

**K. ARUN & CO.**

Company Secretaries

24<sup>th</sup> September 2016

To,  
 Mr. B. L. Choudhary  
 The Chairman,  
 23A, Netaji Subhas Road,  
 8<sup>th</sup> Floor, Suite No. 15,  
 Kolkata - 700001  
 CIN: L27106WB1987PLC042756

**Certified True Copy**

For Himadri Speciality Chemical Ltd

  
 Company Secretary  
 FCS: 8148

Dear Sir

**Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Ballot Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.**

I, Arun Kumar Khandelia, Partner of M/s K. Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of **Himadri Speciality Chemical Limited** ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and Ballot Papers conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with **Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015** and Regulation 44(3) of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, in respect of the Resolutions mentioned in the Annual General Meeting ("AGM") Notice dated 11<sup>th</sup> August, 2016 .

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. Our responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "Favour" or "Against" for respective resolutions of the AGM Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 17<sup>th</sup> September 2016 was entitled to vote on the resolutions of the AGM Notice.

The Company had engaged the services of its Registrar & Transfer Agent, **S.K. Infosolutions Pvt Ltd.** (Service Provider) for providing remote e-voting facility and the Service Provider had



The Company had engaged the services of its Registrar & Transfer Agent, **S.K. Infosolutions Pvt Ltd.** (Service Provider) for providing remote e-voting facility and the Service Provider had set up the remote e-voting facility on its website <https://www.evoting.nsdl.com>. The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the AGM. The shareholders who were not able to cast their vote through remote E-voting could cast their vote at the AGM venue through ballot papers.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced at 9.00 a.m. on Tuesday, 20<sup>th</sup> September 2016 and closed at 5.00 p.m. on Thursday, 23<sup>rd</sup> September 2016. At the end of the remote e-voting period the facility was blocked by the Service Provider.
- 2 At the venue of the AGM, the empty Ballot Box kept for voting through Ballot Process was locked in my presence and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence. After the conclusion of the counting of votes through Ballot Papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Mr. Priyarup Mukherjee and Ms. Megha Khaitan who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website <https://www.evoting.nsdl.com>.
- 3 We have collated the votes downloaded from the remote e-voting and ballot papers to declare the final results for each of the resolution forming part of the AGM Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the consolidated report. The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4 The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.
- 5 You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as Annexure-A.



**Certified True Copy**

For Himadri Speciality Chemical Ltd

  
Company Secretary  
FCS: 8148

Thanking you,

Place: Kolkata  
Dated: 24.09.2016



For K ARUN & CO  
Company Secretaries

(ARUN KUMAR KHANDELIA)  
Partner  
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of HIMADRI SPECIALITY CHEMICAL LTD. were unblocked from e-voting website of S.K. Infosolutions Pvt Ltd. in our presence at 01.00 p.m. on 24<sup>th</sup> September, 2016.

Priyarup Mukherjee  
Mr. Priyarup Mukherjee  
18/2 Rafi Ahmed Kidwai,  
Road, Kolkata – 700055

Megha  
Ms. Megha Khaitan  
493/B, G.T. Road, Shibpur  
South, Arihant Enclave,  
Kolkata - 700072

Countersigned by  
For HIMADRI SPECIALITY CHEMICAL LIMITED

Bankey Lal Choudhary  
Bankey Lal Choudhary  
Managing Director  
DIN: 00173792  
Address: 23A, Netaji Subhas Road,  
8<sup>th</sup> Floor, Suite No. 15,  
Kolkata - 700001

Certified True Copy

For Himadri Speciality Chemical Ltd  
[Signature]  
Company Secretary  
ICS, 8119

## Annexure-A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6

Item No.1 : To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the report of the Board of Directors and Auditors thereon.						
Voted in favour of the resolution	47	309129736	51	56741	309186477	99.9998
Voted against the resolution	1	500	0	0	500	0.0000
<b>Total</b>	<b>48</b>	<b>309130236</b>	<b>51</b>	<b>56741</b>	<b>309186977</b>	<b>99.9998</b>
Invalid /Abstain votes	-	0	0	0	0	0.0000

Item No. 2 : To declare dividend.						
Voted in favour of the resolution	48	309130236	51	56741	309186977	100.00
Voted against the resolution	0	0	0	0	0	0.00
<b>Total</b>	<b>48</b>	<b>309130236</b>	<b>51</b>	<b>56741</b>	<b>309186977</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	0	0	0	0

Item No.3: To appoint a Director in place of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation and being eligible offers himself for re-appointment.						
Voted in favour of the resolution	39	154473026	51	56741	154529767	100.00
Voted against the resolution	0	0	0	0	0	0.00
<b>Total</b>	<b>39</b>	<b>154473026</b>	<b>51</b>	<b>56741</b>	<b>154529767</b>	<b>100.00</b>
Invalid /Abstain votes#	9	154657210	0	0	154657210	

# Votes of Related Party as defined under the Companies Act 2013 and SEBI ( Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No.4 : 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.						
Voted in favour of the resolution	36	154272920	51	56741	154329661	99.91
Voted against the resolution	3	140676	0	0	140676	0.09
<b>Total</b>	<b>39</b>	<b>154413596</b>	<b>51</b>	<b>56741</b>	<b>154470337</b>	<b>100.00</b>
Invalid /Abstain votes#	9	154716640	0	0	154716640	

# Votes of Related Party as defined under the Companies Act 2013 and SEBI ( Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No.5 : To appoint M/s B S R & Co. LLP (Firm Registration no. 101248W/ W 100022) as auditors and fix their remuneration.						
Voted in favour of the resolution	47	309129736	41	56666	309186402	99.9998
Voted against the resolution	1	500	0	0	500	0.0002
<b>Total</b>	<b>48</b>	<b>309130236</b>	<b>41</b>	<b>56666</b>	<b>309186902</b>	<b>100.0000</b>
Invalid /Abstain votes	0	-	10	75	75	

Item No.6: Ratification of payment of remuneration to Mr. Shambhu Banerjee as cost Auditor for F.Y. 2016-17.						
Voted in favour of the resolution	47	309129736	47	56723	309186459	99.9998
Voted against the resolution	1	500	1	5	505	0.0002
<b>Total</b>	<b>48</b>	<b>309130236</b>	<b>48</b>	<b>56728</b>	<b>309186964</b>	<b>100.0000</b>
Invalid /Abstain votes	0	-	3	13	13	



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**Item No.7: Delegation of authority to the Board of Directors for making contribution to bona fide and charitable funds.**

Voted in favour of the resolution	43	308989059	48	56728	309045787	99.954
Voted against the resolution	5	141177	0	0	141177	0.046
<b>Total</b>	<b>48</b>	<b>309130236</b>	<b>48</b>	<b>56728</b>	<b>309186964</b>	<b>100.000</b>
Invalid /Abstain votes	0	-	3	13	13	-

**Item No.8: Approval of Himadri Employee Stock Option Plan 2016 and Grant of Employee Stock Options to the employees of the Company thereunder.**

Voted in favour of the resolution	43	205810200	47	56723	205866923	99.931
Voted against the resolution	4	141176	1	5	141181	0.069
<b>Total</b>	<b>47</b>	<b>205951376</b>	<b>48</b>	<b>56728</b>	<b>206008104</b>	<b>100.000</b>
Abstain votes	1	103178860	3	13	103178873	-

**Item No.9: Approval of Grant of Employee Stock Options to the employees of Subsidiary Companies of the Company under Himadri Stock Option Plan 2016.**

Voted in favour of the resolution	43	205810200	47	56723	205866923	99.931
Voted against the resolution	4	141176	1	5	141181	0.069
<b>Total</b>	<b>47</b>	<b>205951376</b>	<b>48</b>	<b>56728</b>	<b>206008104</b>	<b>100.000</b>
Abstain votes	1	103178860	3	13	103178873	-

Place: Kolkata  
Dated: 24.09.2016



For K ARUN & CO  
Company Secretaries

Arun Kumar Khandelia  
Partner  
C.P. No. 2270

*Certified True Copy*

For Himadri Speciality Chemical Ltd

*[Signature]*  
Company Secretary  
FCS: 8148