

Compliance Report on Corporate Governance

1. Name of Listed Entity: **Himadri Speciality Chemical Ltd**
(Formerly Known as Himadri Chemicals & Industries Limited)

2. Quarter ending: **September 30 2016** Listed at BSE/ NSE

1.		2. Composition of Board of Directors							
Title (Mr/ Ms)		PAN \$& DIN	Category (Chairperson/ Executive/ Non-executive/ Independent / Nominee)&	Date of Appointment in current term	Date of Cessation	Tenure of director * (in months)	No. of Directorship in listed entities (including this entity)	Members hip in Audit/ Stakeholders Committee (including this entity)	No of Chairperson in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary	00173792/ ACAPC5678C	Executive MD	01.04.2016	-	N.A.	1	0	0
Mr.	Shyam Sundar Choudhary	00173732/ ACJPC4648K	Executive WTD	01.04.2015	-	N.A.	1	1	0
Mr.	Vijay Kumar Choudhary	00173858/ ACAPC5679D	Executive WTD	01.04.2012	-	N.A.	1	0	0
Mr.	Pavninder Singh	03048302/ BOFPS8350P	Nominee	30.10.2012	-	N.A.	1	0	0
Ms.	Rita Bhattacharya	03157199/ AGHPB5365N	Nominee	25.02.2014	-	N.A.	1	0	0
Mr.	Sakti Kumar Banerjee	00631772/ AAOPB0550E	Independent	01.04.2014	-	30	1	2	0
Mr.	Hardip Singh Mann	00104948/ ABUPM8414D	Independent	01.04.2014	-	30	1	0	0
Mr.	Santimoy Dey	06875452/ AGNPD1312R	Independent	24.09.2014	-	24	1	2	1
Mr.	Hanuman Mal Choraria	00018375/ ACRPC7640P	Independent	24.09.2014	-	24	1	1	1
Mr.	Krishnava Satyaki Dutt	02792753/ ACQPD8850P	Independent	01.04.2014	07-07-2016*	27	4	9	5

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

***There was a casual vacancy caused due to resignation of an Independent Director on 7th July 2016, however; the company is in the process of filling up the casual vacancy at the earliest.**



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee) &
1. Audit Committee	1.Mr. Hanuman Mal Choraria 2.Mr. Santimoy Dey 3.Mr. Sakti Kumar Banerjee	Chairman- Independent Member- Independent Member- Independent
2.Nomination & Remuneration Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Hanuman Mal Choraria	Chairman- Independent Member- Independent Member- Independent
3.Risk Management Committee	N.A.	
4.Stakeholders Relationship Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman- Independent Member -Independent Member- Executive

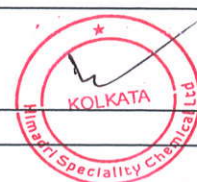
& Category of directors means executive/non-executive/independent/nominee, if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meetings (if any) in previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
23/05/2016	11/08/2016	79days

IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days *
11/08/2016	Yes (All the members of the Committee were present)	23/05/2016	79 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholders' approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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*

***There was a casual vacancy caused due to resignation of an Independent Director on 7th July 2016, however; the company is in the process of filling up the casual vacancy at the earliest.**

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 100 listed entities) N. A.
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. Any comments/observations/advice of Board of Directors may be mentioned here:

The report of the Corporate Governance for the previous quarter i.e. 30.06.2016 was placed at the Meeting of Board of Directors held on 11.08.2016.

Date: 04.10.2016
Place: Kolkata




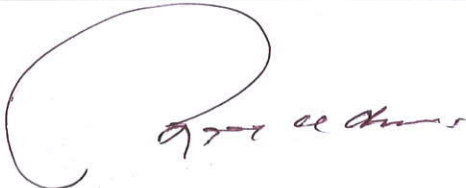
Name: Bajrang Lal Sharma
Designation: Company Secretary (FCS: 8148)

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.

Half Year ended on 30.9.2016

ANNEXURE III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<p>Date : 04.10.2016 Place: Kolkata</p> <p></p> <p></p> <p>Name: Bajrang Lal Sharma Designation: Company Secretary (FCS: 8148)</p>		