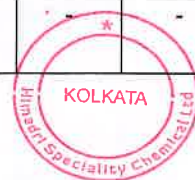


Compliance Report on Corporate Governance
Name of Listed Entity: HIMADRI SPECIALITY CHEMICAL LTD
Quarter ended: June 30, 2022 Listed at BSE / NSE

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)J	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)J	Number of member ships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shyam Sundar Choudhary	ACJPC4648K/00173732	Executive Director	28-07-1987	01-04-2020	-	N.A.	14-10-1947	1	0	1	0
Mr.	Bankey Lal Choudhary ²	ACAPC5678C/00173792	Executive Director	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	0
Mr.	Vijay Kumar Choudhary ³	ACAPC5679D/00173858	Executive Director	28-07-1987	01-04-2020	-	N.A.	15-05-1956	1	0	0	0
Mr.	Anurag Choudhary	ABYPC2666D/00173934	Executive Director MD&CEO	14-08-2019	-	-	N.A.	03-08-1972	2	0	1	0
Mr.	Amit Choudhary	ACNPC1121B/00152358	Executive Director	14-08-2019	-	-	N.A.	22-11-1975	1	0	0	0
Mr.	Tushar Choudhary ⁴	ACAPC2057K/00174003	Executive Director	14-08-2019	-	-	N.A.	05-04-1976	2	0	0	0



Mr.	Sakti Kumar Banerjee	AAOPB0550E/ 00631772	Non-Executive - Independent Director	01-04-2014	01-04-2019 (Pursuant to regulation 17(1)(A) Special Resolution passed on 04-09-2018)	-	99	12-08-1944	1	1	2	0
Mr.	Hardip Singh Mann ⁵	ABUPM8414D/ 00104948	Non-Executive - Independent Director	01-04-2014	01-04-2019 (Date of Special Resolution 04-09-2018)	-	99	01-04-1952	1	1	0	0
Mr.	Santimoy Dey	AGNPD1312R/ 06875452	Non-Executive - Independent Director	24-09-2014	24-09-2019 (Date of Special Resolution 25-09-2019)	-	93	05-07-1958	1	1	2	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F/ 00364962	Non-Executive - Independent Director	14-11-2016	14-11-2021 (Date of Special Resolution 29-09-2021)	-	68	19-03-1955	2	2	2	1
Mrs.	Sucharita Basu De ⁶	AIYPB6055A/ 06921540	Non-Executive - Independent Director	01-04-2019	-	-	39	28-10-1975	3	3	2	0



Mr.	Girish Paman Vanvari	AABPV2637D/ 07376482	Non- Executive - Independent Director	22-06- 2021	-	-	12	10-04- 1972	5	5	7	4
Mr.	Gopal Ajay Malpani	AFCPM1425J/ 02043728	Non- Executive - Independent Director	13-08- 2021	-	-	11	25-08- 1981	2	2	0	0
		Whether Regular chairperson appointed ¹ – No;										
		Note for Chairperson: There is no regular chairperson of the Board for the time being. Mrs. Sucharita Basu De was elected as Chairperson for the last Board Meeting held on 30.03.2022										
		Whether Chairperson is related to managing director or CEO- No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

1. The Board of Directors at its meeting held on 22.06.2021 inter-alia has considered and approved that the Board shall elect a non-executive director who is not related to MD & CEO as chairman of the Board with immediate effect, until appointment of regular chairman by the Board/general meeting, hence there will be no regular chairman of the Board for the time being.

2. Mr. Bankey Lal Choudhary (DIN: 00173792), vide letter dated 08 July 2022 has resigned from the Directorship of the Company with effect from 08 July 2022.

3. Mr. Vijay Kumar Choudhary (DIN: 00173858), vide letter dated 08 July 2022 has resigned from the Directorship of the Company with effect from 08 July 2022.

4. Mr. Tushar Choudhary (DIN: 00174003), vide letter dated 08 July 2022 has resigned from the Directorship of the Company with effect from 08 July 2022.

5. Mr. Hardip Singh Mann (DIN 00104948), vide his letter dated 08 July 2022 has tendered his resignation as Non-Executive Independent Director of the Company with effect from 08 July 2022.

6. Ms. Sucharita Basu De (DIN: 06921540), vide her letter dated 08 July 2022 has tendered her resignation as Non-Executive Independent Director of the Company with effect from 08 July 2022.



II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	yes	1. Mr. Girish Paman Vanvari	Chairman-Independent	29-06-2021	-
		2. Mr. Santimoy Dey	Member-Independent	11-08-2014	-
		3. Mr. Sakti Kumar Banerjee	Member-Independent	11-08-2014	-
		4. Mr. Santosh Kumar Agrawala	Member-Independent	13-02-2020	-
		5. Mr. Anurag Choudhary	Member-Executive	13-02-2020	-
2. Nomination & Remuneration Committee	yes	1. Mr. Santosh Kumar Agrawala	Chairman- Independent	07-06-2021	-
		2. Mr. Sakti Kumar Banerjee	Member- Independent	11-08-2014	-
		3. Mr. Santimoy Dey	Member- Independent	11-08-2014	-



3. Risk Management Committee	yes	1.Mr. Shyam Sundar Choudhary	Chairman Member-	11-08-2014	-
		2.Mr. Santimoy Dey	Independent Member-	11-08-2014	-
		3. Mr. Bankey Lal Choudhary	Executive Member-	11-08-2014	-
		4. Mr. Anurag Choudhary	MD & CEO	11-08-2014	-
		5. Mr. Kamlesh Kumar Agarwal	Member- CFO	11-08-2014	-
		6. Mr. Monojit Mukherjee	Member- Business President, Carbon Black Division	07-06-2021	-
		7.Mr. Somesh Satnalika	Member- Executive Vice President, CTD and Strategy	07-06-2021	-
4. Stakeholders Relationship Committee	yes	1.Mr. Santimoy Dey	Chairman- Independent	11-08-2014	-
		2.Mr. Sakti Kumar Banerjee	Member – Independent	11-08-2014	-
		3.Mr. Shyam Sundar Choudhary	Member- Executive	11-08-2014	-
5. Corporate Social Responsibility Committee	yes	1.Mr. Santimoy Dey	Chairman- Independent	27-05-2014	-
		2.Mr. Sakti Kumar Banerjee	Member –Independent	27-05-2014	-
		3.Mr. Shyam Sundar Choudhary	Member- Executive	27-05-2014	-
<i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Number of Directors present (All Directors including Independent Director)*</i>	<i>Number of independent directors attending the meeting *</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11-02-2022	-	Yes	13	7	-
30-03-2022	-	Yes	12	7	46
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the previous quarter*</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present (All Directors including Independent Director)**</i>	<i>Number of independent directors attending the meeting **</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee					
11-02-2022	-	Yes	4	4	-
14-02-2022	-	Yes	4	4	2
Nomination & Remuneration Committee					
10-02-2022	21-04-2022	Yes	3	3	69
Stakeholders Relationship Committee					
-	06-04-2022	Yes	3	2	-
-	07-06-2022	Yes	3	2	
Risk Management Committee					
07-03-2022 [#]	-	Yes	2	1	-

[#]Risk Management Committee Meeting held on 07.03.2022, there were five members of the Committee present including two Director, CFO, Business President- Carbon Black Division and Executive Vice President- CTD and Strategy.



Corporate Social Responsibility Committee					
30-03-2022	-	Yes	3	2	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
Subject			Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee;- **Yes**
 - b. Nomination & remuneration committee;- **Yes**
 - c. Stakeholders relationship committee;- **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities)- **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **No**
Any comments/observations/advice of Board of Directors may be mentioned here:

Since no Board meeting was held during the quarter 30.06.2022, the report of the Corporate Governance for the previous quarter i.e. 31.03.2022 was not placed before Board of Director.

Date: 20/07/2022

Place: Kolkata

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

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

