



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India
Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
PAN No - AAMFY6726E
Service Tax Registration No. - AFMPK8774QST002

March 22, 2016

To,
The Chairman
Himadri Chemicals & Industries Limited
Suite No. 15, 8th Floor
23A, Netaji Subhas Road
Kolkata-700001
India

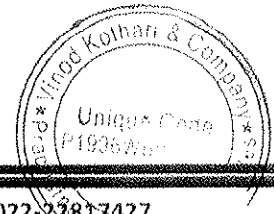
Re: Consolidated Report of Scrutinizer for Extra Ordinary General Meeting ("EGM") of the Shareholders of Himadri Chemicals & Industries Limited ("Company") held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017, on Tuesday, the 22nd day of March, 2016 at 10:30 A.M.

Dear Sir,

In terms of authority of the Board Resolution dated February 23, 2016, the Board had appointed the undersigned as scrutinizer for the purpose of remote e-voting and voting through polling paper on the below mentioned Resolution at the Extra Ordinary General Meeting of the Company, held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017, on Tuesday, the 22nd day of March, 2016 at 10:30 A.M.

We have separately, on even date, given our reports for the result of remote e-voting and the results of the polling process carried at the Meeting. This consolidated report is to be read along with those separate reports.

We further declare that the Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e., by remote e-voting and voting by poll at the EGM) for the resolution contained in the Notice to the EGM of the Company. My responsibility as a scrutinizer for



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[Handwritten Signature]



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remote e-voting is restricted to preparing and presenting a report on the votes cast 'in favour' or 'in against' the resolution stated below.

The Consolidated Report is as follows:

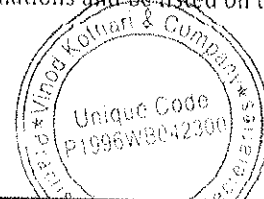
1. The detailed consolidated results of the remote e-voting and poll on the matter put to vote at the Extra Ordinary General Meeting is as under:

a) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution-

Resolution No. 1: To issue and allot equity shares on preferential basis:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and provisions of the Memorandum and Articles of Association of the Company, and subject to other necessary permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise one or more of the power conferred on the Board hereunder), consent of the Company be and is hereby given to the Board to create, offer, issue and allot 3,26,75,297 equity shares of face value of Re.1/- each ("Equity Shares") fully paid upon a preferential basis to the holder of the Deep Discount Debentures ("DDD") of the Company, Himadri Coke and Petro Limited ("DDD Holder") at an issue price of Rs. 19/- per Equity Share (including a premium of Rs. 18/- per Equity Share), being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, aggregating up to Rs. 62,08,30,643/- (Rupees Sixty Two Crore Eight Lakhs Thirty Thousands Six Hundred Forty Three Only) in lieu of the value of the DDDs according to the valuation report dated 22nd February 2016 issued by Microsec Capital Limited, a Merchant Banker, and an independent qualified valuer in accordance with the requirements under the Regulation 73(3) of the ICDR Regulations and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion."

RESOLVED FURTHER THAT the Equity Shares to be offered on a preferential basis pursuant to the conversion of the DDDs shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- each of the Company, subject to lock-in as per the requirements of the ICDR Regulations and be listed on the stock



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Amrita



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exchange(s) where the existing equity shares of the Company are listed.”

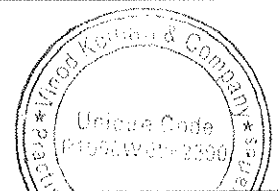
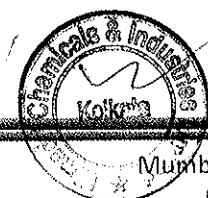
“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for determination of the floor price for issue of Equity Shares on preferential basis is 19th February 2016, being 30 days prior to the date of this Extraordinary General Meeting and the floor price calculated is Rs.16.04/- per Equity Share.”

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the DDD Holder in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes, Himadri Coke and Petro Limited, Promoter, being interested has not opted to vote.



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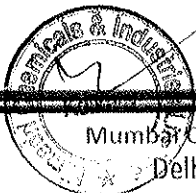


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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	172139910	165789910	96.311	165789910	0	100	0
	Physical Ballot Papers		850000	0.494	850000	0	100	0
	Total		166639910	96.81	166639910	0	100	0
Public-Institutions	E-Voting	19000	0	0	0	0	0	0
	Physical Ballot Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	213573660	746973	0.35	742647	4326	99.42	0.58
	Physical Ballot Papers		39681	0.02	39681	0	100	0
	Total		786654	0.37	782328	4326	99.45	0.55
Total		385732570	167426564	43.40	167422238	4326	99.99	0.001

On the basis of the above votes, the aforesaid resolution has been passed with requisite majority.



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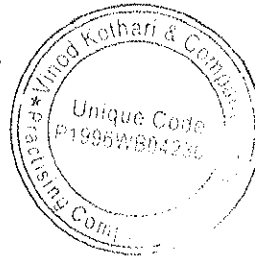
- The poll papers, record of votes cast through remote e-voting and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For Vinod Kothari & Company
Practising Company Secretaries
VINOD KOTHARI & COMPANY

Arun Kumar Maitra
Partner

Arun Kumar Maitra
Partner
CP no. 14490
Place: Kolkata



For Himadri Chemicals & Industries Ltd.

[Signature]
Company Secretary

FCS 8148