

## Compliance Report on Corporate Governance

1. Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**  
(Formerly Known as Himadri Chemicals & Industries Limited)
2. Quarter ending: **September 30, 2018** Listed at BSE / NSE

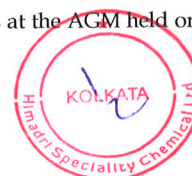
1. Composition of Board of Directors									
Title (Mr/ Ms)		PAN \$& DIN	Category (Chairperson / Executive/ Non-executive/ Independent / Nominee)&	Date of Appointment in current term	Date of Cessation	Tenure of director* (in months)	No. of Directorship in listed entities (including this entity)	Membership in Audit / Stakeholders Committee (including this entity)	No of Chairpers on in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary	ACAPC5678C /00173792	Executive	01.04.2016	-	N.A.	2	0	0
Mr.	Shyam Sundar Choudhary	ACJPC4648K /00173732	Executive	01.04.2015	-	N.A.	1	1	0
Mr.	Vijay Kumar Choudhary	ACAPC5679D /00173858	Executive	01.04.2017*	-	N.A.	1	0	0
Mrs.	Rita Bhattacharya	AGHPB5365N /03157199	Nominee (LIC)	22-04-2014	-	N.A.	1	0	0
Mr.	Sakti Kumar Banerjee	AAOPB0550E /00631772	Independent	01.04.2014	31.03.2019	54	1	2	0
Mr.	Hardip Singh Mann	ABUPM8414D /00104948	Independent	01.04.2014	31.03.2019	54	1	0	0
Mr.	Santimoy Dey	AGNPD1312R /06875452	Independent	24.09.2014	23.09.2019	48	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P /00018375	Independent	24.09.2014	23.09.2019	48	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F /00364962	Independent	14.11.2016**	13.11.2021	23	2	1	1
Mr.	Suryakant Balkrishna Mainak	ACOPM4530H /02531129	Independent	03.08.2017***	02.08.2022	14	3	4	2

\$PAN number of any director would not be displayed on the website of Stock Exchange& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*Mr. Vijay kumar Choudhary has been re appointed as whole time Director by the Shareholders at the AGM held on 22.09.2017 for a period of 3 years w.e.f 01.04.2017.

\*\*Mr. Santosh Kumar Agrawala has been appointed as Independent director by the Shareholders at the AGM held on 22.09.2017 for a period of five years w.e.f. 14.11.2016..

\*\*\*Mr. Suryakant Balkrishna Mainak has been appointed as Independent director by the Shareholders at the AGM held on 22.09.2017 for a period of five years w.e.f. 03.08.2017.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee) &
1. Audit Committee	1.Mr. Hanuman Mal Choraria 2.Mr. Santimoy Dey 3.Mr. Sakti Kumar Banerjee	Chairman- Independent Member- Independent Member- Independent
2.Nomination & Remuneration Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Hanuman Mal Choraria	Chairman- Independent Member- Independent Member- Independent
3.Risk Management Committee	N.A.	
4.Stakeholders Relationship Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman- Independent Member -Independent Member- Executive

& Category of directors means executive/non-executive/independent/nominee, if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meetings (if any) in previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29.05.2018	13.08.2018	75 days

IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met ( details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days *
13.08.2018	Yes (All members of the Committee were present)	29.05.2018	75 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional





V. Related Party Transactions	
Subject	Compliance Status ( Yes/ No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes ✓
Whether shareholders' approval obtained for material RPT	NA ✓
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes ✓
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b> ✓</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee;- <b>Yes</b> ✓</p> <p>b. Nomination &amp; remuneration committee;- <b>Yes</b> ✓</p> <p>c. Stakeholders relationship committee;- <b>Yes</b> ✓</p> <p>d. Risk management committee (applicable to the top 100 listed entities) <b>N. A.</b> ✓</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b> ✓</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b> ✓</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p><i>The report of the Corporate Governance for the previous quarter i.e. 30.06.2018 was placed at the Meeting of Board of Directors held on 13.08.2018</i> ✓</p>	

Date: 09/10/2018  
Place: Kolkata



For Himadri Speciality Chemical Ltd  
*[Signature]*  
Company Secretary  
FCS: 8148  
Name: Bajrang Lal Sharma  
Designation: Company Secretary (FCS: 8148)

Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

### ANNEXURE III

**Format to be submitted by the listed entity at the end of 6 months after end of financial year along with second quarter of next financial year)**

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
5	Any other information to be provided		NA

Date: 09/10/2018  
Place: Kolkata



For Himadri Speciality Chemical Ltd

  
Company Secretary  
FCS: 8148

Name: Bajrang Lal Sharma  
Designation: Company Secretary (FCS: 8148)