

**Compliance Report on Corporate Governance**

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

Quarter and Year year ended: **March 31, 2021 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  [in reference to Regulation 17A(1) J]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1) J]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
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 - Independe nt Director	01-04- 2014	01-04- 2019 (Date of Special Resoluti on 04- 09-2018)	-	84	12-08- 1944	1	1	2	0
Mr.	Hardip Singh Mann	ABUPM8414D /00104948	Non- Executive - Independe nt Director	01-04- 2014	01-04- 2019 (Date of Special Resoluti on 04- 09-2018)	-	84	01-04- 1952	1	1	0	0
Mr.	Santimoy Dey	AGNPD1312R /06875452	Non- Executive - Independe nt Director	24-09- 2014	24-09- 2019 (Date of Special Resoluti on 25- 09-2019)	-	78	05-07- 1958	1	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P /00018375	Non- Executive - Independe nt Director	24-09- 2014	24-09- 2019 (Date of Special Resoluti on 25- 09-2019)	-	78	04-08- 1952	1	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F /00364962	Non- Executive - Independe nt Director	14-11- 2016	-	-	53	19-03- 1955	2	2	2	1

Mrs.	Sucharita Basu De	AIYPB6055A/ 06921540	Non- Executive - Independent Director	01-04- 2019	-	-	24	28-10- 1975	2	2	1	0
	Whether Regular chairperson appointed - Yes											
	Whether Chairperson is related to managing director or CEO- No											
	<p>\$PAN of any director would not be displayed on the website of Stock Exchange  &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  * 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.</p>											

1 Mr. Shyam Sundar Choudhary has been re-appointed as Whole-time Director by the Shareholders at the Annual General Meeting held on 11.12.2020 for a term of five years w.e.f 01.04.2020 to 31.03.2025.

2 Mr. Vijay Kumar Choudhary has been re-appointed as Whole-time Director by the Shareholders at the Annual General Meeting held on 11.12.2020 for a term of five years w.e.f 01.04.2020 to 31.03.2025.

II. Composition of Committees					
Name of Committee	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>
20.10.2020	-	Yes	10	6	-
22.10.2020	-	Yes	12	6	1 day
29.10.2020	-	Yes	12	6	6 days
11.11.2020	-	Yes	12	6	12 days
	09.02.2021	Yes	11	6	89
	30.03.2021	Yes	12	6	48
<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 previous quarter</i>	<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>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>					
20.10.2020	-	Yes	5	4	-
22.10.2020	-	Yes	5	4	1 day
29.10.2020	-	Yes	5	4	6 days
11.11.2020	-	Yes	5	4	12 days
-	09.02.2021	Yes	5	4	89 days
<b>Nomination &amp; Remuneration Committee</b>					
-	09.02.2021	Yes	3	3	-
-	22.03.2021	Yes	3	3	40 days
<b>Stakeholders Relationship Committee</b>					
-	16.03.2021	Yes	2	2	-



Corporate Social Responsibility Committee					
11.11.2020	-	Yes	2	2	-
-	30.03.2021	Yes	3	2	138 days

Risk Management Committee					
-	30.03.2021	Yes	3	1	-
Risk Management Committee Meeting held on 30.03.2021, there were four members of the Committee present including three Directors and CFO.					

\* 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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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. 31.12.2020 was placed at the Meeting of Board of Directors held on 09.02.2021*

Date: 12-04-2021  
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 - II

<b>I. Disclosure on website in terms of Listing Regulations:</b>			
<b>Sr</b>	<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
1.	Details of business	Yes	<a href="https://www.himadri.com/products">https://www.himadri.com/products</a>
2.	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.himadri.com/corporate_governance">https://www.himadri.com/corporate_governance</a>
3.	Composition of various committees of board of directors	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/composition_of_various_committees_of_board_of_directors2020new.pdf">https://www.himadri.com/pdf/corporate_governance/composition_of_various_committees_of_board_of_directors2020new.pdf</a>
4.	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/code_of_conduct_for_all_director_and_senior_management.pdf">https://www.himadri.com/pdf/corporate_governance/code_of_conduct_for_all_director_and_senior_management.pdf</a>
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/vigil_mechanism_himadri_amended_wef18-03-2020.pdf">https://www.himadri.com/pdf/corporate_governance/vigil_mechanism_himadri_amended_wef18-03-2020.pdf</a>
6.	Criteria of making payments to non-executive directors	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/criteria_of_making_payment_to_non_executive_directors.pdf">https://www.himadri.com/pdf/corporate_governance/criteria_of_making_payment_to_non_executive_directors.pdf</a>
7.	Policy on dealing with related party transactions	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/policy_on_related_party_transactions.pdf">https://www.himadri.com/pdf/corporate_governance/policy_on_related_party_transactions.pdf</a>
8.	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/policy_for_determining_material_subsidiary.pdf">https://www.himadri.com/pdf/corporate_governance/policy_for_determining_material_subsidiary.pdf</a>
9.	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/familiarisation_programme2020-21.pdf">https://www.himadri.com/pdf/corporate_governance/familiarisation_programme2020-21.pdf</a>
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.himadri.com/investors_information">https://www.himadri.com/investors_information</a>
11.	Email address for grievance redressal and other relevant details	Yes	<a href="https://www.himadri.com/contact_us">https://www.himadri.com/contact_us</a>
12.	Financial results	Yes	<a href="https://www.himadri.com/performance">https://www.himadri.com/performance</a>
13.	Shareholding pattern	Yes	<a href="https://www.himadri.com/stock_exchange_compliances">https://www.himadri.com/stock_exchange_compliances</a>
14.	Details of agreements entered into with the media companies and/or their associates	NA	-
15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes	<a href="https://www.himadri.com/performance">https://www.himadri.com/performance</a>





	simultaneously with submission to stock exchange		
16.	New name and the old name of the listed entity	NA	-
17.	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.himadri.com/shareholder_information">https://www.himadri.com/shareholder_information</a>
18.	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.himadri.com/stock_exchange_compliances">https://www.himadri.com/stock_exchange_compliances</a>
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.himadri.com/performance">https://www.himadri.com/performance</a>
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.himadri.com">www.himadri.com</a>
21.	Materiality Policy as per Regulation 30	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/policy_on_determination_of_materiality_of_events2020.pdf">https://www.himadri.com/pdf/corporate_governance/policy_on_determination_of_materiality_of_events2020.pdf</a>
22.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.himadri.com/pdf/corporate_governance/dividend_distribution_policy.pdf">https://www.himadri.com/pdf/corporate_governance/dividend_distribution_policy.pdf</a>
23.	It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="http://www.himadri.com">www.himadri.com</a>



**Date: 12.04.2021**

**Place: Kolkata**

For Himadri Speciality Chemical Ltd

*Monika Saraswat*

Name: Monika Saraswat

Designation: Company Secretary & Compliance Officer

M.No.: ACS 29322

<b>II. Annual Affirmations:</b>			
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status(Yes/No/NA)</b>
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A)(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



31	Annual Secretarial Compliance Report	24A	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	Directors and Officers insurance	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied- N.A

**Date: 12.04.2021**

**Place: Kolkata**



For Hiranadri Speciality Chemical Ltd

Monika Saraswat

Company Secretary

ACS: 29322

**Name: Monika Saraswat**

**Designation: Company Secretary & Compliance Officer**

**M.No.: ACS 29322**