

Ref. No: HSCL / Stock-Ex/2018-19/118
Date: 01 February 2019

Himadri

E-mail: blsharma@himadri.com

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

Subject: Results of Postal Ballot with Report of Scrutinizer

This is to inform you that the Company has proposed the following resolutions to be passed through postal ballot

- i. Approval of raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs.1000 Crores;
- ii. Approval of Contracts/Arrangements with Proposed Related Party.

The Company has also provided e-voting facility to its members in compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (LODR) Regulations, 2015 and the voting process were completed on 30 January, 2019 at 5.00 P.M. (IST).

The Scrutinizer after scrutiny of voting process of Postal Ballot/e-voting has submitted his report on 01 February 2019 and on the basis of his report, the Resolutions as contained in the notice dated 18 December, 2018 has been duly passed with requisite majority.

In terms of Regulation 44(3) of SEBI (LODR) Regulations, 2015, we are enclosing herewith the following:

1. Copy of the Report of the Scrutinizer dated 01 February 2019;
2. Voting Result of Postal Ballot (including e-voting) as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015;

We request you to please take on record the same.

Thanking You,

Yours faithfully,



For Himadri Speciality Chemical Ltd


Company Secretary
FCS: 8148

Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited) CIN: L27106WB1987PLC042756
Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Kolkata – 700 001, India
Corp. Office: 8, India Exchange Place, 2nd Floor, Kolkata – 700 001, India
Tel: 91-33-2230-9953, 2230-4363, Fax: 91-33-2230-9051, Website: www.himadri.com

CS SAMIR KUMAR GHOSH

Company Secretary In Practice
CP. No. – 2018

AB-198,
Sector 1, Salt Lake City
Kolkata- 700 064
Mobile No: 09830620639
Email: skghosh_1938@yahoo.co.in

SCRUTINIZER'S REPORT

Date: 01 February 2019

The Chairman
Himadri Speciality Chemical Ltd
Corp. off.-8, India Exchange Place,
Ruby House, 2nd Floor
Kolkata-700001

Sub: Scrutinizer Report on voting through postal ballot including electronic voting in respect of passing of resolutions contained in the notice dated 18 December 2018

Dear Sir,

1. I, **Samir Kumar Ghosh**, a Company Secretary in Practice (CP No. 2018), has been appointed as a Scrutinizer by the Board of Directors of **Himadri Speciality Chemical Ltd.** ("the Company") at its meeting held on 18th December, 2018 for the purpose of scrutinizing the Postal Ballot process and ascertaining the requisite majority on voting carried out as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to scrutinize the voting through ballot forms and also in remote e-voting mode by the shareholders at the AGM in respect of the Resolutions contained in the Notice to the Members of the Company dated 18th December, 2018.
2. The Postal Ballot was conducted for the resolutions proposed to be passed by the Shareholders enabling the company for-
 - (a) **Approval of raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs.1000 Crores.**
 - (b) **Approval of Contracts/Arrangements with Proposed Related Party.**

Management Responsibility

The Company is responsible to ensure compliance with the requirements of the relevant provisions of -

- i) the Companies Act, 2013 and the Rules made thereunder and
- ii) the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.



CS SAMIR KUMAR GHOSH

Company Secretary In Practice

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Scrutinizers' Responsibility

Our responsibility as a scrutinizer is restricted to make a report on the votes cast by the members in respect of the resolution contained in the Postal Ballot Notice. The report is based on verification of data provided by National Securities Depository Limited ('NSDL') being the agency appointed for e-voting service and the Postal Ballot Form (Physical) as received from the shareholders through post upto 5.00P.M. (IST) as on 30 January, 2019.

3. I submit my report as under:

- a. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facility to its members to enable them to cast their votes electronically in respect of proposed resolutions.
- b. The Company had completed the dispatch of postal ballot notice on 31 December 2018 to the shareholders whose names appeared in the Register of Members as on cut-off date i.e. **14 December, 2018** through eligible modes along with postal ballot forms with pre-paid postage self-addressed envelope.
- c. The voting period commenced on 01 January, 2019 at 9.00 A.M. (IST) and concluded on 30 January, 2019 at 5.00 P.M. (IST).
- d. The advertisement about the completion of dispatch of postal ballot notice to the shareholders was published one in English newspaper all edition in "**Financial Express**" and one in vernacular language in "**Sukhabar**" on 01 January, 2019.
- e. The ballot forms received through post were kept in my safe custody in sealed and tamperproof ballot boxes before commencing the scrutiny of such postal ballot forms.
- f. After closer of the voting cycle the ballot boxes were opened by me and the report on the electronic voting were downloaded from NSDL by me for preparing the report.
- g. The postal ballot forms were scrutinized by me and separately numbered and the details of every shareholder including their shareholding and other details were matched / confirmed with the Register of Members of the Company / list of beneficial owners as on the cut-off date.
- h. All ballot forms received upto 5.00 P.M. (IST) on 30 January 2019 i.e. the last date and time fixed for this purpose and the votes casted by the members through electronic means as downloaded from NSDL were considered by me for scrutiny and preparing the report.



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Company Secretary In Practice
CP. No. – 2018

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Sector 1, Salt Lake City
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- i. Particulars of all postal ballot forms received from the Members have been entered in two registers separately maintained for this purpose, i.e. one for ballots received through post and another for votes cast through electronic means as received from NSDL. The data relating to (a) Promoter & Promoter group, (b) Public – Institutional Bodies and (c) Public – others, were separately recorded in each of the two registers to arrive at the results as per the format as prescribed under Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The data of these two registers have been collectively considered in preparing this report.
- j. After closure of voting period, the votes cast at the Postal Ballot process were counted first and thereafter, the votes cast through remote e-voting were unblocked on 31st January, 2019 at 11.30 A.M. in the presence of two witnesses, Mr. Sourav Kumar Roy and Mr. Kousick Das who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- k. There were seven ballot forms consisting of 2156 equity shares which were rejected due to incomplete detail and/or not supported by required documents.

Result of Voting

The results of voting for postal ballot including voting by electronic means is enclosed herewith as **Annexure “A”** in respect of resolutions contained in Postal Ballot Notice.

On the basis of the Consolidated Report prepared for Postal ballot as well as e-voting process, I hereby confirm that both the resolutions as proposed in Notice of Postal Ballot has been duly passed, and accordingly the Company may declared the results on the basis of this report.

Witness:

Sourav K. Roy

(Mr. Sourav Kumar Roy)

Kousick Das,

(Mr. Kousick Das)



Samir
Samir Kumar Ghosh
Practising Company Secretary
(CP No: 2018)

Place: Kolkata
Dated: 1 February 2019

Consolidated Result

Annexure-A


Item No.1: Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 1000 Crores. (Special Resolution)							
Particulars	Remote evoting		Voting by Postal Ballot		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	318	317170810	46	32074	364	317202884	98.6486
Voted against the resolution	16	4344977	1	400	17	4345377	0.0135
Total	334	321515787	47	32474	381	321548261	

Based on the aforesaid result, I report that the Special Resolution as set out in item no 1 of the Notice of the Postal Ballot dated 18 December 2018 has been duly passed with requisite majority.

Item No 2 : Approval of Contracts/Arrangements with Proposed Related Party (Ordinary Resolution)							
Particulars	Remote evoting		Voting by Postal Ballot		Total		Percentage(%)
	Number	Votes	Number	Votes	Number	Votes	
	1	2	3	4	5=(1)+(3)	6=(2) + (4)	
Voted in favour of the resolution	291	115867981	39	24474	330	115892455	99.9105
Voted against the resolution	32	103408	1	400	33	103808	0.0009
Total	323	115971389	40	24874	363	115996263	

Based on the aforesaid result, I report that the Ordinary Resolution as set out in item no 2 of the Notice of the Postal Ballot dated 18 December 2018 has been duly passed with requisite majority.




Samir Kumar Ghosh
 ACSNo.: 4740
 PCS No.: 2018

Place: Kolkata
Dated: 01.02.2019

Himadri Speciality Chemical Ltd
POSTAL BALLOT/E-VOTING dated 30 January 2019
Summary of Members who have logged into remote e-voting or voting through postal ballot but abstained from voting

Resolution No	Remote E Voting		Voting through Postal Ballot	
	Number	Votes	Number	Votes
1	9	1654	-	-
2	20	205,546,052	7	7,600

Summary of Invalid Votes

Resolution No	Remote E Voting		Voting through Postal Ballot	
	Number	Votes	Number	Votes
1	-	-	7	2156
2	-	-	7	2156





Himadri Speciality Chemical Ltd
(Formerly known as Himadri Chemicals & Industries Limited)
CIN: L27106WB1987PLC042756

Voting Results

Annexure II

Date of Postal Ballot* (Voting concluded at 5.00 P.M (IST))	January 30, 2019
Total Number of shareholders on record date (Cut-off Date: December 14, 2018)	80019
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public	Not Applicable

*In terms of Clause 16.6.3 of SS-2, the Resolution is deemed to have been passed on 30 January 2019 i.e the last date specified by the Company for the receipt of duly completed Postal Ballot Forms or e-voting.



For Himadri Speciality Chemical Ltd

A. C. Choudhary

Managing Director
DIN: 00173792

Agenda- wise disclosure

Special Business:

Resolution no. 1: Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 1000 Crores.

Resolution required:		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	204815207	204815207	100.000	204815207	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		204815207	100.000	204815207	0	100.000	0.000
Public Institutions	E-Voting	5528664	5284821	95.589	5284821	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		5284821	95.589	5284821	0	100.000	0.000
Public Others	E-Voting	208063996	111415759	53.549	107070782	4344977	96.100	3.900
	Postal Ballot		32474	0.016	32074	400	98.768	1.232
	Total		111448233	53.564	107102856	4345377	96.101	3.899
Grand Total		418407867	321548261	76.850	317202884	4345377	98.649	1.351

Results: On the basis of the Report of the Scrutinizers dated 1 February 2019, the Special Resolution as proposed in the notice dated 18 December 2018 has been duly passed with the requisite majority.



For Himadri Speciality Chemical Ltd

R. C. ...

Managing Director
DIN: 00173792

Special Business:

Resolution no. 2: Approval of Contracts/Arrangements with Proposed Related Party.

Resolution required:		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	204815207	0	0.000	0	0	#DIV/0!	#DIV/0!
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	#DIV/0!	#DIV/0!
Public Institutions	E-Voting	5528664	5284821	95.589	5188821	96000	98.183	1.817
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		5284821	95.589	5188821	96000	98.183	1.817
Public Others	E-Voting	208063996	110686568	53.198	110679160	7408	99.993	0.007
	Postal Ballot		24874	0.012	24474	400	98.392	1.608
	Total		110711442	53.210	110703634	7808	99.993	0.007
Grand Total		418407867	115996263	27.723	115892455	103808	99.911	0.089

Results: On the basis of the Report of the Scrutinizers dated 1 February 2019, the Ordinary Resolution as proposed in the notice dated 18 December 2018 has been duly passed with the requisite majority.



For Himadri Speciality Chemical Ltd

B. L. Choudhary

Managing Director
DIN: 00173792