



Ref. No: HSCL / Stock-Ex/2024-25/09

Date: 20/04/2024

E-mail: [monika@himadri.com](mailto:monika@himadri.com)

<b>Ref: Listing Code: 500184</b> BSE Limited Department of Corporate Services P. J. Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai- 400 001	<b>Ref: Listing Code: HSCL</b> 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/ Madam,

**Sub: Proceedings of Postal Ballot and Voting Results along with Scrutinizer's Report**

Dear Sir/ Madam,

This is in furtherance to the intimation given by the Company on 20 March 2024 enclosing the copy of Postal Ballot Notice ('Notice') for seeking approval of the Members of Himadri Speciality Chemical Ltd ('the Company') on the following special resolutions:

SI No	Description of the Resolution(s)
1	Issue of equity shares on preferential basis for consideration other than cash;
2	Issue of convertible warrants on a preferential basis.

This is to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with related Rules, as amended, the Company has conducted the Postal Ballot by remote e-voting process for seeking the approval of members in respect of the resolutions as mentioned in the Notice.

The remote e-voting process concluded on 19 April 2024, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform you that, the Members of the Company have duly passed the special resolutions with requisite majority.

We are enclosing herewith the following:

1. Summary of proceedings of the Postal Ballot of the Company transacted via remote e-voting, in accordance with Regulation 30, Part-A of the Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), marked as **Annexure - I**.
2. The details of e-voting results pursuant to Regulation 44(3) of the Listing Regulations, marked as **Annexure - II**.
3. Consolidated Scrutinizer's report dated 20 April 2024 on remote e-voting submitted by the Scrutinizer Mr. Rajarshi Ghosh, Practicing Company Secretary (FCS 12595; CP. No. – 8921) marked as **Annexure - III**.

**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](http://www.himadri.com)



The Voting results along with the Scrutinizer's Report will be made available on the Company's website at [www.himadri.com](http://www.himadri.com) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com).

This is for your information and record.

Thanking You,

Yours faithfully,  
For Himadri Speciality Chemical Ltd

(Company Secretary &  
Compliance Officer)  
ACS: 29322

Enclosed: as above



## Annexure I

### **SUMMARY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT**

The Board of Directors at its meeting held on 20 March 2024, decided to obtain consent of the Members through Postal Ballot on the following special resolutions:

SI No	Description of the Resolution(s)
1	Issue of equity shares on preferential basis for consideration other than cash;
2	Issue of convertible warrants on a preferential basis.

The Postal Ballot Notice ('Notice') dated 20 March 2024, was issued pursuant to Section 108 and 110 of the Companies Act, 2013 (the 'Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars') issued by the Ministry of Corporate Affairs (MCA), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Notice along with statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.

The Company had completed dispatch of Notice electronically on 20 March 2024 to all the Members who have registered their email addresses with the Company/RTA or with the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. 15 March 2024, in accordance with the guidelines prescribed by the MCA for conducting postal ballot process through e-voting vide MCA Circulars and also given public notice for the dispatch of notice in leading newspapers in "Financial Express" (English Edition) and "Arthik Lipi" (Bengali Edition) on 21 March 2024, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Notice by permitted mode along with other information as specified in the rules.

In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, MCA Circulars and SS-2 on General Meetings, the Company had provided e-voting facility only for its Members to enable them to cast their votes electronically through CDSL. The e-voting commenced on Thursday, 21 March 2024 at 9:00 a.m. (IST) and ended on Friday, 19 April 2024 at 5:00 p.m. (IST).

The Board had appointed Mr. Rajarshi Ghosh, Practicing Company Secretary (FCS 12595; CP. No. – 8921) as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer's report was received on 20 April 2024 and the resolutions as set out in the Notice were passed with requisite majority.

This is for your information and records.



## Himadri Speciality Chemical Ltd

CIN: L27106WB1987PLC042756

### Voting Results

#### Annexure II

#### A. Details of voting result by Postal Ballot process pursuant to Regulation 44(3) of the Listing Regulations

<b>Date of Postal Ballot Notice</b>	Wednesday, 20 March 2024
<b>Cut-off Date</b>	Friday, 15 March 2024
<b>Voting Start Date &amp; Time</b>	Thursday, 21 March 2024 at 9:00 A.M. (IST)
<b>Voting End Date &amp; Time</b>	Friday, 19 April 2024 at 5:00 P.M. (IST)
<b>Date of Postal Ballot*</b>	19 April 2024
<b>Total Number of shareholders on record date (Cut-off Date: 15 March 2024)</b>	444792
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> <ul style="list-style-type: none"><li>- Promoters and Promoter Group</li><li>- Public</li></ul>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>- Promoters and Promoter Group:</li><li>- Public</li></ul>	Not Applicable

\*In terms of Clause 16.6.3 of SS-2, the Resolution is deemed to have been passed on 19 April 2024 i.e the last date specified by the Company for the receipt of duly completed Postal Ballot Forms or e-voting.

**Agenda- wise disclosure**

**Resolution no. 1: Issue of equity shares on preferential basis for consideration other than cash.**

Resolution required:			<b>Special Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	<b>E-Voting</b>	<b>247733674</b>	247733674	100.0000	247733674	0	100.0000	0.0000
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>247733674</b>	<b>100.0000</b>	<b>247733674</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	<b>E-Voting</b>	<b>35284681</b>	31342967	88.8288	31013843	329124	98.9499	<b>1.0501</b>
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>31342967</b>	<b>88.8288</b>	<b>31013843</b>	<b>329124</b>	<b>98.9499</b>	<b>1.0501</b>
Public Others	<b>E-Voting</b>	<b>209576218</b>	62278919	29.7166	62248129	30790	99.9506	0.0494
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>62278919</b>	<b>29.7166</b>	<b>62248129</b>	<b>30790</b>	<b>99.9506</b>	<b>0.0494</b>
	<b>Total</b>	<b>492594573</b>	<b>341355560</b>	<b>69.2975</b>	<b>340995646</b>	<b>359914</b>	<b>99.8946</b>	<b>0.1054</b>

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No of Votes</b>
Promoter & Promoter Group	-
Public Institutions	-
Public -Non Institutions	-

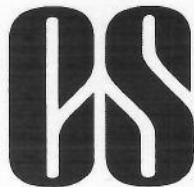
**Results:** On the basis of the Report of the Scrutinizer dated 20 April 2024, the Special Resolution as set out in item no. 1 of the Notice of the Postal Ballot dated 20 March 2024 has been duly passed with the requisite majority.

**Resolution no. 2: Issue of convertible warrants on a preferential basis;**

Resolution required:			<b>Special Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	<b>E-Voting</b>	<b>247733674</b>	247733674	100.0000	247733674	0	100.0000	0.0000
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>247733674</b>	<b>100.0000</b>	<b>247733674</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	<b>E-Voting</b>	<b>35284681</b>	31342967	88.8288	31013843	329124	98.9499	<b>1.0501</b>
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>31342967</b>	<b>88.8288</b>	<b>31013843</b>	<b>329124</b>	<b>98.9499</b>	<b>1.0501</b>
Public Others	<b>E-Voting</b>	<b>209576218</b>	62278319	29.7163	62247320	30999	99.9502	0.0498
	<b>Polling Papers</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>62278319</b>	<b>29.7163</b>	<b>62247320</b>	<b>30999</b>	<b>99.9502</b>	<b>0.0498</b>
	<b>Total</b>	<b>492594573</b>	<b>341354960</b>	<b>69.2973</b>	<b>340994837</b>	<b>360123</b>	<b>99.8945</b>	<b>0.1055</b>

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No of Votes</b>
Promoter & Promoter Group	-
Public Institutions	-
Public -Non Institutions	-

**Results:** On the basis of the Report of the Scrutinizer dated 20 April 2024, the Special Resolution as set out in item no. 2 of the Notice of the Postal Ballot dated 20 March 2024 has been duly passed with the requisite majority.



# RAJARSHI GHOSH

Company Secretary in Practice  
FCS 12595; CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

To,  
The Chairman  
Himadri Speciality Chemical Limited  
CIN: L27106WB1987PLC042756  
23A, Netaji Subhas Road,  
8<sup>th</sup> Floor, Kolkata – 700 001

### Sub: Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Sir,

1. I, Rajarshi Ghosh, a Company Secretary in Practice (Membership No. FCS 12595, CP No. 8921), have been appointed by the Board of Directors of Himadri Speciality Chemical Limited for the purpose of scrutinizing the Postal Ballot through remote e-voting process, for seeking the approval of members in respect of the following Resolutions as mentioned in the Postal Ballot Notice ('Notice') dated 20 March 2024. I am pleased to submit the Scrutinizer's Report, which is self-explanatory.
  - i. Issue of equity shares on preferential basis for consideration other than cash;
  - ii. Issue of convertible warrants on a preferential basis;
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating including the compliances under the applicable SEBI Regulations in connection with the voting through electronic modes on the resolutions proposed in the Notice. My responsibility as Scrutinizer for the voting process through remote e-voting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the report generated from the e-voting system provided by CDSL.
3. The Notice was issued pursuant to Section 108 and 110 of the Companies Act, 2013 (the 'Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars') issued by the Ministry of Corporate Affairs (MCA), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial



*Report of Scrutinizer on remote e-Voting of Postal Ballot of Himadri Speciality Chemical Ltd*



# RAJARSHI GHOSH

Company Secretary in Practice  
FCS 12595; CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

4. The Notice along with statement setting out material facts under Section 102 and 110 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.
5. On 20 March 2024 the Company has completed the dispatch of Notice electronically to all the members who have registered their email addresses with the Company/RTA or with the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 15 March 2024, in accordance with the guidelines prescribed by the MCA for conducting postal ballot process through e-voting vide MCA Circulars. The Company has also given public notice for the dispatch of notice in leading newspapers in "Finance Express" (English Edition) and "Arthik Lipi" (Bengali Edition) on 21 March 2024, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Notice by permitted mode along with other information as specified in the rules.
6. The Company has appointed CDSL as the agency for providing the remote e-Voting platform.
7. There were 4,44,792 members as on the cut-off date. The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday, 15 March 2024 were entitled to vote on the proposed resolutions.
8. Remote e-Voting Process

In terms of the Notice and as per the provisions of Section 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Listing Regulations, the remote e-Voting platform was open from Thursday, 21 March 2024 at 9:00 a.m. (IST) to Friday, 19 April 2024 at 5:00 p.m. (IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform as provided by CDSL.







# RAJARSHI GHOSH

Company Secretary in Practice  
FCS 12595; CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot is not applicable.

## 9. Counting Process

The votes cast under remote e-voting facility were unblocked and downloaded from the e-voting system of CDSL. I have unblocked the remote e-Voting results in the presence of two witnesses Mr. Sourav Kumar Roy and Ms. Mridula Ghosh and downloaded the remote e-Voting results.

## 10. Results

The Results with respect to each item on the agenda as set out in the Notice is enclosed herewith. Based on the aforesaid results, I report that Two Resolutions as contained in Item No. 1 to 2 of the Notice of the Postal Ballot have been duly passed with the requisite majority and the report of the same is submitted below:

### **Item No. 1: Issue of equity shares on preferential basis for consideration other than cash**

#### (i) Voted in **favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	711	340995646	99.89
<b>Total</b>	<b>711</b>	<b>340995646</b>	<b>99.89</b>

#### (ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	83	359914	0.11
<b>Total</b>	<b>83</b>	<b>359914</b>	<b>0.11</b>

#### (iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Report of Scrutinizer on remote e-Voting of Postal Ballot of Himadri Speciality Chemical Ltd



# RAJARSHI GHOSH

Company Secretary in Practice  
FCS 12595; CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

## Item No. 2: Issue of convertible warrants on a preferential basis

(i) Voted in **favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	703	340994837	99.89
<b>Total</b>	<b>703</b>	<b>340994837</b>	<b>99.89</b>

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	89	360123	0.11
<b>Total</b>	<b>89</b>	<b>360123</b>	<b>0.11</b>

(iii) **Invalid** Votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

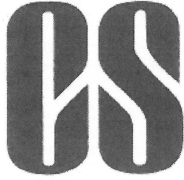
All the electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Date: 20.04.2024  
Place: Kolkata



  
**RAJARSHI GHOSH**  
FCS No. 12595  
CP No. 8921  
UDIN: F012595F000195371



# RAJARSHI GHOSH

Company Secretary in Practice  
FCS 12595; CP. No. – 8921

AB – 198,  
Sector 1, Salt Lake City  
Kolkata- 700 064  
Mobile No: 09830129400  
Email: rajaghosh2002@gmail.com

**WITNESS(ES):**

1 *Sourav K. Roy.*

Name: SOURAV KUMAR ROY

Address: 68, Jessore Road, Shyamnagar, Kolkata – 700055

2 *Mridula Ghosh*

Name: MRIDUAL GHOSH

Address: 68, Jessore Road, Shyamnagar, Kolkata - 700055

*Received the Report of the Scrutinizer  
For Himadri Speciality Chemical Ltd*

*Monika Saraswat*

Monika Saraswat  
Company Secretary

