

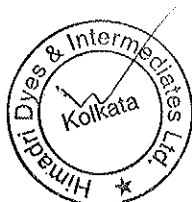
Compliance Report on Corporate Governance

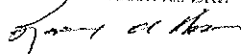
1. Name of Listed Entity: **HIMADRI CHEMICALS & INDUSTRIES LIMITED**
2. Quarter ending: **March 31, 2016** Listed at BSE/NSE

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 *	No. of Directorship in listed entities (including this entity)	Members hip in Audit/ Stakeholders Committee (including this entity)	No of Chairpers on in Audit/ Stakeholders Committee (including this entity)
Mr.	Bankey Lal Choudhary*	00173792/ ACAPC5678C	Executive	01.04.2013	3 yrs	1	0	0
Mr.	Shyam Sundar Choudhary	00173732/ ACJPC4648K	Executive	01.04.2015	5 yrs	1	1	0
Mr.	Vijay Kumar Choudhary	00173858/ ACAPC5679D	Executive	01.04.2012	5 yrs	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	5 yrs	1	2	0
Mr.	Krishnava Satyaki Dutt	02792753/ ACQPD8850P	Independent	01.04.2014	5 yrs	4	6	3
Mr.	Hardip Singh Mann	00104948/ ABUPM8414D	Independent	01.04.2014	5 yrs	1	0	0
Mr.	Santimoy Dey	06875452/ AGNPD1312R	Independent	24.09.2014	5yrs	1	2	1
Mr.	Hanuman Mal Choraria	00018375/ ACRPC7640P	Independent	24.09.2014	5yrs	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.



For Himadri Chemicals & Industries Ltd.

 Company Secretary

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)
09-11-2015	12-02-2016	94 days
-	23-02-2016	10 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 *
12-02-2016	Yes (All the members of the Committee were present)	09-11-2015	94 days
23-02-2016	Yes (All the members were except Mr. H.M. Choraria, Chairman of the Committee was not present)	-	10 days

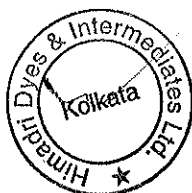
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

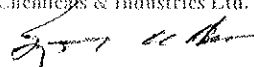


For Himadri Chemicals & Industries Ltd.

Company Secretary

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. 31.12.2015 was placed before the Board on 12.02.2016 and the same was taken on record by the Board.</i></p>	



For Himadri Chemicals & Industries Ltd.

 Company Secretary

Date: 13.04.2016
 Place: Kolkata

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

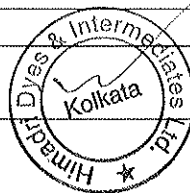
Note:

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.

ANNEXURE II

Format to be submitted by the listed entity at the end of the financial year (for the whole of the financial

I. Disclosure on website in terms of the Listing Regulations		
Item	Compliance Status (Yes/ No/ NA) refer note below	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / whistle blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transaction	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status(Yes/No/NA)
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Review of Compliance Reports	17(3)	Yes
Plan for orderly succession or compliance	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/compensation	17(6)	N.A
Minimum information	17(7)	Yes
Compliance certificate	17(8)	Yes
Risk Assessment and Management	17(9)	Yes
Performance evaluation of independent directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination and remuneration committee	19(1)& (2)	Yes



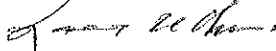
Composition of stakeholder relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	N.A
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or omnibus approval of Audit Committee	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Himadri Chemicals & Industries Ltd.


Company Secretary



Name & Designation

Bajrang Lal Sharma

Company Secretary / Compliance Officer / Managing Director / CEO

Date: 13.04.2016