

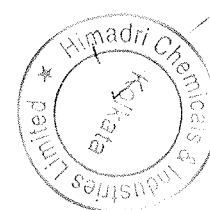
Compliance Report on Corporate Governance

1. Name of Listed Entity: **HIMADRI CHEMICALS & INDUSTRIES LIMITED**
2. Quarter ending: **June 30 2016** Listed at BSE/NSE

1. Composition of Board of Directors								
Title (Mr/Ms)		PAN \$& DIN	Category (Chairperson/ Executive/ Non-executive/ Independent / Nominee)&	Date of Appointment in current term	Tenure of director * (in months)	No. of Directorship in listed entities (including this entity)	Members hip in Audit/ Stakeholders Committee (including this entity)	No of Chairperson in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary*	00173792/ ACAPC5678C	Executive	01.04.2016	N.A.	1	0	0
Mr.	Shyam Sundar Choudhary	00173732/ ACJPC4648K	Executive	01.04.2015	N.A.	1	1	0
Mr.	Vijay Kumar Choudhary	00173858/ ACAPC5679D	Executive	01.04.2012	N.A.	1	0	0
Mr.	Pavninder Singh	03048302/ BOFPS8350P	Nominee	30.10.2012	N.A.	1	0	0
Ms.	Rita Bhattacharya	03157199/ AGHPB5365N	Nominee	25.02.2014	N.A.	1	0	0
Mr.	Sakti Kumar Banerjee	00631772/ AAOPB0550E	Independent	01.04.2014	27	1	2	0
Mr.	Krishnava Satyaki Dutt	02792753/ ACQPD8850P	Independent	01.04.2014	27	4	9	5
Mr.	Hardip Singh Mann	00104948/ ABUPM8414D	Independent	01.04.2014	27	1	0	0
Mr.	Santimoy Dey	06875452/ AGNPD1312R	Independent	24.09.2014	21	1	2	1
Mr.	Hanuman Mal Choraria	00018375/ ACRPC7640P	Independent	24.09.2014	21	1	1	1

\$ PAN number 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 *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.

*Mr. Bankey Lal Choudhary has been re-appointed as Managing Director of the Company for a period of further 3 years w.e.f. 01-04-2016 by the shareholders at the last Annual General Meeting held on 22.09.2015.



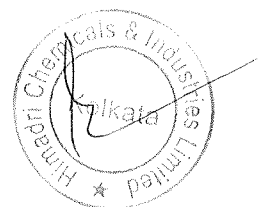
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee) &
1. Audit Committee	1.Mr. Hanuman Mal Choraria 2.Mr. Santimoy Dey 3.Mr. Sakti Kumar Banerjee	Chairman- Independent Member- Independent Member- Independent
2.Nomination & Remuneration Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Hanuman Mal Choraria	Chairman- Independent Member- Independent Member- Independent
3.Risk Management Committee	N.A.	
4.Stakeholders Relationship Committee	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman- Independent Member -Independent Member- Executive

& 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

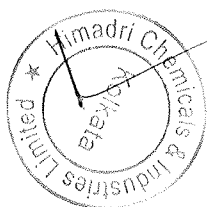
III. Meeting of Board of Directors		
Date(s) of Meetings (if any) in previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12-02-2016	23-05-2016	100 days
23-02-2016	23-05-2016	89 days

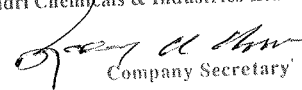
IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days *
23-05-2016	Yes (All the members of the Committee were present)	12-02-2016	100 days
23-05-2016	Yes (All the members of the Committee were present)	23-02-2016	89 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholders' approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee; - Yes</p> <p>b. Nomination & remuneration committee; - Yes</p> <p>c. Stakeholders relationship committee;- Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) N. A.</p> <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here;</p> <p><i>The report of the Corporate Governance for the previous quarter i.e. 31.03.2016 was placed at the Meeting of Board of Directors held on 23.05.2016.</i></p>	



For Himadri Chemicals & Industries Ltd.

 Company Secretary

Date: 08.07.2016
 Place: Kolkata

Name: Bajrang Lal Sharma
 Designation: Company Secretary (FCS: 8148)

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.