

**Compliance Report on Corporate Governance**

Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**

Quarter and half year ended: **September 30, 2020** Listed at BSE / NSE

<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity <i>[in reference to proviso to regulation 17A(1)]</i>	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Bankey Lal Choudhary	ACAPC5678C / 00173792	Chairperson-Executive Director	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	0
Mr.	Shyam Sundar Choudhary <sup>1</sup>	ACJPC4648K / 00173732	Executive Director	28-07-1987	01-04-2020	-	N.A.	14-10-1947	1	0	1	0
Mr.	Vijay Kumar Choudhary <sup>2</sup>	ACAPC5679D / 00173858	Executive Director	28-07-1987	01-04-2020	-	N.A.	15-05-1956	1	0	0	0
Mr.	Anurag Choudhary	ABYPC2666D / 00173934	Executive Director MD&CEO	14-08-2019	-	-	N.A.	03-08-1972	2	0	1	0
Mr.	Amit Choudhary	ACNPC1121B / 00152358	Executive Director	14-08-2019	-	-	N.A.	22-11-1975	1	0	0	0



Mr.	Tushar Choudhary	ACAPC2057K/00174003	Executive Director	14-08-2019	-	-	N.A	05-04-1976	2	0	0	0
Mr.	Sakti Kumar Banerjee	AAOPB0550E/00631772	Non-Executive - Independent Director	01-04-2014	01-04-2019 (Date of Special Resolution on 04-09-2018)	-	78	12-08-1944	1	1	2	0
Mr.	Hardip Singh Mann	ABUPM8414D/00104948	Non-Executive - Independent Director	01-04-2014	01-04-2019	-	78	01-04-1952	1	1	0	0
Mr.	Santimoy Dey	AGNPD1312R/06875452	Non-Executive - Independent Director	24-09-2014	24-09-2019	-	72	05-07-1958	1	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P/00018375	Non-Executive - Independent Director	24-09-2014	24-09-2019	-	72	04-08-1952	1	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F/00364962	Non-Executive - Independent Director	14-11-2016	-	-	47	19-03-1955	2	2	2	1
Mrs.	Sucharita Basu De	AIYPB6055A/06921540	Non-Executive - Independent Director	01-04-2019	-	-	18	28-10-1975	2	2	1	0
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO- No										



	<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp;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</i></p> <p><i>* 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.</i></p>
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<sup>1</sup> Mr. Shyam Sundar Choudhary has been re-appointed as Whole-time Director w.e.f 01.04.2020 by the Board of Directors subject to the approval of Shareholders at the forthcoming AGM.

<sup>2</sup> Mr. Vijay Kumar Choudhary has been re-appointed as Whole-time Director w.e.f 01.04.2020 by the Board of Directors subject to the approval of Shareholders at the forthcoming AGM.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	yes	1.Mr. Hanuman Mal Choraria	Chairman-Independent	11.08.2014	-
		2.Mr. Santimoy Dey	Member-Independent	11.08.2014	-
		3.Mr. Sakti Kumar Banerjee	Member-Independent	11.08.2014	-
		4. Mr. Santosh Kumar Agrawala	Vice Chairman-Independent	13.02.2020	-
		5. Mr. Anurag Choudhary	Member-Executive	13.02.2020	-



2. Nomination & Remuneration Committee	yes	1.Mr. Santimoy Dey	Chairman-Independent	11.08.2014	-
		2.Mr. Sakti Kumar Banerjee	Member-Independent	11.08.2014	-
		3.Mr. Hanuman Mal Choraria	Member-Independent	11.08.2014	-
3. Risk Management Committee	yes	1.Mr. Shyam Sundar Choudhary	Chairman Member-	11.08.2014	-
		2.Mr. Santimoy Dey	Independent Member-	11.08.2014	-
		3. Mr. Bankey Lal Choudhary	Executive Member-	11.08.2014	-
		4. Mr. Anurag Choudhary	MD & CEO	11.08.2014	-
		5. Kamlesh Kumar Agarwal	Member- CFO	11.08.2014	-
4. Stakeholders Relationship Committee	yes	1.Mr. Santimoy Dey	Chairman-Independent	11.08.2014	-
		2.Mr. Sakti Kumar Banerjee	Member - Independent	11.08.2014	-
		3.Mr. Shyam Sundar Choudhary	Member- Executive	11.08.2014	-
5. Corporate Social Responsibility Committee	yes	1.Mr. Santimoy Dey	Chairman-Independent	27.05.2014	-
		2.Mr. Sakti Kumar Banerjee	Member - Independent	27.05.2014	-
		3.Mr. Shyam Sundar Choudhary	Member- Executive	27.05.2014	-

&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



<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Nil	NA	NA	NA	NA	No Board Meeting was held in the previous quarter ended 30.06.2020 due to the pandemic of Novel Coronavirus (COVID19) and in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated 24 June 2020 providing relaxation to submit audited financial statements for the financial year ended 31.03.2020, upto 31 July 2020.
	21-07-2020	Yes	12	6	-
	22-09-2020	Yes	12	6	62 days
<i>* to be filled in only for the current quarter meetings</i>					
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>					
21-07-2020	Yes	5	4	Nil	No Meeting was held in previous quarter ended 30.06.2020 due to pandemic of Novel Coronavirus (COVID19) and in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated 24 June 2020 providing relaxation to submit audited financial statements for the financial year ended 31.03.2020, upto 31 July
22-09-2020	Yes	5	4	-	62 days
<b>Nomination &amp; Remuneration Committee</b>					
-	-	-	-	22-06-2020	



<b>Stakeholders Relationship Committee</b>					
28-09-2020	Yes	2	2	08-06-2020	111 days
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	22-06-2020	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					
<b>V. Related Party Transactions</b>					
<i>Subject</i>			<i>Compliance status (Yes/No/NA) refer note below</i>		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee;- **Yes**
  - b. Nomination & remuneration committee;- **Yes**
  - c. Stakeholders relationship committee;- **Yes**
  - d. Risk management committee (applicable to the top 500 listed entities)- **Yes**
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. - **Yes**
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. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
Any comments/observations/advice of Board of Directors may be mentioned here:

*The report of the Corporate Governance for the previous quarter i.e. 30.06.2020 was placed at the Meeting of Board of Directors held on 22.09.2020*

Date: 13-10-2020

Place: Kolkata



*Monika Saraswat*

Name: Monika Saraswat

Designation: Company Secretary &  
Compliance Officer (ACS-29322)

### 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)	NA
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA

**Note:** An error of cell reference was found to have occurred in the worksheet in relation to the Consolidated Financial Statements of the Company for the financial year ended 31 March 2020. Hence, the Company has decided to approve a revised consolidated financial statements for the financial year ended 31 March 2020. Due to which The 32<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Monday, 28 September 2020 is postponed. Necessary intimation stating the above facts has been informed to the Members as well as to the Stock Exchanges ( BSE Ltd and NSE) vide our letter dated 25-09-2020.

For Himadri Speciality Chemical Ltd

*Monika Saraswat*  
Company Secretary  
ACS: 29322

Date: 13-10-2020

Place: Kolkata



Name: Monika Saraswat

Designation: Company Secretary &  
Compliance Officer (ACS-29322)