



HIMADRI CHEMICALS & INDUSTRIES LIMITED

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata – 700 001

E-mail: investors@himadri.com, Website: www.himadri.com, Ph: 033 22309953

Form No. MGT-11

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

PROXY FORM

Extra Ordinary General Meeting – 22 March 2016 (at 10.30 am)

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

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

1. Nme:
Address:
E-mail Id: Signature:

or failing him

2. Nme:
Address:
E-mail Id: Signature:

or failing him

3. Nme:
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 Extra Ordinary General Meeting of the Company, to be held on 22 March 2016 at 10.30 a.m. at "Bharatiya Bhasha Parishad" 36A, Shakespeare Sarani, Kolkata - 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Description
Special Business	
1	<p>RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and provisions of the Memorandum and Articles of Association of the Company, and subject to other necessary permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise one or more of the power conferred on the Board hereunder), consent of the Company be and is hereby given to the Board to create, offer, issue and allot 3,26,75,297 equity shares of face value of Re.1/- each ("Equity Shares") fully paid upon a preferential basis to the holder of the Deep Discount Debentures ("DDD's") of the Company, Himadri Coke and Petro Limited ("DDD Holder") at an issue price of Rs. 19/- per Equity Share (including a premium of Rs. 18/- per Equity Share), being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, aggregating up to Rs. 62,08,30,643/- (Rupees Sixty Two Crore Eight Lakhs Thirty Thousands Six Hundred Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22nd February 2016 issued by Microsec Capital Limited, a Merchant Banker and, an independent qualified valuer in accordance with the requirements under the Regulation 77(3) of the ICDR Regulations and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.</p>

Signed this day of 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix a
Revenue
Stamp of ₹1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Member upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.