

Ref. No: HSCL / Stock-Ex/2018-19/62

Date: 5 September 2018

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Ref: Listing Code: 500184	Ref: Listing Code: HSCL
BSE Limited	National Stock Exchange of India Ltd
Department of Corporate Services	Exchange Plaza, C-1, Block-G
P. J. Towers, 25th Floor,	BandraKurla Complex,
Dalal Street,	Bandra (E)
Mumbai- 400 001	Mumbai- 400 051

Sub: Summary Proceedings of the 30th Annual General Meeting held on 04.09.2018

Dear Sir,

This is to inform you that the 30th Annual General Meeting of Himadri Speciality Chemical Ltd held on Tuesday, 4 September 2018, at 10.30 A.M. at "Kala Mandir (Kala Kuni Hall)" 48, Shakespeare Sarani, Kolkata- 700017 and the meeting was concluded on 12:50 pm, to transact the business as stated in the Notice dated 29 May 2018.

We are enclosing herewith the Summary of the Proceedings of the AGM of the Company as required under Regulation 30, part A of the Schedule III of SEBI (LODR), Regulations, 2015 -Annexure - 1

This is for your information and records.

Thanking You,

Yours faithfully,

r Himadri Speciality

Company Secretary

FCS: 8148

Enclosed as above

# Summary proceedings of the 30th Annual General Meeting

Summary proceedings of the 30<sup>th</sup> Annual General Meeting ("AGM") of Himadri Speciality Chemical Ltd (Formerly known as Himadri Chemicals & Industries Ltd) held on Tuesday, 4 September 2018 at 10:30 a.m. at Kala Mandir (Kala-Kunj Hall) 48, Shakespeare Sarani, Kolkata-700017, and the meeting was **concluded on 12.50 pm** 

### PRESENT

Sr. No.	Name	Designation
1.	Mr. Bankey Lal Choudhary	Managing Director
2.	Mr. Hanuman Mal Choraria	Independent Director
		Chairman-Audit Committee
3.	Mr. Santimoy Dey	Independent Director
		Chairman-Nomination & Remuneration
		Committee and Stakeholders Relationship
		Committee
4.	Mr. Sakti Kumar Banerjee	Independent Director
5.	Mr. Santosh Kumar Agrawala	Independent Director
6.	Ms. Rita Bhattacharya	Nominee Director

### BY INVITATION

Sr.	Name	Designation
No.		
1.	Mr. Anurag Choudhary	Chief Executive Officer
2.	Mr. Jayanta Mukhopadhyay	Partner- BSR & Co. LLP, Statutory Auditors

### INATTENDANCE

Sr. No.	Name	Designation
1.	Mr. Bajrang Lal Sharma	Company Secretary

## **QUORUM**

There were Three Hundred Seventy Three (373) members present in person representing 19,45,05,397 Equity Shares and Twenty One (21) members through Proxies representing 72,71,988 Equity Shares of the Company. There were 77,563 Members as on the Cut-Off date i.e, 27 August 2018. The Scrutinizer and representative of Secretarial Auditors were also present at the meeting.



#### **CHAIRMAN**

Mr. Bankey Lal Choudhary, Managing Director was unanimously elected as Chairman of the meeting.

After declaring that the quorum was present, the Chairman called the Meeting to order, and with the consent of the shareholders, the Notice convening the Meeting and the Auditors' Report were taken as read.

The Chairman informed the members that in Compliance with Rule 20 of the Companies (Management and Administration) Amendment Rules 2015 read with Section 108 of the Companies Act, 2013 and in compliance with Regulation 44(3) of SEBI (LODR) Regulations, 2015, the Company has provided e-Voting facility to all the shareholders as on the cut- off date, i.e. 27 August 2018. The e-voting commenced from (9.00 am IST) on 31 August 2018 and closed on 3 September 2018 (5.00 pm IST). The Chairman informed the members present that who have not exercised their vote earlier through e-voting may exercise their vote at this meeting through Ballot Paper (in-lieu of e-voting). The Company appointed Mr. Samir Kumar Ghosh Company Secretary in Practice (CP No. 2018), as Scrutinizer for this purpose and he was present at the meeting for conducting the voting through Ballot Paper in fair and transparent manner and to submit their report in due time, after considering the votes of the members at this AGM.

The Chairman briefly narrated the financial performance of the Company and addressed the meeting.

Thereafter Mr. Anurag Choudhary, Chief Executive Officer of the Company upon the request of the Chairman, briefly narrated the performance of the Company with future plans and business prospects.

The Chairman invited the members to express their views on the financial statements, and agenda items of the notice and thereafter upon request by the Chairman, Mr. Anurag Choudhary responded all the queries and clarification of the members.

The following item of business as per the Notice of the 30th AGM were transacted:-

### **Ordinary Business:**

- 1. Adoption of Audited Financial Statements (including the Audited Consolidated Financial Statements) for the financial year ended 31 March 2018, and the report of the Board of Directors and Auditors thereon;
- 2. Declaration of Dividend @ Re. 0.10 per equity share for the financial year ended 31 March 2018;
- 3. Appointment of Mr. Shyam Sundar Choudhary (DIN: 00173732) who retires by rotation and offer himself for re-appointment;



### **Special Business:**

- 4. Ratification of remuneration of Mr. Sambhu Banerjee as Cost Auditors (Membership No. 9780) for conducting the Audit of Cost Accounting Records of the Company for the financial year 2018-19 by passing an Ordinary Resolution;
- 5. Re-appointed Mr. Sakti Kumar Banerjee (DIN: 00631772) as an Independent Director by passing a Special Resolution.
- 6. Re-appointed Mr. Hardip Singh Mann (DIN: 00104948) as an Independent Director by passing a Special Resolution.
- 7. Determined fee to be charged for service of documents to members through specified mode by passing an Ordinary Resolution.
- 8. Authorizing the Board of Directors for making contributions to bona fide and charitable funds in terms of Section 181 of the Companies Act 2013, by passing an Ordinary Resolution.
- 9. Alteration of Articles by passing a Special Resolution.

Post question and answer session, the Chairman thanked the Members present at the Meeting and authorised the Company Secretary to take up the matter with Scrutinizer for carrying out the process of Voting through the ballot paper and Scrutinizer was requested to submit his report on the voting Results.

He further informed the Members that the voting results will be made available on the Website of the Company and NSDL within 48 hours of the conclusion of the meeting. The Vote of thanks was placed by the Company Secretary as advised by the Chairman. The Scrutinizer thereafter, has submitted his Consolidated Report on the voting Results on 5 September 2018.

Based upon the Scrutinizer's Report all the resolutions as mentioned in the notice convening the 30<sup>th</sup> Annual General Meeting have been duly passed with requisite majority.

This is for your information and records.

Yours faithfully,

For Himadri Speciality Chemical Ltd

FCS: 8148