

CS SAMIR KUMAR GHOSH

Company Secretary In Practice
CP. No. – 2018

Annexure II

AB-198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

Date: 05-09-2018

To,
The Chairman
Himadri Speciality Chemical Ltd
(Formerly Known As Himadri Chemicals & Industries Limited)
CIN: L27106WB1987PLC042756
23A, Netaji Subhas Road,
8th Floor, Suite No: 15
Kolkata – 700 001

Certified True Copy
For Himadri Speciality Chemical Ltd
Company Secretary
FCS: 8148
5/9/2018

Sub: Scrutinizer's Report

Ref: 30th Annual General Meeting (AGM) of the Members of held on Tuesday, 4th day of September, 2018 at 10.30A.M. at "Kala Mandir (Kala Kunj Hall)", 48, Shakespeare Sarani, Kolkata – 700 017.

Dear Sir,

I, **Samir Kumar Ghosh**, a Company Secretary in Practice (Membership No. ACS 4740/ CP No. 2018), would like to thank you for appointing me as the Scrutinizer for remote e-Voting and voting by Members of the Company through Ballot Paper at the 30th Annual General Meeting (AGM) of your Company held on Tuesday, 4th day of September, 2018 at 10.30 A.M. at "Kala Mandir (Kala Kunj Hall)", 48, Shakespeare Sarani, Kolkata – 700 017.

I am pleased to submit the Consolidated Scrutinizer's Report, which is self-explanatory.



Date: 05.09.2018
Place: Kolkata


SAMIR KUMAR GHOSH
ACS No. 4740
CP No. 2018

Report of Scrutinizer on remote e-Voting and voting by members of Himadri Speciality Chemical Ltd at the 30th AGM

CS SAMIR KUMAR GHOSH

Company Secretary In Practice
CP. No. – 2018

Certified True Copy
For Himadri Speciality Chemical Ltd
Company Secretary
I.C.S.: 8148
5/9/2018

AB-198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Himadri Speciality Chemical Ltd (Formerly Known As Himadri Chemicals & Industries Limited)
MEETING	30 th Annual General Meeting
DAY, DATE & TIME	Tuesday, 4 September 2018 at 10.30 a.m.
VENUE	"Kala Mandir (Kala Kunj Hall)", 48, Shakespeare Sarani, Kolkata – 700 017

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted through Ballot Paper at the 30th Annual General Meeting (AGM) of Himadri Speciality Chemical Ltd (hereinafter referred to as **the Company**) held on Tuesday, 4 September 2018 at 10.30 a.m. at the venue.

2. Dispatch of Notice convening the AGM

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of the AGM on 8 August 2018 and the Company has also given public notice for the dispatch of notice on the next day in leading newspapers.

3. Cut-off date

The Voting rights were reckoned as on 27 August 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the AGM. There were 77563 members as on the cut-off date.

4. Remote e-Voting Process

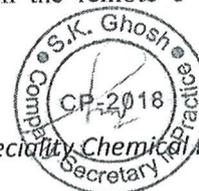
4.1 Agency

The Company has appointed National Securities Depositories limited (NSDL) as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from Friday, 31 August, 2018 (09:00 A.M) to Monday, 3 September, 2018 (05:00 P.M) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform as provided by NSDL.

Report of Scrutinizer on remote e-Voting and voting by members of Himadri Speciality Chemical Ltd at the 30th AGM



CS SAMIR KUMAR GHOSH

Company Secretary In Practice

CP. No. – 2018

Certified True Copy

of Himadri Speciality Chemical Ltd
Company Secretary
FCS: 8148

AB-198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios and shareholding of the members who had cast their votes through remote e-Voting.

6. Counting Process

6.1 On completion of voting at the AGM, M/s S.K Infosolutions Pvt Ltd, the ShareTransfer Agent of the Company (RTA) provided us with the list of members who has attended the meeting.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company.

6.3 I have unblocked the remote e-Voting results in the presence of **Mr. Sourav Kumar Roy** and **Mr. Avijit Kumar Das** and downloaded the remote e-Voting results.

7. Results

7.1 I observed that

- 79 Members had cast their votes at the AGM.
- 167 Members had cast their votes through remote e-Voting.
- There were 10 Folios carrying 1154 votes invalid and cancelled

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 29 May 2018 is enclosed herewith.

7.3 Based on the aforesaid results, I report that Six Ordinary Resolutions as contained in Item No. 1, 2, 3, 4, 7, and 8, and there were three Special Resolution at Item No. 5, 6 and 9 of the Notice of the AGM which have been duly passed with the requisite majority, and the result of the voting is detailed in **Annexure A**.

Date: 05.09.2018

Place: Kolkata



SAMIR KUMAR GHOSH

ACS No. 4740

CP No. 2018

Report of Scrutinizer on remote e-Voting and voting by members of Himadri Speciality Chemical Ltd at the 30th AGM

Consolidated Result

Annexure-A

Item No.1 : Adoption of the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 March 2018 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	164	317434608	78	8352	242	317442960	99.9998
Voted against the resolution	1	400	1	300	2	700	0.0000
Total	165	317435008	79	8652	244	317443660	99.9998

Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 1 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.

Item No 2 : Declaration of dividend. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	167	317448042	78	8651	245	317456693	100.0000
Voted against the resolution	0	0	1	1	1	1	0.0000
Total	167	317448042	79	8652	246	317456694	100.0000

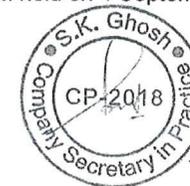
Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 2 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.

Certified True Copy

For Himadri Speciality Chemical Ltd

Company Secretary
FCS: 8148

5/9/2018

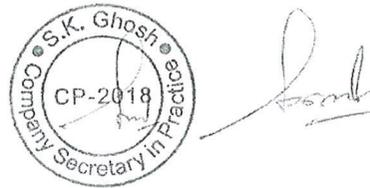


Item No.3: Re-appointment of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	158	314212587	79	8652	237	314221239	99.9996
Voted against the resolution	8	1175	0	0	8	1175	0.0000
Total	166	314213762	79	8652	245	314222414	99.9996

1. Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 3 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.
2. Votes in respect of one folio was not cast in the same manner (Differently).

Item No.4: Ratification of payment of remuneration to Mr. Sambhu Banerjee as Cost Auditor for the financial year 2018-19. (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	158	317446874	79	8652	237	317455526	99.9997
Voted against the resolution	7	1068	0	0	7	1068	0.0000
Total	165	317447942	79	8652	244	317456594	99.9997

Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 4 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.



Certified True Copy

For Himadri Speciality Chemical Ltd

Company Secretary
FCS: 8148

1/9/2018

Item No.5: Re-appointment of Mr. Sakti Kumar Banerjee as an Independent Director (Special Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	154	315988446	79	8652	233	315997098	99.5402
Voted against the resolution	12	1459546	0	0	12	1459546	0.0046
Total	166	317447992	79	8652	245	317456644	99.5402

Based on the aforesaid result, I report that the Special Resolution as set out in item no 5 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.

Item No.6: Re-appointment of Mr. Sakti Kumar Banerjee as an Independent Director (Special Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	156	317446357	79	8652	235	317455009	99.9995
Voted against the resolution	9	1585	0	0	9	1585	0.0000
Total	165	317447942	79	8652	244	317456594	99.9995

Based on the aforesaid result, I report that the Special Resolution as set out in item no 6 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.

Item No.7: Determination of fee for service of documents (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	144	315980194	77	8347	221	315988541	99.5377
Voted against the resolution	17	1467190	2	305	19	1467495	0.0046
Total	161	317447384	79	8652	240	317456036	99.5377

Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 7 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.



[Handwritten signature]

Certified True Copy
 In Mahadri Speciality Chemical Ltd
 Company Secretary
 FCS: 8148

5/9/2018

Item No.8: Contribution to bona-fide and charitable funds (Ordinary Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	128	314257798	79	8652	207	314266450	98.9951
Voted against the resolution	37	3190094	0	0	37	3190094	0.0100
Total	165	317447892	79	8652	244	317456544	98.9951

Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 8 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.

Item No.9: Alteration of Articles of Associations (Special Resolution)							
Particulars	Remote evoting		Voting at the AGM		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	126	308814263	79	8652	205	308822915	97.2804
Voted against the resolution	38	8633529	0	0	38	8633529	0.0272
Total	164	317447792	79	8652	243	317456444	97.2804

Based on the aforesaid result, I report that the Special Resolution as set out in item no 9 of the Notice of the AGM held on 4 September 2018 has been duly passed with requisite majority.



[Signature]
Sami Kumar Ghosh
ACSNo.: 4740
PCS No.: 2018

Place: Kolkata
Dated: 05.09.2018

Certified True Copy

Shri Himadri Speciality Chemical Ltd

[Signature]
Company Secretary
FCS: 8148

[Signature] 05/09/2018

Certified True Copy

For Himadri Speciality Chemical Ltd
 Company Secretary
 FCS: 8148

9/9/2018



Himadri Speciality Chemical Ltd
30th Annual General Meeting held on 4 September 2018
Summary of Members who have logged into remote e-voting or voting at AGM but abstained from voting

Resolution No	Remote E Voting		Voting at the AGM	
	Number	Votes	Number	Votes
1	2	13034	-	-
2	0	0	-	-
3	1	3234280	-	-
4	2	100	-	-
5	1	50	-	-
6	2	100	-	-
7	6	658	-	-
8	2	150	-	-
9	3	250	-	-

Summary of Invalid Votes

Resolution No	Remote E Voting		Voting at the AGM	
	Number	Votes	Number	Votes
1	-	-	10	1154
2	-	-	10	1154
3	-	-	10	1154
4	-	-	10	1154
5	-	-	10	1154
6	-	-	10	1154
7	-	-	10	1154
8	-	-	10	1154
9	-	-	10	1154

[Handwritten Signature]

