

**HIMADRI CHEMICALS  
& INDUSTRIES LIMITED**  
MFGR. OF : COAL TAR BY - PRODUCTS

Ref. No: HCIL/Stock-Ex/2016-17/27  
Date: July 18, 2016

E-mail: [blsharma@himadri.com](mailto:blsharma@himadri.com)

Ref : Listing Code: 500184 BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai- 400 001	Ref: Listing Code: HCIL National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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Dear Sir

**Subject: Proceedings of Postal Ballot**

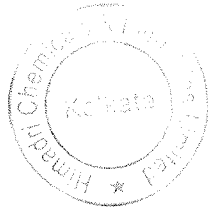
In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing herewith the proceedings of the Postal Ballot.

We request you to please take the same on record.

Yours faithfully,

For Himadri Chemicals & Industries Limited

**B. L. Sharma**  
Company Secretary  
FCS: 8148  
Encl: a/a



**MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING BY THE SHAREHOLDERS OF HIMADRI CHEMICALS & INDUSTRIES LIMITED AT ITS' CORPORATE OFFICE 8, INDIA EXCHANGE PLACE, 2<sup>ND</sup> FLOOR, KOLKATA- 700 001 ON FRIDAY THE 15<sup>TH</sup> JULY 2016, COMMENCED AT 4.00 PM AND CONCLUDED AT 4.30 PM. (DEEMED DATE OF PASSING THE RESOLUTION IS 14<sup>TH</sup> JULY 2016)**

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**PRESENT**

Mr. Bankey Lal Choudhary – Managing Director  
Mr. Vijay Kumar Choudhary – Whole time Director

**INVITEE**

Mr. Kamlesh Kumar Agarwal- Chief Financial Officer

**SCRUTINIZER**

Mr. Arun Kumar Khandelia -Practicing Company Secretary

**IN ATTENDANCE**

Mr. Bajrang Lal Sharma – Company Secretary

**Background**


It was informed by the Company Secretary that the Company pursuant to Section 110 and all other applicable provisions of the Companies Act 2013 read with Rule 22 of the Companies (Management & Administration) Rules 2014 (including any statutory modification or re-enactment thereof) and all applicable provisions of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 has proposed to pass a special resolution through Postal ballot as mentioned in notice dated 3<sup>rd</sup> June 2016.

The Company in addition to and in compliance with Regulation 44 of the SEBI (LODR) Regulation 2015 has provided the facility of e-voting to all the shareholders who were members as on the cut-off date ( i.e. 3<sup>rd</sup> June 2016) and appointed the National Securities Depository Limited (NSDL) as an agency to provide the e-voting platform. The Company has completed the dispatch of notice to the shareholders on 13<sup>th</sup> June 2016 and the voting period was commenced on 15<sup>th</sup> June 2016 at 09.00 a.m.(IST) and ended on 14<sup>th</sup> July 2016 at 05.00 p.m.(IST)

The Secretary further informed that Mr. Arun Kumar Khandelia, Practicing Company Secretaries (C.P. No 2270), and a Partner of M/s K Arun & Co., was appointed as a scrutinizer for conducting the Postal Ballot and e-voting process in fair and transparent manner. The deemed date of the passing the resolution is last date of receipt of duly completed postal ballot form or date of closure of e-voting process i.e., 14<sup>th</sup> July 2016.

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CHAIRMAN'S  
INITIALS



The notice of postal ballot were sent by e-mail to those members whose e-mail ID were registered with their depository participants (in case of shares held in DEMAT form) or the Company's Registrar & Share Transfer Agent (in case of shares held in physical form) and by speed post to other members whose ID(s) were not registered.

The notice of postal ballot was given to all the directors, Auditors (including Internal and Secretarial Auditors) and Debenture Trustee and was also posted on the company's website at [www.himadri.com](http://www.himadri.com). The Company has given a public notice in Business Standard and Arthik Lipi on 15<sup>th</sup> June 2016 intimating about the completion of dispatch of Postal Ballot Forms to the shareholders.

The Scrutinizer after scrutiny of all the Postal ballot forms /e-voting received within the prescribed time has submitted his report on 15<sup>th</sup> July 2016.

On the basis of the report of the scrutinizer, Mr. Bankey Lal Choudhary, Managing Director declared the result on 15<sup>th</sup> July 2016 at 05.00 p.m., and the following resolution as mentioned in the notice of Postal Ballot has been duly passed with requisite majority as **Special Resolution**:

#### **1. CHANGE OF NAME OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from Himadri Chemicals & Industries Limited to Himadri Speciality Chemical Ltd.”

“RESOLVED FURTHER THAT upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies(MCA) consequent to change of name of the Company the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:-

- I. The name of the Company is ‘Himadri Speciality Chemical Ltd.’

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company i.e., ‘Himadri Speciality Chemical Ltd.’

“RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives, to appear before the Office of the Registrar of Companies (MCA) and / or to deal with Stock Exchanges concerned to settle and finalize all issues that may arise in this regard for giving effect to the abovementioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.”

#### Summary of results

No of Votes Casted	In favour		In Against	
	No of votes	%	No of Votes	%
206610397	206604654	99.997	5743	0.003

On the basis of the Scrutinizer's report dated 15<sup>th</sup> July 2016, the special resolution has been deemed to be passed with requisite majority on Thursday the 14<sup>th</sup> July 2016 ( i.e. the last date of receipt of Postal ballot Forms ) as per clause 16.6.3 of SS-2.

Entered on: 18.07.2016  
Company Secretary *[Signature]*

Date: 18.07.2016  
Place: Kolkata

*[Signature]*  
Bankey Lal Choudhary  
Managing Director  
(DIN: 00173792)



CHAIRMAN'S  
INITIALS

*[Signature]*