

# K. ARUN & CO.

Company Secretaries

**Certified True Copy**

For Himadri Chemicals & Industries Ltd.  
Company Secretary

9901 1111 fcs 8148  
16/7/2016

15<sup>th</sup> July, 2016

Mr. Bajrang Lal Sharma  
Company Secretary  
Himadri Chemicals & Industries Ltd  
23A, Netaji Subhas Road 8th Floor  
Suite # 15 Kolkata - 700001  
West Bengal

Sub: Scrutinizer's Report on Passing of Resolution through Postal Ballot under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules as may be prescribed therein (including and statutory modification or re-enactment thereof)

I, Arun Kumar Khandelia, Partner of M/s K Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of **HIMADRI CHEMICALS & INDUSTRIES LIMITED** (the Company) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Postal Ballot Forms and Remote E-voting conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Obligations and Disclosure Requirements), 2015 in respect of the proposed resolution for changing the name of the Company from Himadri Chemicals & Industries Limited to Himadri Speciality Chemical Ltd.

I hereby submit my Report as under:

- 1 The dispatch of the postal ballot forms to the members of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on 03<sup>rd</sup> June, 2016 was completed on 14.07.2016 at 5.00 P.M.
- 2 As per the requirements of the Companies Act, 2013 the particulars of all the postal ballot forms received (through Physical and electronic mode) from the members have been registered in a register maintained separately for the purpose.
- 3 All the postal Ballot Forms including E-Voting received up to the close of working hours i.e. 5.00 P.M. on Thursday, 14<sup>th</sup> July, 2016, the last day and time fixed by the Company for the receipt of the ballot forms, were scrutinized by us with respect to their validity and has been recorded.



- 4 No postal Ballot Form including E-Voting received after the close of working hours i.e. 5.00 P.M. on Thursday, 14<sup>th</sup> July, 2016, the last day and time fixed by the Company has been considered by us.
- 5 None of the incomplete, unsigned or incorrect Postal Ballot Form has been considered.
- 6 We further report that the E-Voting data and Physical Ballots were scrutinized by us for verification of votes cast in favor and against the resolution. The signature verification process was also conducted by the Registrar and Transfer Agents of the Company i.e. M/s. S K Infosultions Pvt. Ltd.
- 7 In terms of the requirements of the Companies Act, 2013 the Postal Ballot Forms and other related papers/registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of Postal Ballot process.
- 8 After the conclusion of the counting of votes through Postal Ballot Papers and the votes cast through remote e-voting were unblocked in presence of 2 witnesses Mr. Prateek Kohli and Ms. Shristi Garg 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>.
- 9 The summary of the votes casted and Ballot Forms received are given below :-

**SUMMARY OF THE VOTES CAST**

<i>Particulars</i>	<i>No. of the Postal Ballot Forms</i>	<i>No. of the Total Votes casted</i>	<i>% of Votes</i>
Physical Votes			
<b>Total Postal Ballot Forms Received</b>	192	1116282	-
Less: Invalid Ballot Forms	65	130861	-
Total Valid Postal Ballot Forms	127	985421	100
Postal Ballot Forms giving Assent (A)	124	981921	99.64



Postal Ballot Forms giving Dissent	3	3500	00.36
<b>Electronic Voting</b>			
Total Remote E-Voting	73	205624976	100
Less: Invalid Votes	-	-	
Total Valid E-Voting	73	205624976	100
Total Assent in E-Voting	69	205622733	99.99
Total Dissent in E-Voting	4	2243	00.01
<b>Total Votes in favor of the Resolution</b>	<b>193</b>	<b>206604654</b>	<b>99.99</b>
<b>Total Votes against the Resolution</b>	<b>7</b>	<b>5743</b>	<b>00.01</b>

10 The resolution has been passed by the requisite majority since more than three - fourth of the votes are being casted in favor of the resolution.

11 You may accordingly declare the result of the voting By Postal Ballot.

Thanking you,

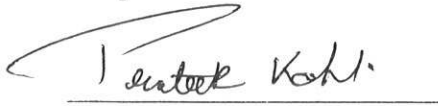
Place: Kolkata  
Dated: 15.07.2016



For K ARUN & CO  
Company Secretaries

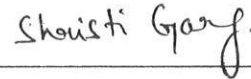
(ARUN KUMAR KHANDELIA)  
Partner  
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of postal ballot and e-voting of shareholders of M/s. HIMADRI CHEMICALS & INDUSTRIES LIMITED were unblocked in our presence at 06.00 P.M. on 14th July, 2016.



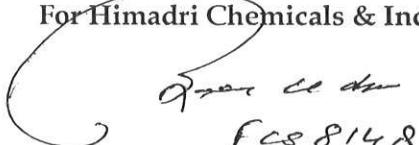
Prateek Kohli  
2/71, Azadghar, 3rd Floor Regent Park,  
Near Udyogi Club Kolkata - 700040





Shristi Garg  
1/A Raja Gopendra Street  
Kolkata - 700005

Countersigned by  
For Himadri Chemicals & Industries Limited

  
FCS 8148  
Bajrang Lal Sharma  
Company Secretary

