



Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata 700 001

E-mail: investors@himadri.com Website: www.himadri.com Ph: 033 22309953

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of Himadri Speciality Chemical Ltd will be held at "Kala Kunj", 48, Shakespeare Sarani, Kolkata - 700 017 on Wednesday, the 25 September 2019 at 10:30 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 March 2019 together with the report of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31 March 2019.
3. To appoint a Director in place of Mr. Vijay Kumar Choudhary (DIN: 00173858), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify remuneration of Cost Auditors and to consider and, if thought fit, to pass, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus GST as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Mr. Sambhu Banerjee, Cost Auditor (Membership No.9780) of the Company, for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2019-2020 as approved by the Board of Directors of the Company be and is hereby ratified."

5. To appoint Ms. Sucharita Basu De (DIN: 06921540) as an Independent Woman Director and to consider and, if thought fit, to pass, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions,

if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sucharita Basu De (DIN: 06921540), who was appointed as an Additional & Independent Director of the Company with effect from 1 April 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted the necessary declaration to the effect that she meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a period of five (5) consecutive years with effect from 1 April 2019 to 31 March 2024 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines, not liable to retire by rotation."

6. To re-appoint Mr. Santimoy Dey (DIN:06875452) as an Independent Director and to consider and, if thought fit, to pass, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Santimoy Dey

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(DIN:06875452), who holds office as an Independent Director and his present term is expiring on 23 September 2019 and eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years up to 23 September 2024, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines, not liable to retire by rotation.”

7. To re-appoint Mr. Hanuman Mal Choraria (DIN:00018375) as an Independent Director and to consider and, if thought fit, to pass, the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hanuman Mal Choraria (DIN:00018375), who holds office as an Independent Director and his present term is expiring on 23 September 2019 and eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years up to 23 September 2024, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines, not liable to retire by rotation.”

8. To re-appoint Mr. Bankey Lal Choudhary (DIN:00173792) as Whole Time Director and to consider and, if thought fit, to pass the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, Mr. Bankey Lal Choudhary (DIN:00173792) who was re-appointed as Managing Director by the Board with effect from 1 April 2019 and further re-designated as Whole time Director with effect from 14 August 2019 for an aggregate period not exceeding five years, subject to approval of the Shareholders, be and is hereby appointed to act as Managing

Director for the period from 1 April 2019 to 14 August 2019 and Whole Time Director for the period from 14 August 2019 to 31 March 2024, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, provided that the aggregate period of tenure of both the position shall not exceed 5 (five) years, on detailed terms, conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Bankey Lal Choudhary in such manner as may be agreed by the Board and Mr. Bankey Lal Choudhary, subject to the limits as specified under Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

9. To appoint Mr. Anurag Choudhary (DIN:00173934) as a Director and to consider and, if thought fit, to pass the following as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Anurag Choudhary (DIN:00173934) who was appointed as Additional Director by the Board of Directors of the Company at its’ meeting held on 14 August 2019 in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 93(a) of the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160(1) of the Act has been received by the Company from a member proposing his candidature for office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

10. To appoint Mr. Amit Choudhary (DIN:00152358) as a Director and to consider and, if thought fit, to pass the following as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Amit Choudhary (DIN:00152358) who was appointed as Additional

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Director by the Board of Directors of the Company at its' meeting held on 14 August 2019 in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 93(a) of the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160(1) of the Act has been received by the Company from a member proposing his candidature for office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

11. To appoint Mr. Tushar Choudhary (DIN:00174003) as a Director and to consider and, if thought fit, to pass the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Tushar Choudhary (DIN:00174003) who was appointed as Additional Director by the Board of Directors of the Company at its' meeting held on 14 August 2019 in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 93(a) of the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160(1) of the Act has been received by the Company from a member proposing his candidature for office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

12. To appoint Mr. Anurag Choudhary (DIN:00173934) as Managing Director & Chief Executive Officer (CEO) and to consider and, if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Anurag Choudhary (DIN:00173934), as Managing Director & CEO of the Company for a period of 5 (Five) years with effect from 14 August 2019 to 13 August 2024 or till such earlier date to conform with the policy on retirement

and as may be determined by any applicable statutes, rules, regulations or guidelines, on the detailed terms, conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of the Managing Director & CEO in such manner as may be agreed by the Board and Mr. Anurag Choudhary, subject to the limits as specified under Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

13. To appoint Mr. Amit Choudhary (DIN:00152358) as Whole Time Director and to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Amit Choudhary (DIN:00152358), as Whole Time Director of the Company for a period of 5 (Five) years with effect from 14 August 2019 to 13 August 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, on the detailed terms,

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conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Amit Choudhary in such manner as may be agreed by the Board and Mr. Amit Choudhary, subject to the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

14. To appoint Mr. Tushar Choudhary (DIN:00174003) as Whole Time Director and to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remunerations of

Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Tushar Choudhary (DIN:00174003), as Whole Time Director of the Company for a period of 5 (Five) years with effect from 14 August 2019 to 13 August 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, on the detailed terms, conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Tushar Choudhary in such manner as may be agreed by the Board and Mr. Tushar Choudhary, subject to the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

By **Order of the Board of Directors**

Sd/-
Bajrang Lal Sharma
Company Secretary
FCS: 8148

Place: Kolkata
Date: 14 August 2019

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Notes:

- 1. In terms of Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company.***
- Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm registration no. 101248W/W-100022) as the Statutory Auditors at the 29th Annual General Meeting of the Company held on 22 September 2017 for another term of five years which is valid till 34th Annual General Meeting of the Company, subject to the ratification of appointment by members at every Annual General meeting. In view of the Companies (Amendment) Act, 2017, the ratification of appointment of Statutory Auditors at every Annual General Meeting has been done away, therefore the necessary resolution seeking consent of the members for ratification of appointment of statutory auditors has not been placed before the shareholders at this Annual General meeting.
- The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the Special Business under Item No 4 to 14 as stated in this notice is annexed hereto, forming the part of this notice.
- The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **16 August 2019**.
- As per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person shall not act as a proxy for more than 50 (fifty) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and stamped, signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. A proxy form is enclosed herewith. The proxy holder shall provide his identity at the time of attending the Annual General Meeting.
- When a member appoints a proxy and both the member and the proxy attends the meeting, the proxy stands automatically revoked.
- A member would be entitled to inspect the proxies lodged with the Company, twenty four hours before the time fixed for the commencement of the meeting. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing at least three days in advance before the commencement of the meeting.
- The quorum for the Annual General Meeting, as provided in Section 103 of the Companies Act, 2013, is thirty members (including a duly authorized representative of a body corporate) personally present in the meeting at the commencement of business.
- Members desiring any information as regards the Financial Statements of the Company are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from **19 September 2019 to 25 September 2019** (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared at the meeting.
- Members are requested to intimate about change in their mailing address, if any, to the Company's Registrar and Share Transfer Agent, **M/s S K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006** in case the shares are held in physical form and to the Depository Participant (D/P) in case of shares held in electronic form.
- Corporate members are required to send to the Company a certified copy of their Board resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the AGM.
- The Dividend on shares, if declared, will be paid, in respect of shares held in electronic form, to those persons whose names appear as beneficial owners in the statement (s) furnished by the Depositories as on the close of the market day prior to start of book closure and in respect of shares held in physical form, to those Shareholders whose names appear on the Company's register of members after giving effect to all valid transmission / transposition request lodged with the Company before the start of date of book closure.
- The Company during the year has transferred the amount of unpaid/unclaimed dividend for the Financial Year 2010-11, aggregating to ₹ 4,78,900/- to Investor Education and Protection

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Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013

16. Members who have not yet en-cashed their dividend for the financial year 2011-12 and onward are requested to make their claims with the Company. All the amount of unpaid / unclaimed dividend are lying in a separate bank account of the Company. Members hereby informed that upon expiry of seven years from the date of transfer to unpaid dividend account, such amount of unpaid/ unclaimed dividend, if any, will be transferred to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013. It may be noted by the members that the **Unpaid / Unclaimed dividend for the financial year ended 31 March 2012, is due for transfer on 4 November 2019 to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Companies Act, 2013, therefore shareholders are requested to make their claim, if any, for Unpaid Dividend for the financial year 2011-12 on or before 3 November 2019.**

17. **Members may please note that in view of the proviso to Regulation 40(1) of the SEBI (LODR) (Amendments) Regulations, 2018, except in case of transmission or transposition of securities, the request for effecting the transfer of securities shall not be processed unless the securities are held in the DEMAT form with a depository, therefore those members who are holding shares in physical form will not be able to transfer those shares and they will be able to sale those shares only after their dematerialization with a DP.**

18. Transfer of Unclaimed shares to IEPF

- i) Pursuant to the provision of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. It was further clarified that in case any dividend is paid or claimed for any year during said period of seven consecutive years, the shares shall not be transferred to IEPF.
- ii) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013, the Company has transferred certain shares to the credit of IEPF Authority of those shareholders

whose dividend remain un-claimed for a consecutive period of seven years based upon the unclaimed dividend from the financial year ended 31 March 2009 and up to financial year ended 31 March 2011.

The Company pursuant to the provisions of Section 124(2) of the Companies Act, 2013 read with rule 6(3)(a) of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016, has given public notice on **22 June 2019** published in English language **“Financial Express”** having wide circulation and also one in Bengali Newspaper **“Su-Khabar”**, Kolkata edition as well as individual notice to concerned members at their last known address available with the Company informing them that their shares are liable to be transferred to IEPF Authority due to dividend thereon remained unclaimed for a consecutive period of seven years and providing them an opportunity to claim their dividend for the financial year ended 31 March, 2012 onward before the due date by 3 November 2019. The details of shares to be transferred to IEPF are made available on Company's website at www.himadri.com.

- iii) Re-claim of Share from IEPF: Any person whose shares and / or dividend has been transferred to the IEPF Authority may re-claim the same from IEPF Authority by submitting an on-line application in Form IEPF-5 available on the website of Investor Education and Protection Fund at <http://www.iepf.gov.in/IEPFA/refund.html>. The procedure for claiming shares/dividend from IEPF Authority is also available at the website of the Company at https://www.himadri.com/investors_information

19. Bank Mandate for Dividend or Electronic Clearance Services (ECS):

In order to protect the investors from fraudulent encashment of the dividend warrants, the members holding shares in physical form are requested to intimate the Company under signature of the Sole/ First joint holder, the following details which will be used by the Company for payment of dividend:

- a. Name of Sole / First joint holder and folio no.
b. Particulars of bank account viz:
- Name of the bank, branch and bank code
- Complete address of the bank with Pin Code
- Account type, whether Savings or Current
- Bank account number allotted by the bank

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- MICR (Magnetic Ink Character Recognition)
- IFSC (Indian Financial System Code),

Shareholders holding shares in physical form are requested to send their NECS Mandate Form in the format available on Company's website www.himadri.com, duly filled in to be sent to the Company's Registrar & Share Transfer Agents **M/s S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata- 700 006** and in case equity shares are held in Electronic Form, the NECS Mandate form is required to be sent to the concerned Depository participants (DPs) directly.

The Securities & Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the Depositories for the remittance of Dividend through Electronic Clearing Services (ECS) to investors where the Bank details are available, therefore, members are requested to give instructions regarding Bank Account in which they wish to receive dividend directly through their Depository Participant (D/P). The members holding shares in DEMAT mode may send the requisite details to their D/P and in case of physical shareholding, the bank details are to be provided to the Registrar & Share Transfer Agents.

Further the Securities and Exchange Board of India (SEBI) vide circular dated 20 April 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank. The RTA shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating their bank account details.

The Company has sent reminders to those shareholders, whose bank details are not available with the Registrar & Share Transfer Agents, requesting them to send the required details to enable the Company for payment of Dividend.

The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

Members holding shares in sole name are advised to make nomination in respect of their shareholdings in the Company. The nomination form can be downloaded from the Company's website.

20. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing such facility to the members through NSDL E-Voting platform.
21. As per the provisions of Section 20 of the Companies Act, 2013 and in compliance with the guidelines of Green Initiative, an electronic copy of the Annual Report and Notice for calling AGM of the Company, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form is being sent to all the Members whose email ID(s) are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. The physical copies of Annual Reports with Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to those members whose e-mail ID(s) are not registered with the Company. Further, the notice of this AGM inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form shall also be available on the Company's website, at <https://www.himadri.com/> and the website of NSDL at <https://www.evoting.nsdl.com>.
22. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 21 (1) (a) to (h) of the Companies (Management and Administration) Rules, 2015 and applicable provisions of the Regulation 44 of SEBI (LODR) Regulations, 2015, and other applicable provisions if any, the Company has engaged the services

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of NSDL to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will not be available at the AGM. Members who have cast their vote by remote e-voting may attend the AGM, but shall not be able to vote at the AGM. Such member will also not be allowed to change or cast vote again. The Company will also provide the facility of voting through polling paper at the venue of the AGM to those members attending the AGM and who have not already cast their vote by remote e-voting.

23. The Board has appointed Ms. Sweety Kapoor, Practising Company Secretary (FCS 6410), as the scrutinizer to scrutinise the e-voting process (including the votes cast at the poll by the Members at the AGM) in a fair and transparent manner.
24. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the Corporate Office at 8, India Exchange Place, 2nd Floor, Kolkata-700001 on all working days (excluding Saturdays, Sundays and Holidays) from 10:00 a.m. to 01:00 p.m., up to the date of this AGM.
25. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection by the members at the AGM.
26. Mr. Bajrang Lal Sharma, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The members may contact at the following address:
Name: Mr. Bajrang Lal Sharma
Designation: Company Secretary and Compliance Officer
Corporate office: 8, India Exchange Place, 2nd Floor, Kolkata-700001
Email id: blsharma@himadri.com; Phone No.: 033-2230 9953

The instructions to shareholders for remote e-voting are as under:

27. The e-voting period shall begin at **09:00 a.m. on 21 September 2019 and ends at 5.00 p.m. on 24 September 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 18 September 2019**, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Shareholders who have already voted prior to the AGM date would not be entitled to vote again at the AGM venue.
28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e. 18 September 2019**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18 September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

29. Guidance for E-Voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

Notice (Contd.)

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail sweetykapoor53@rediffmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Important Note:

The Company being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-Voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(1) of the SEBI (LODR) Regulations, 2015, voting by show of hands will not be available to the members at the AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

30. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
31. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at ensuing AGM is given in the annexure:

Notice (Contd.)

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting:

	(1)	(2)	(3)	(4)
Name of Director	Mr. Vijay Kumar Choudhary	Ms. Sucharita Basu De	Mr. Santimoy Dey	Mr. Hanuman Mal Choraria
DIN	00173858	06921540	06875452	00018375
Date of Birth / Age	15.05.1956 (63 Years)	28.10.1975 (44 Years)	05.07.1958 (61 Years)	04.08.1952 (67 Years)
Date of first appointment on the Board	28.07.1987	01.04.2019	27.05.2014	11.08.2014
Qualifications	B. Com	LLB	B.Sc	B. Com; FCS, LLB,
Experience (approx.)	39 Years	17 Years	35 Years	25 years
Nature of Expertise and Brief resume.	An Industrialist with experience of more than 39 years in area of chemicals business. He has been associated with Company as promoter director since its incorporation.	Ms. Sucharita Basu De is a lawyer by profession, having 17 years of experience in the field of legal profession. She is a founder partner of legal firm "AQUILAW" having its' offices at Kolkata, Delhi and Mumbai. She is also a partner in "Intueri Consulting LLP, a multi-disciplinary consulting firm having Strategy, Corporate Finance and Research as its' primary verticals and having association with INTUERI for providing legal support wrt International Trade Law and other Legal Advisory services. She is a leading lawyer with Corporate-Commercial, Real Estate and infrastructure Law Practice as her areas of expertise.	Mr. Dey having over decades of experience in the field of Agriculture Marketing Society, Co-operatives and Agricultural Practices, Mr. Dey was also a Trustee of Iffco Kishan Seva Trust, New Delhi (for 15 years) and CORDET IFFCO (for 5 years). Currently Mr. Dey is associated with Panisheola Indira Smriti Vidyapith as President.	Mr. Hanuman Mal Choraria, aged about 67 years, is a Practicing Company Secretary for more than 25 years and the major area of practice being Company/Corporate Law, Securities Law, Economic Laws, Taxations, and Management Consultancy etc. Mr. Choraria is a Past President of Institute of Company Secretaries of India, and served both regional council as well as the council of Institute of Company Secretaries of India by holding various positions. He is closely associated with large number of NGOs, Professional, Social and Cultural Organization.
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Sri Vijay Kumar Choudhary who was reappointed as Whole time Director for a period of three years at the Annual General Meeting held on 22 September 2017, is liable to retire by rotation.	Proposed to be appointed as an Independent Woman Director for a period of five years not liable to retire by rotation.	Proposed to be re-appointed as an Independent Director for a further period of five years not liable to retire by rotation	Proposed to be re-appointed as an Independent Director for a further period of five years not liable to retire by rotation

Notice (Contd.)

Name of Director	(1)	(2)	(3)	(4)
	Mr. Vijay Kumar Choudhary	Ms. Sucharita Basu De	Mr. Santimoy Dey	Mr. Hanuman Mal Choraria
Details of remuneration sought to be paid	₹ 2.00 Crores annually plus perquisites	Eligible to receive sitting fees	Eligible to receive sitting fees	Eligible to receive sitting fees
Remuneration last drawn	₹ 1.50 Crores annually plus perquisites	Appointed w.e.f 01.04.2019	₹ 2.12 Lakhs as sitting fee in the FY 2018-19	₹ 1.64 Lakhs as sitting fee in the FY 2018-19
Number of Board Meetings attended during the financial year 2018-19	2/5	NA	5/5	5/5
Relationship with other Directors & KMP	Mr. Bankey Lal Choudhary - Brother Mr. Shyam Sundar Choudhary - Brother	Nil	Nil	Nil
No. of shares held (₹ 1/- each)	32,66,640 (0.78%)	NIL	NIL	Nil
Directorship in other Companies	Sri Agro Himghar Limited; Himadri Power Limited; Suraksha Nirman Private Limited; Dreamway Developers Private Limited; Sukhisansar Developers Private Limited; Dripti Projects Private Limited	James Warren Tea Limited; Himadri Credit & Finance Ltd	Iffco-Tokio Insurance Services Limited	Shyam Steel Industries Limited; SENCO Gold Limited; Oswal Construction Private Limited; Saibaba Professional Consultants Private Limited; H. M. Choraria & Consultants Private Limited; Ossian Home Services Private Limited; Seeka Dealcomm Private Limited; Anuvart Dealcomm Private Limited; Sresht Barter Private Limited; Ajitnath Builders Private Limited
Chairman/ Member of the committee of Board of other Companies	NIL	Audit Committee: James Warren Tea Limited - Member; Himadri Credit & Finance Ltd -Member Nomination & Remuneration Committee: James Warren Tea Limited - Member; Himadri Credit & Finance Ltd -Member	NIL	Nil

Notice (Contd.)

	(5)	(6)	(7)	(8)
Name of Director	Mr. Bankey Lal Choudhary	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
DIN	00173792	00173934	00152358	00174003
Date of Birth / Age	06.05.1953 (66 Years)	03.08.1972 (47 years)	22.11.1975 (44 Years)	05.04.1974 (43 years)
Date of first appointment on the Board	28.07.1987	14.08.2019	14.08.2019	14.08.2019
Qualifications	B.Com	B. Com (Hons)	B. Com (Hons)	B. Com (Hons)
Experience (approx.)	42 years	28 years	20 years	20 years
Nature of Expertise and Brief resume.	<p>An Industrialist with experience of more than 42 years in area of chemicals business.</p> <p>He has been associated with Company as promoter director since its incorporation</p>	<p>Mr. Anurag Choudhary joined Himadri as part of Management in 1992 and promoted to the post of CEO in 2006 and leading to integrated speciality carbon corporation in India. He has led the Company's transformation from a coal tar pitch manufacturing company to one of the world's most extensive value chains in the carbon segment. Under his leadership the Group has achieved market leadership in its key products and expanded into new products and markets like special pitch for use in long range warhead missiles, specialty carbon black, lithium-ion battery material, construction chemicals, etc. He has a firm belief that true value stems from innovation. Himadri today has a very strong R&D cell recognized by the Government of India with global expertise which powers its growth through innovations in products, processes and technology.</p> <p>He started with a vision of creating largest integrated specialty carbon complex in the world. Towards this end, the group constantly forward integrated into value-added products creating value from every element of its key raw material - coal tar, thereby creating a one-of-its-kind specialty carbon complex globally. His vision and relentless focus on execution has led to Himadri achieving leadership position in most of its product categories.</p>	<p>Mr. Amit Choudhary, President Projects of the Company, is a commerce graduate from the Calcutta University and is responsible for the project expansions and implementation activities of the Group. Under his supervision, there has been multifold capacity expansion across all businesses. He also mentors the Human Resource function of the Group in building a proud Himadrian team.</p>	<p>Mr. Tushar Choudhary, President, Operations of the Company, an Alumnus of Harvard Business School and a commerce graduate from the Calcutta University, he is responsible for the entire gamut of operational & technical development, infrastructure creation and process improvement activities of all the businesses. His approach of maintaining sustainability in Operations has made the company a carbon positive Carbon Corporation along with enviable zero discharge status across all the geographic locations.</p>

Notice (Contd.)

Name of Director	(5)	(6)	(7)	(8)
	Mr. Bankey Lal Choudhary	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
Terms and conditions of appointment or re-appointment	Proposed to be re-appointed as Whole time Director for a period of five years liable to retire by rotation.	Proposed to be appointed as Managing Director & CEO for a period of five years liable to retire by rotation.	Proposed to be appointed as Whole time Director for a period of five years liable to retire by rotation.	Proposed to be appointed as Whole time Director for a period of five years liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the explanatory statement for his re-appointment.	As stated in the explanatory statement for his appointment.	As stated in the explanatory statement for his appointment.	As stated in the explanatory statement for his appointment.
Remuneration last drawn	₹ 1.50 Crores annually plus perquisites	₹ 1.80 Crores annually plus perquisites	₹ 1.50 Crores annually plus perquisites	₹ 1.50 Crores annually plus perquisites
Number of Board Meetings attended during the financial year 2018-19	4/5	NA	NA	NA
Relationship with other Directors & KMP	1. Mr. S.S. Choudhary- Brother 2. Mr. V. K. Choudhary - Brother 3. Mr. Tushar Choudhary - Son	Mr. Shyam Sundar Choudhary- Father Mr. Amit Choudhary- Brother	Mr. Shyam Sundar Choudhary- Father Mr. Anurag Choudhary- Brother	Mr. Bankey Lal Choudhary - Father
No. of shares held (₹ 1/- each)	1,484,280 (0.35%)	Nil	Nil	Nil
Directorship in other Companies	Sri Agro Himghar Limited; Himadri Power Limited; Himadri Credit & Finance Ltd	Himadri E-Carbon Limited, Himadri United Motors Private Limited, Sri Agro Himghar Limited, Perfect Hi-Rise Private Limited, Pujita Merchandise Pvt Ltd, Sampoorna Merchandise Pvt Ltd, Himadri Industries Private Limited, Peaklevel Infrastructure Private Limited, Modern Hi-Rise Private Limited, Himadri Real Estate Private Limited, Anatahan Infrastructure Private Limited, Next Generation Condominiums Private Limited, AAT Techno-Info Limited, Salasar Management Limited, Raghupati Consultants Limited, Raghu Management Limited, Himadri Credit & Finance Limited	Himadri E-Carbon Limited, Himadri United Motors Private Limited, Himadri Ujjwal Motors Private Limited, Perfect Hi-Rise Private Limited, Swarnalekha Developers Private Limited, Trimurti Merchandise Pvt Ltd, Himadri Industries Private Limited, Sri Siromani Dealers Pvt Ltd, Modern Hi-Rise Private Limited,	Himadri Credit & Finance Ltd, Himadri E-Carbon Limited, Himadri United Motors Private Limited, Himadri Ujjwal Motors Private Limited, Swarnalekha Developers Private Limited, Trimurti Merchandise Pvt Ltd, Sampoorna Merchandise Pvt Ltd, Himadri Industries Private Limited, Next Generation Traders Pvt Ltd,

Name of Director	(5)	(6)	(7)	(8)
	Mr. Bankey Lal Choudhary	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
			Himadri Real Estate Private Limited, Padmavati Estates Pvt Ltd, Bluemoon Realcon Private Limited, Hemaprabha Developers Private Limited, Next Generation Condominiums Private limited, AAT Techno-Info Limited, Salasar Management Limited, Rameshwar Consultants Limited	Lotus Villa Private Limited, Modern Hi-Rise Private Limited, Himadri Real Estate Private Limited, Padmavati Estates Pvt Ltd, AAT Techno-Info Limited, Salasar Management Limited, Gopal Management Limited, Sitaram Management Limited
Chairman/ Member of the committee of Board of other Companies	NIL	Nomination & Remuneration Committee: Himadri Credit & Finance Ltd	Nil	Nil

By **Order of the Board of Directors**

Place: Kolkata
Date: 14 August 2019

Sd/-
Bajrang Lal Sharma
Company Secretary
FCS: 8148

Notice (Contd.)

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee has considered and approved the appointment of Mr. Sambhu Banerjee, Cost Accountant, (Membership No.9780) as the Cost Auditor of the Company to audit the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2019-20 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, is required to be ratified by the members. The Resolution mentioned herein above in the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the members.

Your Directors recommend the resolution to be passed in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution as set at Item no.4.

Item No. 5

Ms. Sucharita Basu De (DIN: 06921540) was appointed as an Additional Director in the category of Women Independent Director by the Board through resolution by Circulation with effect from 1 April 2019, subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Article 93 of the Articles of Association of the Company, Ms. Basu De will hold office upto the date of ensuing Annual General Meeting. Ms. Sucharita Basu De (DIN: 06921540) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act and has given her consent to act as an Independent Director of the Company and submitted the necessary declaration to the effect that she meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under the provisions of Section 160 (1) of the Companies Act, 2013, from a member proposing her candidature for the Office of Independent Woman Director, to be appointed as such in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') as well as Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a period of five years with effect from 1 April 2019 till 31 March, 2024.

Ms. Sucharita Basu De aged about 43 years, is a lawyer by profession, having 17 years of experience in the field of legal profession. She is a founder partner of legal firm "AQUILAW" having its' offices at Kolkata, Delhi and Mumbai. She is also a partner in "Intueri Consulting LLP, a multi-disciplinary consulting firm having Strategy, Corporate Finance and Research as its' primary verticals and having association with INTUERI for providing legal support w. r. t. International Trade Law and other Legal Advisory services.

The Board considers that association of Ms. Basu De with the Company as an Independent Woman Director would be beneficial to the Company. The Board based upon her declaration of Independent, is of opinion that Ms. Basu De fulfils the conditions specified in the Act and the Rules made thereunder for her appointment as Independent Director. Upon appointment of Ms. Basu De on the board the Company will comply with the requirement of having one women director on the Board as stipulated in Regulation 17(1) (a) of the SEBI (LODR) Regulation 2015, which inter-alia provides that the top 500 listed entities shall have at least one Women director.

Copy of draft letter of appointment of Ms. Sucharita Basu De setting out the detailed terms and conditions of appointment is available for inspection during business hours in between 11:00 a.m. to 1:00 p.m. on all working days (except Saturday) at the registered office of the Company until the date of the ensuing Annual General Meeting.

Except Ms. Sucharita Basu De, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The notice received from the member proposing the candidature of Ms. Basu De, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the

Notice (Contd.)

registered office of the Company till the date of the meeting.

The Board recommends that this resolution be passed as an ordinary resolution.

Item No. 6

Mr. Santimoy Dey being an Independent Director of the Company holds office up to 23 September 2019 (“first term”) and eligible to be re-appointed as such for the second term of five years. The Nomination & Remuneration Committee, on the basis of performance evaluation, has recommended the re-appointment of Mr. Santimoy Dey (DIN: 06875452) as an Independent Director for a second consecutive term of 5 (five) years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed re-appointment of Mr. Dey as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The Board is of opinion that continued association of Mr. Dey as Independent Director would be beneficial for the further growth and development of the business of the Company.

Mr. Santimoy Dey is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has received necessary declaration from Mr. Dey that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as prescribed in Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The necessary disclosure of information and the details as required for appointment of Mr. Santimoy Dey are provided in the “Annexure” to the Notice. He will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Santimoy Dey setting out the detailed terms and conditions of appointment is available for inspection during business hours in between 11:00 a.m. to 1:00 p.m. on all working days (except Saturday) at the registered office of the Company until the date of the ensuing Annual General Meeting.

Save and except, Mr. Santimoy Dey, none of the other

Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that this resolution be passed as a Special resolution.

Item No. 7

Mr. Hanuman Mal Choraria being an Independent Director of the Company holds office up to 23 September 2019 (“first term”) and eligible to be re-appointed as such for the second term of five years. The Nomination & Remuneration Committee, on the basis of performance evaluation, has recommended the re-appointment of Mr. Hanuman Mal Choraria (DIN: 00018375) as an Independent Director for a second consecutive term of 5 (five) years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed re-appointment of Mr. Choraria, as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The Board is of opinion that continued association of Mr. Choraria as Independent Director would be beneficial for the further growth and development of the business of the Company.

Mr. Choraria, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has received necessary declaration from Mr. Choraria, that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as prescribed in Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The necessary disclosure of information and the details as required for appointment of Mr. Choraria, are provided in the “Annexure” to the Notice. He will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Hanuman Mal Choraria setting out the detailed terms and conditions of appointment is available for inspection during business hours in between 11:00 a.m. to 1:00 p.m. on all working days (except Saturday) at the registered office of the Company until the date of the ensuing Annual General Meeting.

Save and except, Mr. Hanuman Mal Choraria, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends that this resolution be passed as a Special resolution.

Item No. 8

Whereas, the Board at its' meeting held on 28 May 2019, and upon recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Bankey Lal Choudhary as Managing Director, subject to the approval of the shareholders, since the present term has expired on 31 March 2019.

Further the Board of Directors at its' meeting held on 14 August 2019 and upon recommendation made by the Nomination and Remuneration Committee, has re-designated him as Chairman in capacity of Whole -Time Director with effect from 14 August 2019, for a period of five years, subject to approval of the Shareholders, provided that the aggregate period of tenure for both the position shall not exceed five years, accordingly his aggregate tenure will be upto 31 March 2024. Mr. Bankey Lal Choudhary has been associated with the Company since its' incorporation, as Promoter Director and has vast experience of the business and operations of the Company. Mr. Choudharys' association would be beneficial for the further growth and development of the business of the company.

Since, the conditions laid down in Part-I Section -I of Part -II of Schedule V appended to the Companies Act, 2013 have been satisfied, therefore only consent of the shareholders is required for his appointment as Whole-time Director and no approval of the Central Government is required for the proposed appointment. An agreement with Mr. Choudhary will be entered to record the terms of appointment, after getting the approval of the shareholders.

The terms and conditions for appointment of Chairman in capacity as Whole-Time Director are enumerated hereunder:

1. Period of appointment

The appointment will be for a period of 5 (Five) years, which includes tenure as Managing Director from 1 April, 2019 to 14 August 2019 and as Chairman & WTD from 14 August 2019 to 31 March 2024. The aggregate period of tenure for both the position shall not exceed five years;

2. Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Companies Act, 2013 and

subject to approval of the Company in general meeting, the Whole Time Director shall be paid the following remuneration.

i) Salary

₹ 20,000,000/- (Rupees Two Crores only) per annum

ii) Perquisites:

In addition to above, the Whole Time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure incurred by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole Time Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

iii) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.

f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

- g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.
- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole Time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Director. The draft Agreement to be entered into by the Company with Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days until the date of the ensuing Annual General Meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Vijay Kumar Choudhary, Mr. Shyam Sundar Choudhary, Mr. Tushar Choudhary and the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

Item No. 9

The Board of Directors upon recommendation of Nomination and Remuneration Committee has appointed Mr. Anurag Choudhary as an additional

director with effect from 14 August 2019 and in terms of provisions of Section 161(1) of the Companies Act, 2013 who shall hold office of director upto the date of ensuing annual general meeting. The Company in terms of Section 160(1) of the Companies Act, 2013, has received a notice in writing from a member signifying his intention to propose Mr. Anurag Choudhary as a candidate for the office of Director and the company has also received necessary consent pursuant to Section 152(5) of Companies Act, 2013 from Mr. Anurag Choudhary to act as director of the Company. The Board considered it desirable that the Company should continue to avail itself of his services. Therefore, the Board recommends that this resolution be passed as an Ordinary Resolution.

The notice received from the member proposing the candidature of Mr. Anurag Choudhary is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Shyam Sundar Choudhary, Mr. Amit Choudhary, the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

Item No. 10

The Board of Directors upon recommendation of Nomination and Remuneration Committee has appointed Mr. Amit Choudhary as an additional director with effect from 14 August 2019 and in terms of provisions of Section 161(1) of the Companies Act, 2013 who shall hold office of director upto the date of ensuing annual general meeting. The Company in terms of Section 160(1) of the Companies Act, 2013, has received a notice in writing from a member signifying his intention to propose Mr. Amit Choudhary as a candidate for the office of Director and the company has also received necessary consent pursuant to Section 152(5) of Companies Act, 2013 from Mr. Amit Choudhary to act as director of the Company. The Board considered it desirable that the Company should continue to avail itself of his services. Therefore, the Board recommends that this resolution be passed as an Ordinary Resolution.

The notice received from the member proposing the candidature of Mr. Amit Choudhary is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Shyam Sundar Choudhary, Mr. Anurag Choudhary, the

appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

Item No. 11

The Board of Directors upon recommendation of Nomination and Remuneration Committee has appointed Mr. Tushar Choudhary as an additional director with effect from 14 August 2019 and in terms of provisions of Section 161(1) of the Companies Act, 2013 who shall hold office of director upto the date of ensuing annual general meeting. The Company in terms of Section 160(1) of the Companies Act, 2013, has received a notice in writing from a member signifying his intention to propose Mr. Tushar Choudhary as a candidate for the office of Director and the company has also received necessary consent pursuant to Section 152(5) of Companies Act, 2013 from Mr. Tushar Choudhary to act as director of the Company. The Board considered it desirable that the Company should continue to avail itself of his services. Therefore, the Board recommends that this resolution be passed as an Ordinary Resolution.

The notice received from the member proposing the candidature of Mr. Tushar Choudhary is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Bankey Lal Choudhary and the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

Item No. 12

Whereas, the Board at its' meeting held on 14 August 2019 and upon recommendation of the Nomination and Remuneration Committee has promoted Mr. Anurag Choudhary to the position of Managing Director & CEO of the Company for a period of 5 (Five) years, subject to the approval of shareholders.

Mr. Anurag Choudhary aged about 47 years, has been associated with the Company since 1992 and presently functioning as Chief Executive Officer (CEO) since 2006. He is a Key Managerial Personnel (KMP) within the provisions of Section 203 of the Companies Act, 2013. Mr. Choudhary, as CEO has led the Company's transformation from a coal tar pitch manufacturing company to one of the world's most extensive value chains in the carbon segment. Under his leadership the Himadri Group has achieved market leadership in its key products and expanded into new products and markets like special pitch for use in long range warhead missiles, specialty carbon black, lithium-ion battery

material, construction chemicals, etc.

The Board based on his performance has considered to promote him to the position as Managing Director & CEO of the Company. Mr. Choudhary's association as Managing Director would be beneficial for the further growth and development of the business of the company.

Since, the conditions laid down in Part-I Section -I of Part -II of Schedule V appended to the Companies Act, 2013 have been satisfied, therefore only consent of the shareholders is required for his appointment as Managing Director and no approval of the Central Government is required for the proposed appointment. An agreement with Mr. Choudhary will be entered to record the terms of appointment, after getting the approval of the shareholders.

The terms and conditions for appointment as Managing Director & CEO are enumerated hereunder:

1. Period of appointment

The appointment will be for a period of 5 (Five) years w.e.f. 14 August 2019 to 13 August 2024.

2. Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Companies Act, 2013 and subject to approval of the Company in general meeting, the Managing Director shall be paid the following remuneration.

i) Salary

₹25,000,000/- (Rupees Two Crores fifty lakhs only) per annum

ii) Perquisites:

In addition to above, the Managing Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure incurred by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Managing Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

- iii) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling as specified above.
- b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.
- c) Reimbursement of Medical Expenses/Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.
- d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.
- f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.
- g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.
- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Managing Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Managing Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary, and perquisites in any one financial year shall not

exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Director. The draft Agreement to be entered into by the Company with Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days (except Saturday) until the date of the ensuing Annual General Meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Shyam Sundar Choudhary, Mr. Amit Choudhary, the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

Item No. 13

Whereas, the Board at its' meeting held on 14 August 2019 and upon recommendation of the Nomination and Remuneration Committee has promoted Mr. Amit Choudhary to the position of Whole Time Director of the Company for a period of 5 (Five) years, subject to the approval of shareholders.

Mr. Amit Choudhary aged about 44 years presently functioning as President Projects. He is also designated as Key Managerial Personnel (KMP) within the meaning of Section 2(51) of the Companies Act, 2013. Mr. Choudhary is responsible for the project expansions and implementation activities of the Group. Under his supervision, there has been multifold capacity expansion across all businesses.

The Board based on his performance has considered to promote him to the position as Whole Time Director of the Company. Mr. Choudhary's association as Whole Time Director would be beneficial for the further growth and development of the business of the company.

Since, the conditions laid down in Part-I Section -I of Part -II of Schedule V appended to the Companies Act, 2013 have been satisfied, therefore only consent of the shareholders is required for his appointment as Whole Time Director and no approval of the Central Government is required for the proposed appointment. An agreement with Mr. Choudhary will be entered to record the terms of appointment, after getting the approval of the shareholders.

The terms and conditions for appointment as Whole Time Director are enumerated hereunder:

1. Period of appointment

The appointment will be for a period of 5 (Five) years w.e.f. 14 August 2019 to 13 August 2024.

2. Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Companies Act, 2013 and subject to approval of the Company in general meeting, the Whole Time Director shall be paid the following remuneration.

i) Salary

₹ 20,000,000/- (Rupees Two Crores only) per annum

ii) Perquisites:

In addition to above, the Whole Time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure incurred by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole Time Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

iii) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

e) Fees of club subject to a maximum of two clubs. This will not include admission and life membership fee.

f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole-Time Director Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Director. The draft Agreement to be entered into by the Company with Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days (except Saturday) until the date of the ensuing Annual General Meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Shyam Sundar Choudhary, Mr. Anurag Choudhary, the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution

Item No. 14

Whereas, the Board at its' meeting held on 14 August 2019 and upon recommendation of the Nomination and Remuneration Committee has promoted Mr. Tushar Choudhary to the position of Whole Time Director of the Company for a period of 5 (Five) years, subject to the approval of shareholders.

Mr. Tushar Choudhary aged about 43 years presently functioning as President Operation. He is also designated as Key Managerial Personnel (KMP) within the meaning of Section 2(51) of the Companies Act, 2013. Mr. Choudhary is responsible for the entire gamut of operational & technical development, infrastructure creation and process improvement activities of all the businesses. His approach of maintaining sustainability in Operations has made the company a carbon positive Carbon Corporation along with enviable zero discharge status across all the geographic locations

The Board based on his performance has considered to promote him to the position as Whole Time Director of the Company. Mr. Choudharys' association as Whole Time Director would be beneficial for the further growth and development of the business of the company.

Since, the conditions laid down in Part-I Section -I of Part -II of Schedule V appended to the Companies Act, 2013 have been satisfied, therefore only consent of the shareholders is required for his appointment as Whole Time Director and no approval of the Central Government is required for the proposed appointment. An agreement with Mr. Choudhary will be entered to record the terms of appointment, after getting the approval of the shareholders.

The terms and conditions for appointment as Whole-Time Director are enumerated hereunder:

1. Period of appointment

The appointment will be for a period of 5 (Five) years w.e.f. 14 August 2019 to 13 August 2024.

2. Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Companies Act, 2013 and subject to approval of the Company in general meeting, the Whole Time Director shall be paid the following remuneration.

i) Salary

₹ 20,000,000/- (Rupees Two Crores only) per annum

ii) Perquisites:

In addition to above, the Whole Time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the

perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure incurred by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole Time Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

iii) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.

f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

-
- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole Time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section

196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Director. The draft Agreement to be entered into by the Company with Director will remain open for inspection by members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days (except Saturday) until the date of the ensuing Annual General Meeting.

None, of the directors and Key Managerial Personnel of the Company or their relatives except Mr. Bankey Lal Choudhary and the appointee himself and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution.

By **Order of the Board of Directors**

Sd/-
Bajrang Lal Sharma
Company Secretary
FCS: 8148

Place: Kolkata
Date: 14 August 2019



Himadri Speciality Chemical Ltd
(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata - 700 001

E-mail: investors@himadri.com, Website: www.himadri.com Ph: 033 22309953

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM
31st Annual General Meeting - 25 September 2019

Name and address of the member(s) :			
Folio No./ DP-ID/ CL- ID.		No of Shares held	
Email Id:			

I/We, being the member (s) of the above named Company, hereby appoint:

1 Name :

Address :

E-mail Id: Signature:

or failing him/her

2. Name :

Address :

E-mail Id: Signature:

or failing him/her

3 Name :

Address :

E-mail Id: Signature:



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017 on Wednesday, the 25 September 2019 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Description of Resolutions	Favor	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 March 2019 together with the report of the Board of Directors and Auditors thereon.		
2	To declare dividend for the financial year ended 31 March 2019.		
3	To appoint a Director in place of Mr. Vijay Kumar Choudhary (DIN-00173858), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
4	Ordinary Resolution for ratification of payment of remuneration to Mr. Sambhu Banerjee as Cost Auditor for the financial year 2019-20.		
5	Ordinary Resolution for appointment of Mrs. Sucharita Basu De as an Independent Woman Director.		
6	Special Resolution for Re-appointment of Mr. Santimoy Dey as an Independent Director.		
7	Special Resolution for Re-appointment of Mr. Hanuman Mal Choraria as an Independent Director.		
8	Special Resolution for re-appointment of Mr. Bankey Lal Choudhary (DIN-00173792) as a Whole Time Director.		
9	Ordinary Resolution for appointment of Mr. Anurag Choudhary (DIN-00173934) as a Director.		
10	Ordinary Resolution for appointment of Mr. Tushar Choudhary (DIN-00174003) as a Director.		
11	Ordinary Resolution for appointment of Mr. Amit Choudhary (DIN-00152358) as a Director.		
12	Special Resolution for appointment of Mr. Anurag Choudhary (DIN-00173934) as a Managing Director & CEO.		
13	Special Resolution for appointment of Mr. Tushar Choudhary (DIN-00174003) as a Whole Time Director.		
14	Special Resolution for appointment of Mr. Amit Choudhary (DIN-00152358) as a Whole Time Director.		

Signed this day of 2019

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Member upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.



Himadri

Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata 700 001

E-mail: investors@himadri.com Website: www.himadri.com Ph: 033 22309953

ATTENDANCE SLIP

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my presence at the 31st Annual General Meeting of the Company being held at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017 on Wednesday, the 25 September 2019 at 10:30 a.m.

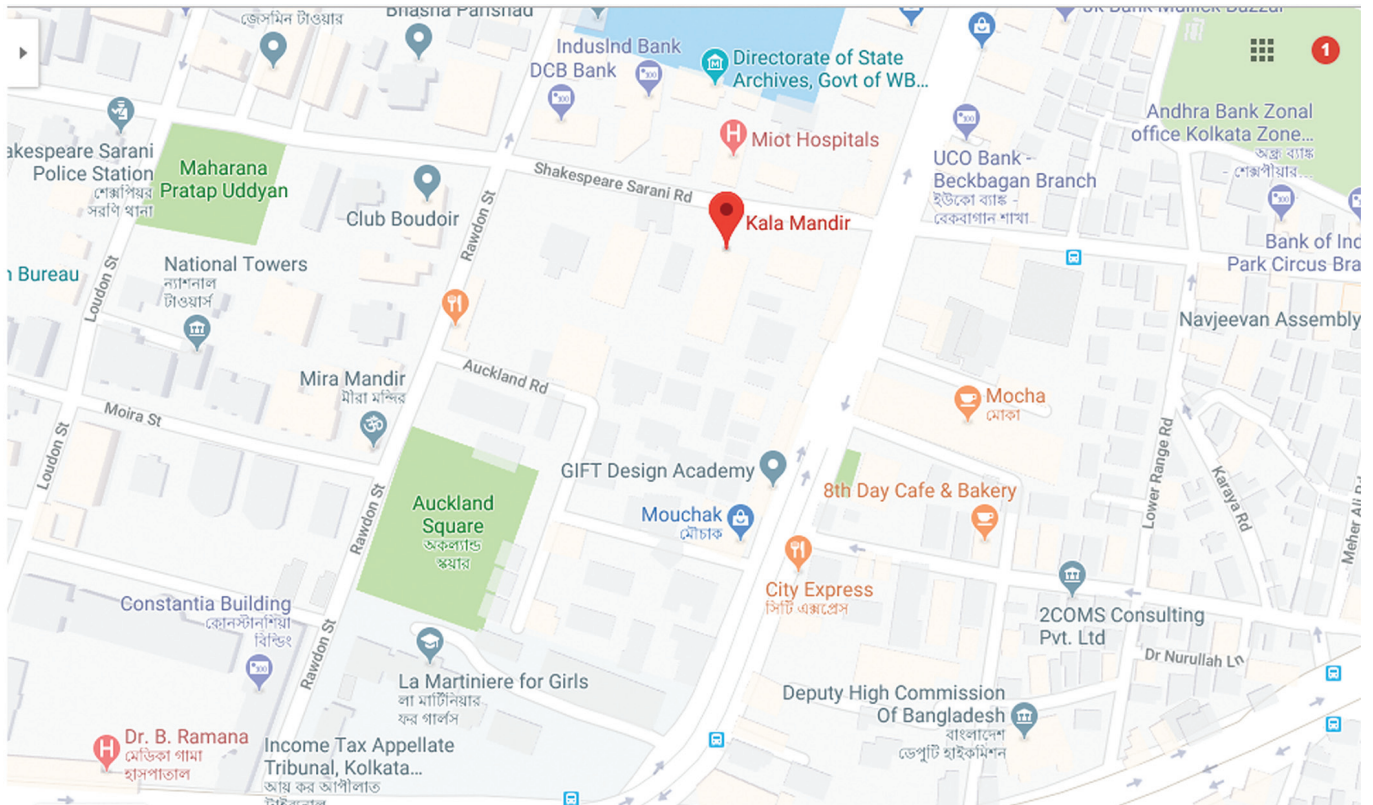
Name of the member/ proxy(In Block Letters)			
Folio No./ DP-ID/ CL- ID.		No of Shares held	

.....
Signature of the Shareholder/ Proxy/
Authorized Representative Present

Notes:

1. Shareholders / Proxy holders wishing to attend the meeting must bring the Attendance Slip, duly filled in and signed and hand it over at the time of entrance into the meeting Hall and bring the copies of Annual Report at the meeting for reference.

Route map to the Venue of AGM



Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017

