

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

Ref. No: HCIL/Stock-Ex/2015-16/27
Date: December 8, 2015

e-mail: blsharma@himadri.com

To

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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Sub: Listing Agreement

Dear Sir(s),

Pursuant to Regulation 109(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are forwarding herewith two (2) Sets of Listing Agreement as per the formats provided by the Exchange(s), along with a copy of the Board Resolution, authorizing the Managing Director to sign and execute the same on behalf of the Company.

We request you to kindly send us one set of Agreement after execution by the Exchange(s).

Yours faithfully,
For Himadri Chemicals & Industries Limited

Bajrang Lal Sharma
Company Secretary
FCS: 8148

Encl: a/a



पश्चिमवङ्ग पश्चिम बंगाल WEST BENGAL

V 604566



LISTING AGREEMENT

This Agreement is made on this 1st day of December 2015 by HIMADRI CHEMICALS & INDUSTRIES LIMITED a Company / any other entity duly formed and registered under the relevant Indian Act / statutory enactment of appropriate jurisdiction, including overseas jurisdiction, wherever applicable, and having its registered office at 23A, NETAJI SUBHAS ROAD, FLOOR 8, SUITE-15, KOLKATA-700001 (WEST BENGAL) (herein after called "the Issuer") with the National Stock Exchange of India Limited (herein after called "the Exchange")

For Himadri Chemicals & Industries Ltd.
Director

WHEREAS:-

- It is a requirement of the Exchange that the Issuer shall submit a listing agreement duly executed along with an application for admission and continued admission of the securities to dealings on the Exchange.
- *The Issuer is desirous of continuing the listing of its securities on the Exchange.

or

The issuer is desirous of listing its securities as mentioned in the application and made part hereof.

- The Issuer is desirous of executing this Agreement in compliance with the aforesaid requirement of the Exchange.



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HIMADRI CHEMICALS & INDUSTRIES LTD.
8, India Exchange Place, 2nd Floor
Kolkata - 700 001

No.....

SOLD To.....

of.....

Rs. 100/- (HUNDRED ONLY)

PRONATI BANNERJEE

LICENSED STAMP VENDOR

9, India Exchange Place, Kolkata - 700 001

Date..... Sign.....

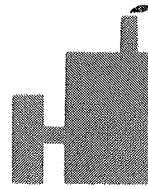
23 NOV 2015



NOW THEREFORE in consideration of the aforesaid, the Issuer hereby covenants and agrees with the Exchange as follows:

1. That the Issuer shall comply with the extant provisions of all the applicable statutory enactments governing the issuance, listing and continued listing of securities.
2. That without prejudice to the above clause, the Issuer hereby covenants and agrees that it shall comply with the following: –
 - i. the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.
 - ii. the relevant byelaws / regulations / circulars / notices / guidelines as may be issued by the Exchange from time to time.
 - iii. such other directions, requirements and conditions as may be imposed by SEBI / Exchange from time to time.
3. That it shall pay listing and such other fees / fines as may be specified / levied by the Exchange from time to time within the prescribed period.
4. That it shall keep intimated the Exchange about change in any information/ details of the issuer.
5. The admission and continued admission of the securities to dealings on the Exchange is subject to the discretion of the Exchange and subject to the powers of the Exchange to prohibit, suspend or withdraw the listing of the securities on the Exchange.
6. That the board of directors or a committee duly authorized by the board of directors of the issuer has passed a resolution for initial listing of the securities on the Exchange at its meeting held on the day of 20.....(not applicable in cases where the securities are already listed on the Exchange).
N.A.
7. Both parties agree that earlier listing agreement stands rescinded and novation carried out in accordance with respective regulations (viz. ICDR, ILDS, NCRPS, etc.) shall not affect any right already accrued or liability incurred by either party nor effect any enquiry or investigation or any other action undertaken by the Exchange or SEBI.





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

EXTRACTS OF THE MINUTES OF 201ST MEETING OF THE BOARD OF DIRECTORS OF HIMADRI CHEMICALS & INDUSTRIES LIMITED HELD AT ITS' CORPORATE OFFICE 8, INDIA EXCHANGE PLACE, 2ND FLOOR, KOLKATA- 700 001 ON MONDAY THE 9TH NOVEMBER 2015 AT 12.00 (NOON)

15. (i) Review the New Listing Agreement to be entered with Stock Exchanges pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and delegation of authority in favour Directors to execute on behalf of the Company;

Whereas; the SEBI vide its' notification No: SEBI/ LAD-NRO/ GN/ 2015-16/ 013 dated 2nd September 2015 has notified new listing obligations and accordingly a new Listing Agreement is required to be executed by all the listed entities. A draft of Listing Agreement as provided by the SEBI was placed before the Board for perusal.

The Secretary placed before the Board a detailed note on SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, which shall come into effect on 1st December 2015. The Board examined the clauses of the listing agreement and authorized the Managing Director to execute the same on behalf of the Board.

"RESOLVED that Listing Agreement in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a draft thereof, as placed before the Board be and is here by approved.

RESOLVED FURTHER that Mr. Bankey Lal Choudhary, Managing Director and /or Mr. Shyam Sundar Choudhary, Whole time Director be and are hereby severally authorized to sign and execute the new Listing Agreement with Stock Exchanges (BSE/NSE) on behalf of the Board and the same be forwarded to the Stock Exchange concerned".

CERTIFIED COPY

CHAIRMAN/ DIRECTOR/ SECRETARY

