

**Compliance Report on Corporate Governance**

Name of Listed Entity: **HIMADRI SPECIALITY CHEMICAL LTD**

Quarter and half year ended: **December 31, 2020** Listed at BSE / NSE

<b>I. Composition of Board of Directors</b>												
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 Cession	Tenure* (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1) J]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)J]	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.	Bankey Lal Choudhary	ACAPC5678C /00173792	Chairperson-Executive Director	28-07-1987	01-04-2019	-	N.A.	06-05-1953	2	0	1	0
Mr.	Shyam Sundar Choudhary <sup>1</sup>	ACJPC4648K /00173732	Executive Director	28-07-1987	01-04-2020	-	N.A.	14-10-1947	1	0	1	0
Mr.	Vijay Kumar Choudhary <sup>2</sup>	ACAPC5679D /00173858	Executive Director	28-07-1987	01-04-2020	-	N.A.	15-05-1956	1	0	0	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 - Independ ent Director	01-04- 2014	01-04- 2019 (Date of Special Resoluti on 04- 09-2018)	-	81	12-08- 1944	1	1	2	0
Mr.	Hardip Singh Mann	ABUPM8414D /00104948	Non- Executive - Independ ent Director	01-04- 2014	01-04- 2019 (Date of Special Resoluti on 04- 09-2018)	-	81	01-04- 1952	1	1	0	0
Mr.	Santimoy Dey	AGNPD1312R /06875452	Non- Executive - Independ ent Director	24-09- 2014	24-09- 2019 (Date of Special Resoluti on 25- 09-2019)	-	75	05-07- 1958	1	1	2	1
Mr.	Hanuman Mal Choraria	ACRPC7640P /00018375	Non- Executive - Independ ent Director	24-09- 2014	24-09- 2019 (Date of Special Resoluti on 25- 09-2019)	-	75	04-08- 1952	1	1	1	1
Mr.	Santosh Kumar Agrawala	ACDPA9254F /00364962	Non- Executive - Independ ent Director	14-11- 2016	-	-	50	19-03- 1955	2	2	2	1



Mrs.	Sucharita Basu De	AIYPB6055A/ 06921540	Non- Executive - Independent Director	01-04- 2019	-	-	21	28-10- 1975	2	2	1	0
	Whether Regular chairperson appointed – Yes											
	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</i></p> <p><i>&amp;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>											

<sup>1</sup> Mr. Shyam Sundar Choudhary has been re-appointed as Whole-time Director by the Shareholders at the Annual General Meeting held on 11.12.2020 for a term of five years w.e.f 01.04.2020 to 31.03.2025.

<sup>2</sup> Mr. Vijay Kumar Choudhary has been re-appointed as Whole-time Director by the Shareholders at the Annual General Meeting held on 11.12.2020 for a term of five years w.e.f 01.04.2020 to 31.03.2025.

<b>II. Composition of Committees</b>					
<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. Hanuman Mal Choraria 2.Mr. Santimoy Dey 3.Mr. Sakti Kumar Banerjee 4. Mr. Santosh Kumar Agrawala 5. Mr. Anurag Choudhary	Chairman-Independent Member-Independent Member-Independent Vice Chairman-Independent Member-Executive	11.08.2014 11.08.2014 11.08.2014 13.02.2020 13.02.2020	- - - - -



2. Nomination & Remuneration Committee	yes	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Hanuman Mal Choraria	Chairman-Independent Member-Independent Member-Independent	11.08.2014 11.08.2014 11.08.2014	- - -
3. Risk Management Committee	yes	1.Mr. Shyam Sundar Choudhary 2.Mr. Santimoy Dey 3. Mr. Bankey Lal Choudhary 4. Mr. Anurag Choudhary 5. Kamlesh Kumar Agarwal	Chairman Member-Independent Executive Member-MD & CEO Member- CFO	11.08.2014 11.08.2014 11.08.2014 11.08.2014 11.08.2014	- - - - -
4. Stakeholders Relationship Committee	yes	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman-Independent Member - Independent Member- Executive	11.08.2014 11.08.2014 11.08.2014	- - -
5. Corporate Social Responsibility Committee	yes	1.Mr. Santimoy Dey 2.Mr. Sakti Kumar Banerjee 3.Mr. Shyam Sundar Choudhary	Chairman-Independent Member - Independent Member- Executive	27.05.2014 27.05.2014 27.05.2014	- - -
<i>&amp;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>					



<b>III. Meeting of Board of Directors</b>					
<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>
21-07-2020	-	Yes	12	6	-
22-09-2020	-	Yes	12	6	62 days
-	20.10.2020	Yes	10	6	27 days
-	22.10.2020	Yes	12	6	1 day
-	29.10.2020	Yes	12	6	6 days
-	11.11.2020	Yes	12	6	12 days
* to be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
<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>
<b>Audit Committee</b>					
21-07-2020	-	Yes	5	4	-
22-09-2020	-	Yes	5	4	62 days
	20.10.2020	Yes	5	4	27 days
	22.10.2020	Yes	5	4	1 day
	29.10.2020	Yes	5	4	6 days
	11.11.2020	Yes	5	4	12 days
<b>Nomination &amp; Remuneration Committee</b>					
-	-	-	-	-	-
-	-	-	-	-	-
<b>Stakeholders Relationship Committee</b>					
28-09-2020	-	Yes	2	2	-



-	-	-	-	-	-
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	-	-
-	11.11.2020	Yes	2	2	-

\* 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**

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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 500 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. 30.09.2020 was placed at the Meeting of Board of Directors held on 29.10.2020*

For Himadri Speciality Chemical Ltd

Date: 07-01-2021

Place: Kolkata

  
Name: **Monika Saraswat** CS: 29322  
Designation: **Company Secretary & Compliance Officer (ACS-29322)**

### Note:

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.*