

**Report of Scrutinizer**

Date: September 23, 2015

To,

The Chairman  
Himadri Chemicals & Industries Limited  
CIN: L27106WB1987PLC042756  
23A, Netaji Subhas Road,  
8th Floor, Suite No. 15  
Kolkata-700001

Sub:: Scrutinizers' Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013( 'the ACT") read with Rule 20 of the Companies ( Management and Administration) Rules, 2014 and the voting through Ballot Form as provided by the company to the shareholders in lieu on e-voting by post as well as at the venue of AGM at "Kala Kunj Hall 48, Shakespeare Sarani, on Tuesday the 22 September 2015 at 10.00 am.

Dear Sir,

I, Sandip Kumar Kejriwal, Company Secretary in Practice, having C.P. No. 3821 have been appointed as the scrutinizer by the Board of Directors of the Company vide resolution passed on May 26, 2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies ( Management and Administration ) Rules 2014, as amended for the purpose of scrutinizing the aforesaid voting process in fair and transparent manner, hereby submit my Consolidated Report on the Result of the Remote E-voting (during the period commencing from 18<sup>th</sup> September, 2015 at 9:00 A.M and ends on 21<sup>st</sup> September, 2015 at 5 P.M) along with Ballot Form received by Post and also at the venue of Annual General Meeting, as per notice dated 12<sup>th</sup> August, 2015 for the 27<sup>th</sup> Annual General Meeting held on Tuesday, 22<sup>nd</sup> September, 2015 at 10:00 A.M. in respect of the under mentioned Resolutions:

- (a) After the time fixed for closing to submit the Ballot Forms by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (b) The locked Ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.
- (c) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



**Resolution No. 1-As an Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March 2015 together with the report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	311,280	301,064	0.10
Ballot (AGM)	522	507	0.00
Total	296,212,145	296,200414	100

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	311,280	10,216	0.00
Ballot (AGM)	522	15	0.00
Total	296,212,145	11,731	0.00

**Resolution No. 2-As an Ordinary Resolution:**

To appoint a Director in place of Mr. Pavninder Singh (DIN: 03048302), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,899,843	99.90
Ballot (Postal)	309,580	299,344	0.10
Ballot (AGM)	522	517	0.00
Total	296,210,445	296,199,704	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	500	0.00
Ballot (Postal)	309,580	10,236	0.00
Ballot (AGM)	522	5	0.00
Total	296,210,445	10,741	0.00

**Resolution No. 3-As an Ordinary Resolution:**

To appoint a Director in place of Mr. Bankey Lal Choudhary (DIN: 00173792), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	294,416,063	294,415,563	99.90
Ballot (Postal)	309,580	297,864	0.10
Ballot (AGM)	522	507	0.00
Total	294726,165	294,713,934	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	294,416,063	500	0.00
Ballot (Postal)	309,580	11,716	0.00
Ballot (AGM)	522	15	0.00
Total	294726,165	12,231	0.00

**Resolution No. 4-As an Ordinary Resolution:**

To appoint the Auditors of the Company and authorize the Board of Directors to fix the remuneration of M/s S. Jaykishan, Chartered Accountants (Firm Registration No. 309005E), M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022) ,

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	308,578	298,362	0.10
Ballot (AGM)	522	507	0.00
Total	296,209,443	296,197,712	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	308,578	10,216	0.00
Ballot (AGM)	522	15	0.00
Total	296,209,443	11,731	0.00



**Resolution No. 5-As an Ordinary Resolution:**

To appoint Mr. Bankey Lal Choudhary (DIN:00173792) as Managing Director for a further period of 3(Three) years with effect from 1<sup>st</sup> April 2016.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	294,416,063	294,414,563	99.90
Ballot (Postal)	305,040	294,324	0.10
Ballot (AGM)	522	507	0.00
Total	294,721,625	294,709,394	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	294,416,063	1,500	0.00
Ballot (Postal)	305,040	10,716	0.00
Ballot (AGM)	522	15	0.00
Total	294,721,625	12,231	0.00

**Resolution No. 6-As an Ordinary Resolution:**

To appoint Mr. Shyam Sundar Choudhary (DIN:00173732) as a Whole time Director a further period of 5(Five) years with effect from 1<sup>st</sup> April 2015

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	292,666,063	292,665,563	99.90
Ballot (Postal)	305,040	294,324	0.10
Ballot (AGM)	522	507	0.00
Total	292,971,625	292,960,394	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	292,666,063	500	0.00
Ballot (Postal)	305,040	10,716	0.00
Ballot (AGM)	522	15	0.00
Total	292,971,625	11,231	0.00



**Resolution No. 7-As a Special Resolution:**

To ratify remuneration of Cost Auditors Mr. Sambhu Banerjee, Cost Auditor (Membership No.9780) of the Company, for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2015-16 .

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	305,040	294,023	0.10
Ballot (AGM)	522	507	0.00
Total	296,205,905	296,193,373	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	305,040	11,017	0.00
Ballot (AGM)	522	15	0.00
Total	296,205,905	12,532	0.00

My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by National Securities Depository services Limited (NSDL), the authorized agency to provide remote e-voting facilities, engaged by the company and Ballot Form received by Post and at the venue of Annual General Meeting, for which the Company provided voting facility by way of Ballot Paper to the shareholders who did not cast their vote through remote e-voting or Ballot facilities.

Cut-Off Date:

The members of the Company holding shares on the "Cut-off date" of 15<sup>th</sup> September 2015 were entitled to vote on the resolutions proposed as set out in the notice of the 27<sup>th</sup> Annual General Meeting.



Recommendation:

As per the report of voting all the resolutions having secured requisite majority of votes, the respective resolutions may be considered as passed. The Chairman may accordingly declare the result of voting.

Thanking You.

Yours Sincerely,



Sandip Kumar Kejriwal  
Company Secretary  
[C.P No.-3821]  
[FCS No.-5152]  
Scrutinizer for E-voting



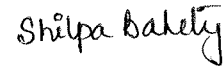
Place: Kolkata

Date: 23<sup>rd</sup> September, 2015

Witness:

We the undersigned witness that the votes unlocked from the e-voting website of the NSDL in our presence at the office of the Scrutinizer, Mr. Sandip Kumar Kejriwal.

  
Ms. Puja Chourasia

  
Ms. Shilpa Bahety