

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

Ref. No: HCIL/Stock-Ex/2015-16/30  
Date: January 8, 2016

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

To

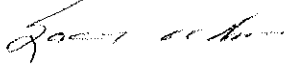
<b>Ref : Listing Code: 500184</b> BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai- 400 001	<b>Ref: Listing Code: HCIL</b> National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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**Sub: Compliance Report on Corporate Governance**

*Dear Sir(s),*

Pursuant to Regulation 27(2) (a) the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are forwarding herewith Compliance Report on Corporate Governance for the quarter ended December 31, 2015.

Yours faithfully,  
For Himadri Chemicals & Industries Limited

  
**Bajrang Lal Sharma**  
Company Secretary  
FCS: 8148

Encl: a/a

CC to:  
The Calcutta Stock Exchange Association Ltd  
7, Lyons Range, 4<sup>th</sup> Floor,  
Kolkata- 700 001

## Compliance Report on Corporate Governance

1. Name of Listed Entity: **HIMADRI CHEMICALS & INDUSTRIES LIMITED**
2. Quarter ending: **December 31, 2015** **Listed at BSE / NSE**

<b>1. Composition of Board of Directors</b>								
Title (Mr./ Ms)		PAN & DIN	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee)&	Date of Appointment in current term	Tenure*	No. of Directorship in listed entities (including this entity)	Membership in Audit/ Stakeholders Committee (including this entity)	No of Chairperson in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary	ACAPC5678C/00173792	Executive	01.04.2013	3years	1	0	0
Mr.	Shyam Sundar Choudhary	ACIPC4648K/00173732	Executive	01.04.2015	5years	1	1	0
Mr.	Vijay Kumar Choudhary	ACAPC5679D/00173858	Executive	01.04.2012	5Years	1	0	0
Mr.	Pavninder Singh	BOFPS8350P/03048302	Nominee	30.10.2012	N.A.	1	1	0
Ms.	Rita Bhattacharya	AGHPB5365N/03157199	Nominee	25.02.2014	N.A.	1	0	0
Mr.	Sakti Kumar Banerjee	AAOPB0550E/00631772	Independent	01.04.2014	5years	2	3	0
Mr.	Krishnava Satyaki Dutt	ACQPD8850P/02792753	Independent	01.04.2014	5Years	4	7	3
Mr.	Hardip Singh Mann	ABUPM8414D/00104948	Independent	01.04.2014	5years	1	0	0
Mr.	Santimoy Dey	AGNPD1312R/06875452	Independent	24.09.2014	5years	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P/00018375	Independent	24.09.2014	5years	1	1	1
Mr.	Chandra Shekhar Sarda	AKUPS8962M/00252003	Independent	24.09.2014	5years	1	0	0

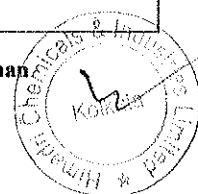
\$ PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

<b>II. Composition of Committees</b>		
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 Director

& 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 )
12-08-2015	09-11-2015	88 days

IV. Meeting of Committees			
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 <sup>p</sup> between any two consecutive meeting in number of days *
09-11-2015	Yes ( All the members of the Committee were present)	12-08-2015	88 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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 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.
- 2 If status is "No" details of non-compliance may be given here.

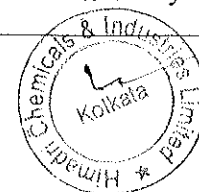
VI. Affirmations
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities) N. A.</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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:</li> </ol>

Date: 07-01-2016  
Place: Kolkata

For Himadri Chemicals & Industries Ltd.

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.