Extraordinary  
General Meeting held on 08 August 2022**

Dear Sir/ Madam,

This is to inform you that the Extraordinary General Meeting (EGM) of Himadri Speciality Chemical Ltd was held on Monday, the 08 August 2022 at 01.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the businesses as stated in the Notice dated 14 July 2022.

We are enclosing herewith the following:

1. Summary of the Proceedings of the EGM of the Company as required under Regulation 30, Part-A of the Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, marked as **Annexure – I**.
2. The details of e-voting results of the businesses transacted at the EGM of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as **Annexure – II**.
3. Consolidated Scrutinizer's report on e-voting submitted by the Scrutinizer, M/s Arun Kumar Maitra & Co., Practising Company Secretaries (ACS: 3010), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended) marked as **Annexure – III**.

All items of Agenda as contained in notice of EGM have been passed with requisite majority. The meeting concluded at 1:45 p.m. (IST) (including the time allowed for e-voting at EGM).

The e-voting results along with the Scrutinizer's Report dated 08 August 2022 will be made available on the Company's website at [www.himadri.com](http://www.himadri.com) and on the website of the NSDL within 48 hours of the conclusion of the meeting.

This is for your information and taking on records.

Thanking You,

Yours faithfully,  
For Himadri Speciality Chemical Ltd

(Company Secretary &  
Compliance Officer)  
ACS: 29322

Enclosed: as above

CC To: **National Securities Depository Ltd**

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



## Annexure -I

### Summary of proceedings of the Extraordinary General Meeting of Himadri Speciality Chemical Ltd

In view of the continuing COVID-19 pandemic and in compliance with the General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and other applicable circulars and in compliance with the relevant provisions of the Companies Act, 2013 (“ Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Extraordinary General Meeting (“EGM” or “Meeting”) of the Members of Himadri Speciality Chemical Ltd ( “Company”) was duly convened and held on Monday, the 08 August 2022 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), which commenced at 01.00 p.m. (IST).

### PRESENT

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

- At the commencement of the meeting, Ms. Monika Saraswat, Company Secretary welcomed all the Directors and Members attending the EGM. 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 of the Board of Directors of the Company and Managing Director and CEO of the Company. Since Mr. Choudhary is interested in the

### **Himadri Speciality Chemical Ltd**

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Agenda Items, the Board of Directors at its meeting held on 14 July 2022 has elected Mr. Santosh Kumar Agrawala, Independent Director, as the Chairman of the EGM.

- Mr. Santosh Kumar Agrawala, Independent Director, who has been elected as the Chairman of the EGM took the Chair.
- There were Seventy-Nine (76) members present through VC/OAVM as per the records of the attendance.
- The Chairman greeted the Members and chaired the proceedings at the EGM. As the requisite quorum was present, the Chairman then called the Meeting to order.
- Thereafter, with the permission of the Chairman, Ms. Monika Saraswat, Company Secretary, introduced other directors who joined the Meeting from various locations. All the Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, were present at the EGM. The Scrutinizer for the EGM, Mr. Arun Kumar Maitra, Practicing Company Secretary (CP No. 14490) was also present.
- The Notice dated 14 July 2022 convening the EGM was taken as read with the consent of the Members present.
- The Chairman 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 Thursday, 04 August 2022 (09:00 a.m. IST) and ended on Sunday, 07 August 2022 (05:00 P.M IST) and e-voting facility during the EGM 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, the resolutions were tabled at the Meeting by the Chairman, and he 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 EGM were transacted:

**Special Business:**

1. To approve requests received from Mr. Bankey Lal Choudhary, Mr. Vijay Kumar Choudhary, Mr. Tushar Choudhary, Ms. Sushila Devi Choudhary, Ms. Saroj Devi Choudhary, Ms. Kanta Devi Choudhary and Ms. Swaty Choudhary, Persons belonging to Promoters/ Promoter Group for reclassification from “Promoters / Promoter Group” category to “Public” category.
2. Issue of upto 7,25,50,000 (Seven Crores Twenty Five Lakhs Fifty Thousand) Warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the Promoter/ Promoter Group of the Company and certain identified non-promoter persons / entity.

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### 3. Ratification and Approval of Contracts/Arrangements with Tuaman Engineering Limited, Related Party

Thereafter, with the permission of Chairman, Ms. Monika Saraswat, Company 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. Five (5) speakers expressed their feedback, queries, and suggestions. The Managing Director & CEO 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., Monday, 01 August 2022. Arun Kumar Maitra & Co., Practicing Company Secretary (CP No. 14490), Kolkata, was appointed for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

The Chairman 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](http://www.himadri.com) and also on the website of NSDL within two working days of the conclusion of the EGM.

The Chairman 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 Company Secretary placed vote of thanks.

The Scrutinizer had submitted his Consolidated Report on the Voting Results on 08 August 2022.

Based upon the Scrutinizer's Report all the resolutions as mentioned in the Notice dated 14 July 2022 convening the EGM has been duly passed with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the EGM.

The EGM of the Company concluded at 01:45 P.M. (IST) (including the time allowed for e-voting at EGM).

This is for your information and records.

Yours faithfully,  
For Himadri Speciality Chemical Ltd

(Company Secretary &  
Compliance Officer)  
ACS: 29322

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## Himadri Speciality Chemical Ltd

CIN: L27106WB1987PLC042756

### Voting Results

### Annexure II

<b>Date of EGM</b>	08 August 2022
<b>Total Number of shareholders on record date (Cut-off Date: 01 August 2022)</b>	327205
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> - Promoter and Promoter Group - Public	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> - Promoter and Promoter Group - Public	2 75

## Agenda- wise disclosure

### Ordinary Business

**Resolution no. 1:** To approve requests received from Mr. Bankey Lal Choudhary, Mr. Vijay Kumar Choudhary, Mr. Tushar Choudhary, Ms. Sushila Devi Choudhary, Ms. Saroj Devi Choudhary, Ms. Kanta Devi Choudhary and Ms. Swaty Choudhary, Persons belonging to Promoters/ Promoter Group for reclassification from “Promoters / Promoter Group” category to “Public”.

Resolution required:			<b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>Yes</b>					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	<b>Remote E-Voting</b>	<b>190318874</b>	0	0.0000	0	0	0.0000	0.0000
	<b>E-Voting at EGM</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	<b>Remote E-Voting</b>	<b>11802368</b>	3668325	31.0813	3668325	0	100.0000	<b>0.0000</b>
	<b>E-Voting at EGM</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3668325</b>	<b>31.0813</b>	<b>3668325</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	<b>Remote E-Voting</b>	<b>217218408</b>	52429643	24.1368	52410201	19442	99.9629	0.0371
	<b>E-Voting at EGM</b>		576	0.0003	576	0	100.0000	0.0000
	<b>Total</b>		<b>52430219</b>	<b>24.1371</b>	<b>52410777</b>	<b>19442</b>	<b>99.9629</b>	<b>0.0371</b>
<b>Grand Total</b>		<b>419339650</b>	<b>56098544</b>	<b>13.3778</b>	<b>56079102</b>	<b>19442</b>	<b>99.9653</b>	<b>0.0347</b>

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	184083674
Public Institutions	0
Public Non-Institutions	0

**Results:** On the basis of the Report of the Scrutinizer dated 08 August 2022 the Ordinary Resolution as proposed at the EGM held on 08 August 2022 has been duly passed with the requisite majority.

**Resolution no. 2:** Issue of upto 7,25,50,000 (Seven Crores Twenty Five Lakhs Fifty Thousand) Warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the Promoter/ Promoter Group of the Company and certain identified non-promoter persons / entity.

Resolution required:			<b>Special Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	<b>Remote E-Voting</b>	<b>190318874</b>	184083674	96.7238	184083674	0	100.0000	0.0000
	<b>E-Voting at EGM</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>184083674</b>	<b>96.7238</b>	<b>184083674</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	<b>Remote E-Voting</b>	<b>11802368</b>	3668325	31.0813	586449	3081876	15.9868	<b>84.0132</b>
	<b>E-Voting at EGM</b>		0	0.0000	<b>0</b>	<b>0</b>	0.0000	<b>0.0000</b>
	<b>Total</b>		<b>3668325</b>	<b>31.0813</b>	<b>586449</b>	<b>3081876</b>	<b>15.9868</b>	<b>84.0132</b>
Public Non-Institutions	<b>Remote E-Voting</b>	<b>217218408</b>	52425319	24.1348	52387496	37823	99.9279	0.0721
	<b>E-Voting at EGM</b>		576	0.0003	576	0	100.0000	0.0000
	<b>Total</b>		<b>52425895</b>	<b>24.1351</b>	<b>52388072</b>	<b>37823</b>	<b>99.9279</b>	<b>0.0721</b>
<b>Grand Total</b>		<b>419339650</b>	<b>240177894</b>	<b>57.2753</b>	<b>237058195</b>	<b>3119699</b>	<b>98.7011</b>	<b>1.2989</b>

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No of Votes</b>
Promoter & Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

**Results:** On the basis of the Report of the Scrutinizer dated 08 August 2022 the Special Resolution as proposed at the EGM held on 08 August 2022 has been duly passed with the requisite majority.

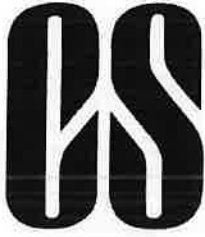
**Resolution no. 3:** Ratification and Approval of Contracts/ Arrangements with Tuaman Engineering Limited, Related Party.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	190318874	0.0000	0.0000	0	0	0.0000	0.0000
	E-Voting at EGM		0.0000	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	Remote E-Voting	11802368	3668325	31.0813	31409	3636916	0.8562	99.1438
	E-Voting at EGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3668325</b>	<b>31.0813</b>	<b>31409</b>	<b>3636916</b>	<b>0.8562</b>	<b>99.1438</b>
Public Non-Institutions	Remote E-Voting	217218408	52208949	24.0352	52174748	34201	99.9345	0.0655
	E-Voting at EGM		576	0.0003	576	0	100.0000	0.0000
	<b>Total</b>		<b>52209525</b>	<b>24.0355</b>	<b>52175324</b>	<b>34201</b>	<b>99.9345</b>	<b>0.0655</b>
<b>Grand Total</b>		<b>419339650</b>	<b>55877850</b>	<b>13.3252</b>	<b>52206733</b>	<b>3671117</b>	<b>93.4301</b>	<b>6.5699</b>

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public Non-Institutions	216370

**Results:** On the basis of the Report of the Scrutinizer dated 08 August 2022 the Ordinary Resolution as proposed at the EGM held on 08 August 2022 has been duly passed with the requisite majority.





**ARUN KUMAR MAITRA & CO.**

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

Ph. No.- 8420975192

E-mail:akmaitra83@gmail.com

ICSI Unique Code P2015WB086500

Peer Review Certificate No. 1504/2021

dated 24<sup>th</sup> September, 2021

UDYAM REGISTRATION NUMBER:

UDYAM-WB-10-0044251

PAN No- ABUFA9914A

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

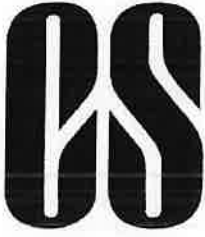
To,  
The Chairman  
Himadri Speciality Chemical Ltd.  
CIN: L27106WB1987PLC042756  
23A, Netaji Subhas Road, 8th Floor,  
Suite No. 15, Kolkata - 700001

**Sub: Consolidated Scrutinizer's report for the Extra Ordinary General Meeting (EGM) of the Members of Himadri Speciality Chemical Ltd. held on Monday, the 8<sup>th</sup> August, 2022 at 01.00 P.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")**

Dear Sir,

1. I, Arun Kumar Maitra, Company Secretary in Practice (ACS No. 3010, CP No. 14490), was appointed as Scrutinizer by the Board of Directors of Himadri Speciality Chemical Ltd. (the Company) for the purpose of Scrutinizing the process of (i) remote-voting (i.e., voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM) and (ii) e-voting system at the EGM (process of e-voting at the EGM through electronic voting system) on the resolutions contained in the notice dated 14<sup>th</sup> July, 2022 ("Notice") issued in accordance with General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circulars issued by the Securities and Exchange Board of India calling the EGM ("the Meeting" / "EGM") through VC / OAVM. The EGM is convened on **Monday, the 8<sup>th</sup> August, 2022 at 01.00 P.M IST through VC / OAVM.**
2. The Company has availed the e-voting facility offered by appointed National Securities Depository Limited (NSDL) for conducting remote e-voting and electronic voting by the Members of the Company.
3. M/s S.K. Infosolutions Pvt. Ltd. are the Registrar & Share Transfer Agent (RTA) of the Company.





**ARUN KUMAR MAITRA & CO.**

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

**Ph. No.- 8420975192**

**E-mail:akmaitra83@gmail.com**

**ICSI Unique Code P2015WB086500**

**Peer Review Certificate No. 1504/2021**

**dated 24<sup>th</sup> September, 2021**

**UDYAM REGISTRATION NUMBER:**

**UDYAM-WB-10-0044251**

**PAN No- ABUFA9914A**

4. NSDL had set up electronic voting facility on its website <https://www.evoting.nsdl.com/>
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating including the compliances under the applicable SEBI Regulations in connection with the voting through electronic modes on the resolutions proposed in the Notice. My responsibility as Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting system / Electronic Voting at EGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the report generated from the e-voting system provided by NSDL and the confirmation/information furnished to me electronically for my verification and assisted by the Company's RTA with respect to the number of shares held by the Members as on the cut-off date against the respective folio numbers.
6. As per the information provided, the Company had completed the dispatch of Notice by way of email communication on 16<sup>th</sup> July, 2022 to 3,33,986 Members/List of Beneficiaries whose email id was available with the Company as on 16<sup>th</sup> July, 2022.
7. As per provisions of the Companies Act, 2013, the number of votes cast in respect of each resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote. The votes are considered invalid, if any, on account of voting for number of shares other than actually held/not held as on the cut-off date. However, the number of shares actually held has been considered for voting purpose.
8. An advertisement was published in "Financial Express" (English Edition) and "Arthik Lipi" (Bengali Edition) on 17<sup>th</sup> July, 2022, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Notice by permitted mode along with other information as specified in the rules.
9. The Members holding equity shares as on the "cut-off date" i.e. **August 01, 2022** were entitled to vote on the resolutions proposed in the Notice calling the EGM.
10. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (Act 2013) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the remote e-voting facility was kept open from Thursday, August 04, 2022 (09:00 a.m. IST) till Sunday, August 07, 2022 (5.00 p.m. IST)** and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the EGM through VC / OAVM who had not cast their vote earlier and Members were requested to cast





**ARUN KUMAR MAITRA & CO.**

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

**Ph. No.- 8420975192**

**E-mail:akmaitra83@gmail.com**

**ICSI Unique Code P2015WB086500**

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

**UDYAM REGISTRATION NUMBER:**

**UDYAM-WB-10-0044251**

**PAN No- ABUFA9914A**

their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by NSDL.

11. After the closure of remote e-voting at the EGM, the report on e-voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and were counted.
12. As per the list of related parties provided by the Company, the said parties have not voted for resolutions considered as related parties being resolution no. 3 and that where such related parties have voted, if any, the said votes have not been considered for the purpose of the said report.
13. The views of exclusion of related parties/promoter group pursuant to family settlement agreement (as referred hereinbelow) however are the views provided by the Company and that in my report I have only ensured the counting of the votes pursuant to such views as expressed to me by the Company.
14. The votes cast through remote e-voting were unblocked in the presence of Ms. Aditi Jhunjhunwala and Ms. Debika Chatterjee who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
15. Based on the results made available to me, members have casted their votes through remote e-voting platform or through e-voting system / Electronic Voting at the EGM. The brief analysis of the results of the voting through remote e-voting and e-voting at the EGM, based on the report generated by NSDL, confirmed by the RTA from the benpos with respect to the shareholding and scrutinized on sample and test-check basis and relied upon by me, are as under:

**Item No. 1- Ordinary Resolution:**

***To approve requests received from Mr. Bankey Lal Choudhary, Mr. Vijay Kumar Choudhary, Mr. Tushar Choudhary, Ms. Sushila Devi Choudhary, Ms. Saroj Devi Choudhary, Ms. Kanta Devi Choudhary and Ms. Swaty Choudhary, Persons belonging to Promoters/ Promoter Group for reclassification from "Promoters / Promoter Group" category to "Public" category.***





## ARUN KUMAR MAITRA & CO.

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6/1, Merlin Park, Ballygunge Phari  
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dated 24<sup>th</sup> September,2021

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To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

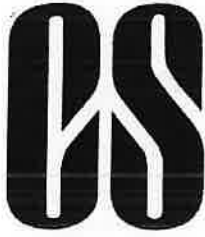
**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited, National Stock Exchange of India Limited (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as 'Outgoing Promoters') from "Promoters / Promoter Group" category to "Public" category."

Name of the Outgoing Promoters	No. of Equity Shares held (Face value of Rs. 1/- each) as on 08 July 2022	Percentage of shareholding (%)
Mr. Bankey Lal Choudhary	14,84,280	0.35
Mr. Vijay Kumar Choudhary	32,66,640	0.79
Mr. Tushar Choudhary	14,84,280	0.35
Ms. Sushila Devi Choudhary	-	-
Ms. Saroj Devi Choudhary	-	-
Ms. Kanta Devi Choudhary	-	-
Ms. Swaty Choudhary	-	-

**"RESOLVED FURTHER THAT** in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect."

**"RESOLVED FURTHER THAT** the above Outgoing Promoters confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under





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sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from "Promoters / Promoter Group" to "Public".

**"RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the above Outgoing Promoters, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions."

**"RESOLVED FURTHER THAT** any of the Directors (including any committee thereof or the officers authorised by the Board in this regard), Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	785	56078526*	99.96
Electronic Voting at EGM	3	576	
<b>Total</b>	<b>788</b>	<b>56079102</b>	<b>99.96</b>

\*Pursuant to the family settlement agreement dated 8<sup>th</sup> July, 2022 between the promoters of the Company, the outgoing promoters (as mentioned in resolution no.1) are not anymore related to the other existing promoters. However, for abundant precaution, the shares held by Modern Hi-rise Private Limited and Himadri Credit & Finance Ltd. belonging to the promoter group have not been counted for the purpose of the above voting.





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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	19442	0.04
Electronic Voting at EGM	0	0	
<b>Total</b>	<b>47</b>	<b>19442</b>	<b>0.04</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 2 - Special Resolution:**

*Issue of upto 7,25,50,000 (Seven Crores Twenty Five Lakhs Fifty Thousand) Warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the Promoter/ Promoter Group of the Company and certain identified non-promoter persons / entity.*

*To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:*

*"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations"), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), stock exchanges where the shares of the Company are listed namely, BSE Limited and*





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*National Stock Exchange of India Limited (collectively, "Stock Exchanges"), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, up to 7,25,50,000 (Seven Crores Twenty Five Lakhs Fifty Thousand) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 1/- (Rupee One Only) ("Equity Share(s)") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 70.00/- (Rupees Seventy only) each payable in cash ("Warrant Issue Price"), aggregating upto ₹ 5,07,85,00,000 ( Rupees Five Hundred Seven Crores Eighty Five Lakhs Only) ("Total Issue Size") on a preferential basis to persons / entity listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of ₹ 17.50/- (Rupees Seventeen and Paise Fifty Only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹52.50/- (Rupees Fifty Two and Paise Fifty Only only) which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:*

xxx

**"RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 8<sup>th</sup> July 2022 being the working day



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*preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e., 9<sup>th</sup> July 2022), and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 69.34/- (Rupees Sixty Nine and Thirty Four Paise only).*

**"RESOLVED FURTHER THAT** *without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:*

xxx

(i) Voted in **favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	753	237057619	98.70
Electronic Voting at EGM	3	576	
<b>Total</b>	<b>756</b>	<b>237058195</b>	<b>98.70</b>

(ii) Voted **against** the Resolution:

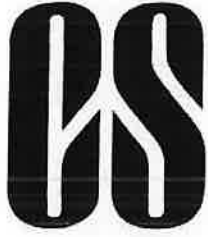
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	78	3119699	1.30
Electronic Voting at EGM	0	0	
<b>Total</b>	<b>78</b>	<b>3119699</b>	<b>1.30</b>

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0







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**Item No. 3 - Ordinary Resolution:**

***Ratification and Approval of Contracts/Arrangements with Tuaman Engineering Limited, Related Party***

*To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:*

***"RESOLVED THAT* pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), SEBI Circulars, Company's Policy on Related Party Transactions and pursuant to the approval given by the Audit Committee and the Board of Directors, the approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution) to make payments to Tuaman Engineering Limited ("TEL"), the related party, under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs 39.85 Crores excluding GST for FY 2022-2023 in the nature of Engineering, Procurement and Construction (EPC) contract on such terms and conditions as provided in the explanatory statement annexed hereto and as modified by the Board of Directors, from time to time, in the best interest of the Company;**

***RESOLVED FURTHER THAT* the Board of Directors and/or any Committee constituted thereof, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions including existing transactions, if any, with the related party and execute all such agreements, documents and writings on an ongoing basis, in its absolute discretion, as may be necessary or desirable for the purpose of giving effect to this resolution;**

***RESOLVED FURTHER THAT* Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);**





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PAN No- ABUFA9914A

*RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	762	52206157	93.43
Electronic Voting at EGM	3	576	
<b>Total</b>	<b>765</b>	<b>52206733</b>	<b>93.43</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	3671117	6.57
Electronic Voting at EGM	0	0	
<b>Total</b>	<b>63</b>	<b>3671117</b>	<b>6.57</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**REPORT**

1. Based on the foregoing, the resolution numbers 1 to 3 shall be deemed to have been passed with requisite majority.





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2. All the relevant records with respect to the electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

**Thanking You,**

**Arun Kumar Maitra  
Partner**

**M. No: A3010**

**COP: 14490**

**UDIN: A003010D000760712**



**Date: 08.08.2022**

**Place: Kolkata**

**WITNESS(ES):**

1.

**Name: Aditi Jhunjhunwala**

**Address: 219, Chittaranjan Avenue, Kolkata-700006**

2.

**Name: Debika Chatterjee**

**Address: 6/1, Merlin Park, Kolkata-700019**

**Received the Report of the Scrutinizer**

**For Himadri Speciality Chemical Ltd**

**Monika  
Saraswat**

Digitally signed by Monika Saraswat  
DN: cn=Monika Saraswat  
2.5.4.27=india00111ab04c79c1a29d5182a  
661f48d925104d70911a1a1c102d101  
serialNumber=11101, st=West Bengal,  
serialNumber=1646706111133300270102  
17796c415510c4e08b82180b01431a4  
16, cn=Monika Saraswat  
Date: 2022.08.08 10:09:02 +05'30'

**Monika Saraswat  
Company Secretary  
Himadri Speciality Chemical Ltd**