

Compliance Report on Corporate Governance
Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**
Quarter ended: **June 30, 2021** 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)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships 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.	Vijay Kumar Choudhary	ACAPC5679D /00173858	Executive Director	28-07-1987	01-04-2020	-	N.A.	15-05-1956	1	0	0	0
Mr.	Bankey Lal Choudhary ¹	ACAPC5678C /00173792	Executive Director	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	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	ACAPC2057K /00174003	Executive Director	14-08-2019	-	-	N.A	05-04-1976	2	0	0	0



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Mr.	Shyam Sundar Choudhary	ACJPC4648K /00173732	Executive Director	28-07-1987	01-04-2020	-	N.A.	14-10-1947	1	0	1	0
Mr.	Vijay Kumar Choudhary	ACAPC5679D /00173858	Executive Director	28-07-1987	01-04-2020	-	N.A.	15-05-1956	1	0	0	0
Mr.	Bankey Lal Choudhary ¹	ACAPC5678C /00173792	Executive Director	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	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	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)	-	87	12-08-1944	1	1	2	0
Mr.	Hardip Singh Mann	ABUPM8414D /00104948	Non-Executive - Independent Director	01-04-2014	01-04-2019 (Date of Special Resolution on 04-09-2018))	-	87	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 on 25-09-2019)	-	81	05-07-1958	1	1	2	1



Mr.	Hanuman Mal Choraria ²	ACRPC7640P/00018375	Non-Executive - Independent Director	24-09-2014	24-09-2019 (Date of Special Resolution on 25-09-2019)	26-04-2021 (Demised on 26-04-2021)	79	04-08-1952	0	0	0	0
Mr.	Santosh Kumar Agrawala	ACDPA9254F/00364962	Non-Executive - Independent Director	14-11-2016	-	-	56	19-03-1955	2	2	2	1
Mrs.	Sucharita Basu De	AIYPB6055A/06921540	Non-Executive - Independent Director	01-04-2019	-	-	27	28-10-1975	2	2	1	0
Mr.	Girish Paman Vanvari ³	AABPV2637D/07376482	Non-Executive - Independent Director	22-06-2021	-	-	-	10-04-1972	2	2	4	2
		Whether Regular chairperson appointed – No										
		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 & 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 and Mr. B L Choudhary (DIN-00173792), an executive director, shall cease to be the Chairman with immediate effect.

2. Mr. H M Choraria, Non-Executive Independent Director of the Company demised on 26.04.2021.

3. Mr. Girish Paman Vanvari has been appointed as an Additional Director in the capacity of Independent Director of the Company w. e. f 22.06.21 who shall hold the office as such up to the conclusion of the forthcoming AGM. He has also been appointed as the Independent Director of the Company for a term of 5 consecutive years w.e.f. 22.06.21, subject to approval of members at the forthcoming AGM.



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	-
		6. Mr. Hanuman Mal Choraria	Chairman-Independent	11-08-2014	26-04-2021
2. Nomination & Remuneration Committee	yes	1. Mr. Santimoy Dey	Chairman-Independent	11-08-2014	-
		2. Mr. Sakti Kumar Banerjee	Member-Independent	11-08-2014	-
		3. Mr. Santosh Kumar Agrawala	Member-Independent	07-06-2021	-
		4. Mr. Hanuman Mal Choraria	Member-Independent	11-08-2014	26-04-2021



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 Head, Carbon Black Division	07-06-2021	-
		7.Mr. Somesh Satnalika	Member- Vice President, Strategy & Business Development	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	-

&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					
<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*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09-02-2021	-	Yes	11	6	-
30-03-2021	-	Yes	12	6	48
-	07-06-2021	Yes	11	5	68
-	10-06-2021	Yes	11	5	2
-	22-06-2021	Yes	10	5	11
-	29-06-2021	Yes	10	5	6
-	30-06-2021*	Yes	10	5	0
<p>*Board Meeting scheduled to be held on Tuesday, 29 June, 2021 was adjourned till Wednesday 30 June, 2021 as the agenda of approval and recommendation of Audited Standalone and Consolidated Financial Results for the quarter and financial year ended 31 March, 2021, by the Audit Committee, could not be completed on 29 June, 2021 and was completed on 30 June, 2021.</p> <p>Thereafter, the Board at its' adjourned meeting held on 30 June 2021, <i>inter-alia</i> has considered and approved the Audited Financial Results (Standalone & Consolidated) for the quarter and year ended 31 March 2021.</p>					
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*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
09-02-2021	-	Yes	5	4	-
-	07-06-2021	Yes	4	3	-
-	10-06-2021	Yes	4	3	2
-	29-06-2021	Yes	4	3	18
-	30-06-2021*	Yes	5	4	0



*Board Meeting scheduled to be held on Tuesday, 29 June, 2021 was adjourned till Wednesday 30 June, 2021 as the agenda of approval and recommendation of Audited Standalone and Consolidated Financial Results for the quarter and financial year ended 31 March, 2021, by the Audit Committee, could not be completed on 29 June, 2021 and was completed on 30 June, 2021.

The Audit Committee at its adjourned meeting held on 30 June 2021 has recommended to the Board for approval of Audited Standalone and Consolidated Financial Results for the quarter and financial year ended 31 March, 2021. Thereafter, the Board at its' adjourned meeting held on 30 June 2021, *inter-alia* has considered and approved the Audited Financial Results (Standalone & Consolidated) for the quarter and year ended 31 March 2021.

Nomination & Remuneration Committee

09-02-2021	-	Yes	3	3	-
22-03-2021	-	Yes	3	3	40
	10-06-2021	Yes	3	3	79
	22-06-2021	Yes	3	3	11
	28-06-2021	Yes	3	3	5

Stakeholders Relationship Committee

16-03-2021	-	Yes	2	2	-
	05-05-2021	Yes	2	2	49

Corporate Social Responsibility Committee

30-03-2021	-	Yes	3	2	-
-	28-06-2021	Yes	3	2	-



Risk Management Committee					
30-03-2021	-	Yes	3	1	-
Risk Management Committee Meeting held on 30.03.2021, there were four members of the Committee present including three Directors and CFO.					

* 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

V. Related Party Transactions

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. - **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here:

The report of the Corporate Governance for the previous quarter i.e. 31.03.2021 was placed at the Meeting of Board of Directors held on 29.06.2021

For Himadri Speciality Chemical Ltd

Monika Saraswat

Company Secretary

ACS: 29322

Date: 20-07-2021

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.