



**HIMADRI CHEMICALS  
& INDUSTRIES LIMITED**  
MFGR. OF : COAL TAR BY - PRODUCTS

Ref. No: HCIL/Stock-Ex/2016-17/02  
Date: April 7, 2016

e-mail: [blsharma@himadri.com](mailto:blsharma@himadri.com)

Ref : Listing Code: 500184 BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai- 400 001	Ref: Listing Code: HCIL National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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Dear Sir


**Subject: Minutes of Extra Ordinary General Meeting of the Company  
held on 22 March 2016**

This is to inform you that the Extra Ordinary General Meeting of the Company was held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata- 700017 on Tuesday the 22 March 2016 at 10.30 am..

We are enclosing herewith the Minutes of the Extra Ordinary General Meeting of the Company for taking on record.

Yours faithfully,

For Himadri Chemicals & Industries Limited

  
B. L. Sharma  
Company Secretary  
Enclo: a/a

Cc to:  
The Calcutta Stock exchange Limited  
7, Lyons Range, 4<sup>th</sup> Floor  
Kolkata - 700001

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MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF HIMADRI CHEMICALS & INDUSTRIES LIMITED HELD ON TUESDAY, 22<sup>nd</sup> MARCH, 2016 AT "BHARATIYA BHASHA PARISHAD" 36A, SHAKESPEARE SARANI, KOLKATA- 700 017 AT 10.30 AM AND CONCLUDED AT 11.30 A.M.

**P R E S E N T**

Sl. No.	Name	Designation
1.	Mr. Bankey Lal Choudhary	Managing Director and Chairman
2.	Mr. Shyam Sundar Choudhary	Whole-Time Director
3.	Mr. H.M. Choraria	Chairman - Audit Committee
4.	Mr. Santimoy Dey	Chairman- 1.Nomination & Remuneration Committee, and 2.Stakeholders Relationship Committee
5.	Mr. Sakti Kumar Banerjee	Non- Executive Independent Director
6.	Mr. B.L. Sharma	Company Secretary

**I N A T T E N D A N C E**

Sl. No.	Name	Designation
1.	Mr. Anurag Choudhary	Chief Executive Officer

**I N V I T E E**

1.	Mr. Arun Kumar Maitra	Scrutinizer
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**M E M B E R S P R E S E N T**

Two hundred Sixty Three (263) members including Corporate representatives were present in person representing 15,59,83,900 equity shares and Thirteen (13) members were present through proxies representing 80,10,099 equity shares of the Company.

**C H A I R M A N**

Mr. Bankey Lal Choudhary, the Managing Director was unanimously elected as Chairman of the meeting.

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**WELCOME ADDRESS AND INTRODUCTION OF THE BOARD MEMBERS AND OFFICERS PRESENT ON THE DIAS:**

Mr. B L Sharma, Company Secretary, on behalf of the Company, extended hearty welcome to the shareholders and Directors present on the dais. He further briefly introduced the Directors and officers present on the Dias.

**QUORUM**

The Chairman, Mr. Bankey Lal Choudhary upon confirmation from the Company Secretary, announced that the requisite quorum for the meeting was present and called the meeting in order. He informed the members that Mr. Vijay Kumar Choudhary, Mr. Pavninder Singh, Ms. Rita Bhattacharya, Mr. Hardip Singh Mann, and Mr. Krishnavia Dutt the Directors of the Company could not attend the meeting due to their preoccupation.

**NOTICE**

With the consent of the members present, the notice convening the meeting was taken as read.

**STATUTORY REGISTERS**

The Chairman informed the members that the 'Register of Directors and Key Managerial Personnel and their shareholding' maintained under Section 170, the 'Register of contracts or arrangements in which directors are interested' as maintained under Section 189(1) of the Companies Act, 2013 and other registers as required, were available for inspection by any member during the continuance of the Meeting.

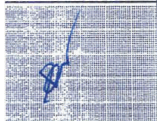
**CHAIRMAN'S STATEMENT**

The Chairman, while welcoming the members, briefly narrated the description of the resolution alongwith the purpose and objects of the said resolution.

**FACILITY OF VOTING**

The Chairman further informed the members that pursuant to Section 108 of the Companies Act 2013, and the Rules framed there under, all shareholders as on the cut-off date i. e, March 15, 2016, were provided with the facility to cast their vote electronically through the remote e-voting services provided by the National Securities Depositories Limited (NSDL) on proposed resolution as set forth in the Notice convening the Extra-Ordinary General Meeting. He further informed that:-

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1. The E-voting portal remained open for voting from Friday March 18, 2016 (9.00 a.m. IST) and closed on Monday the 21 March 2016 (5.00 p.m. IST) and has been disabled by the NSDL for voting thereafter.
2. In order to enable the members present at the meeting in person or proxy and who has not availed the facility of remote e-voting, the facility for voting through Ballot Paper is also available at the venue of meeting;
3. The Board of Directors appointed Mr. Arun Kumar Maitra (C.P. No. 14490), Company Secretary in Practice as Scrutinizer to scrutinize the e- voting and poll process in a fair and transparent manner.

The Chairman thereafter took up the items of Business set out in the Notice of the Meeting and requested the member to propose and second the Resolutions as mentioned in the Notice convening the meeting.

Thereafter Mr. Bharat Kumar Mehta (DP-ID IN301250/CL-ID28263989) proposed and Mr. Tapas Kumar Dutta (DP-ID IN300513/CL-ID15398579) seconded the following as a Special Resolution:

**Item no. 1: To issue and allot equity shares on preferential basis**

“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

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Shares”) fully paid upon a preferential basis to the holder of the Deep Discount Debentures (“DDD”) 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 and Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22<sup>nd</sup> February 2016 issued by Microsec Capital Limited, a Merchant Banker, and an independent qualified valuer in accordance with the requirements under the Regulation 73(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.”

“**RESOLVED FURTHER THAT** the Equity Shares to be offered on a preferential basis pursuant to the conversion of the DDDs shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- each of the Company, subject to lock-in as per the requirements of the ICDR Regulations and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the ICDR Regulations, the “**Relevant Date**” for determination of the floor price for issue of Equity Shares on preferential basis is 19<sup>th</sup> February 2016, being 30 days prior to the date of this Extraordinary General Meeting and the floor price calculated is Rs.16.04/- per Equity Share.”

“**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the DDD Holder in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted

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on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution”.

Thereafter, the Chairman invited the members to express their views on the resolution and the following shareholders put their comments on the proposed resolution:

1. Mr. Tapas Kumar Dutta (IN300513/15398579)
2. Mr. Satya Narayan Pal (12034500/00021620)
3. Mr. Shyam Sundar Bhattacharyya (IN301250/10275240)
4. Mr. Sarbananda Gattani (IN300441/ 10570834)

Thereafter, Mr. Anurag Choudhary, CEO of the Company, upon request of the Chairman, briefly replied to the queries raised by the members.

There being no other business remaining to be transacted, the Chairman initiated the process of voting at the meeting and the Scrutinizer distributed the Ballot Paper among the members and proxies present at the meeting and requested them to drop their duly filled-in and signed Ballot Paper in the Ballot Box provided on the Dias.

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The Scrutinizer, after completion of the voting had taken over the charge of the said Ballot Box. (The Chairman requested the Scrutinizer to give the report at the earliest).

**RESULT OF VOTING**

The Chairman further informed the members that the consolidated result of the voting (item-wise) and the report of the Scrutinizer will be placed by the Company on its' website: [www.himadri.com](http://www.himadri.com) and on the website of the Agency (NSDL) within forty eight hours of the EGM and same will be communicated to the stock exchanges, where the shares of the company are listed.

**VOTE OF THANKS**

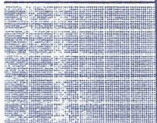
The Company Secretary, on the request of the Chairman placed a hearty vote of thanks to the shareholders of the Company for attending the Meeting and participating in the deliberations. He also expressed his gratitude to the Shareholders for their continuous support extended to the Company.

Place: Kolkata

*B. S. Choudhary*  
CHAIRMAN

Date of Entry	Date of Signing
24.03.2016	28.03.2016

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RESULTS OF REMOTE E-VOTING AND POLL ON THE SPECIAL BUSINESSES TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING OF HIMADRI CHEMICALS & INDUSTRIES LIMITED HELD ON TUESDAY, 22<sup>ND</sup> MARCH 2016, ARE RECORDED HEREUNDER AS PART OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING

Item No 1

*Approval for issue and allotment of 3,26,75,297 Equity Shares of Re 1/- each on preferential basis in terms of Section 62 of the Companies Act, 2013 and in accordance with chapter VII of the SEBI (ICDR) Regulation 2009 to Himadri Coke & Petro Limited, a promoter group Company in lieu of Deep Discount Debentures, at a price of Rs 19/- per shares (including a premium of Rs. 18/- per share) aggregating to Rs. 62,08,30,643/-*

**Proposed by:** Mr. Bharat Kumar Mehta (DP-ID IN301250/CL-ID28263989) and  
**Seconded by:** Mr. Tapas Kumar Dutta (DP-ID IN300513/CL-ID15398579) the following as a **Special Resolution:**

**“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”**) of the Company, Himadri Coke and Petro Limited (**“DDD**

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**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 and Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22<sup>nd</sup> February 2016 issued by Microsec Capital Limited, a Merchant Banker, and an independent qualified valuer in accordance with the requirements under the Regulation 73(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.”

“**RESOLVED FURTHER THAT** the Equity Shares to be offered on a preferential basis pursuant to the conversion of the DDDs shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- each of the Company, subject to lock-in as per the requirements of the ICDR Regulations and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the ICDR Regulations, the “**Relevant Date**” for determination of the floor price for issue of Equity Shares on preferential basis is 19<sup>th</sup> February 2016, being 30 days prior to the date of this Extraordinary General Meeting and the floor price calculated is Rs.16.04/- per Equity Share.”

“**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the DDD Holder in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the

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proposed issue, offer and allotment of any of the said Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**Voting**

No of Votes Casted	In favour		In Against	
	No of votes	%	No of Votes	%
16,74,26,564	16,74,22,238	99.99	4326	0.001

**Result**

On the basis of the Scrutinizer’s report dated 22 March 2016, the special resolution was carried with requisite majority.

Place: Kolkata

*Ra K. Choudhary*  
CHAIRMAN

Date of Entry	Date of Signing
24.03.2016	28.03.2016

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