



Ref. No: HSCL / Stock-Ex/2024-25/30

Date: 20/06/2024

E-mail: monika@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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Sub: Summary Proceedings, Voting Results and Scrutinizer's Report of the 36th Annual General Meeting of the Company held on 20 June 2024

Dear Sir/ Madam,

This is to inform you that the 36th Annual General Meeting (“AGM”) of Himadri Speciality Chemical Ltd (“Company”) was held today, *i.e.*, on Thursday, 20 June 2024 at 11:00 a.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the business as stated in the AGM Notice dated 25 April 2024.

We are enclosing herewith the following:

1. Summary of the proceedings of the 36th AGM of the Company as required under Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023, marked as **Annexure – I**.
2. The details of e-voting results of the businesses transacted at the 36th AGM of the Company under Regulation 44(3) of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023, marked as **Annexure – II**.
3. Consolidated Scrutinizer's report on e-voting submitted by the Scrutinizer, Mr. Rajarshi Ghosh, Company Secretary in Practise (FCS: 12595; CP No.: 8921), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), marked as **Annexure – III**.

All items of Agenda as contained in the Notice of 36th AGM have been passed with requisite majority. The meeting concluded at 12:10 p.m. (IST) (including the time allowed for e-voting at AGM). The e-voting results along with the Scrutinizer's Report dated 20 June 2024 shall be made available on the Company's website at www.himadri.com and on the website of the NSDL.

This is for your information and taking on record.

Thanking You,

Yours faithfully,
For Himadri Speciality Chemical Ltd

(Company Secretary &
Compliance Officer)
ACS: 29322

Enclosed: as above

CC to: **National Securities Depository Ltd**

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

**Summary of proceedings of the 36th Annual General Meeting of
Himadri Speciality Chemical Ltd**

Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 20, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10/2022 and 11/2022 dated December 28, 2022 respectively and General Circular No. 9/2023 dated September 25, 2023 and other applicable circulars, (hereinafter, collectively referred as the “MCA Circulars”) and in compliance with the relevant provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and applicable SEBI Circulars, the 36th Annual General Meeting (“AGM” or “Meeting”) of the Members of Himadri Speciality Chemical Ltd (“Company”) was duly convened and held on **Thursday, 20 June 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) which commenced at 11:00 a.m. (IST).**

PRESENT

Sr. No.	Name	Designation	Location
1.	Mr. Anurag Choudhary	Chairman cum Managing Director & CEO	From Corporate Office, Kolkata
2.	Mr. Girish Paman Vanvari	Independent Director, Chairman of Audit Committee	From Mumbai
3.	Mr. Santimoy Dey	Independent Director, Chairman of Stakeholders Relationship Committee and Nomination & Remuneration Committee	From Corporate Office, Kolkata
4.	Mr. Shyam Sundar Choudhary	Whole-time Director	From Kolkata
5.	Mr. Amit Choudhary	Whole-time Director	From Corporate office, Kolkata
6.	Mr. Gopal Ajay Malpani	Independent Director	From Mumbai
7.	Ms. Rita Bhattacharya	Independent Director	From Goa
8.	Ms. Monika Saraswat	Company Secretary & Compliance Officer (“Secretary”)	From Corporate Office, Kolkata
9.	Mr. Kamlesh Kumar Agarwal	Chief Financial Officer (“CFO”)	From Corporate Office, Kolkata

- At the commencement of the Meeting, Ms. Monika Saraswat, Secretary welcomed all the Directors and Members attending the AGM. She also briefed about the general guidelines to be followed during the Meeting by the Shareholders and registered speakers. She then introduced Mr. Anurag Choudhary, Chairman cum Managing Director & CEO of the Company and requested him to proceed with the Meeting.
- There were One hundred and Seven (107) Members present through VC/OAVM as per the records of the attendance.
- The Chairman greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman then called the Meeting to order.
- Thereafter, with the permission of the Chairman, Ms. Monika Saraswat, Secretary, introduced other directors who joined the Meeting from various locations through VC/OVAM and conducted the proceedings of the AGM. All the Directors, including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, were present at the AGM.
- The representative of M/s Singhi & Co., Statutory Auditors of the Company and Mr. Arun Kumar Maitra, representative of M/s Arun Kumar Maitra & Co., Practicing Company Secretaries, Secretarial Auditors were present at the Meeting. The Scrutinizer for the AGM, Mr. Rajarshi Ghosh, Company Secretary in Practice (FCS: 12595, CP No.: 8921) was also present.
- The Notice dated 25 April 2024 convening the 36th AGM was taken as read with the consent of the Members present. Thereafter, the Secretary notified that the statutory registers, certificates and other relevant documents, as required, for the purpose of inspection, were kept accessible electronically during the continuance of the Meeting, to the persons having right to attend the Meeting, via electronic means in the National Securities Depositories Limited (“NSDL”) e-voting system.
- The Secretary mentioned that there were no qualifications, observations or other remarks made by the Statutory Auditors in their Report on the Financial Statements (both Standalone and Consolidated) for the financial year ended 31 March 2024 and there were no qualifications, observations or other remarks made by Secretarial Auditor in their Secretarial Audit Report for the financial year ended 31 March 2024, hence the said Reports were not required to be read.
- Thereafter, Mr. Anurag Choudhary, Chairman cum Managing Director & CEO, delivered his speech and apprised the Members about the Company's financial performance, key achievements, the current and future business prospects of the Company and initiatives undertaken by the Company amongst other notable highlights.
- The Secretary further informed the Members that pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, the Company had engaged NSDL to provide remote e-voting facility which commenced on Sunday, 16 June 2024, (09:00 a.m. IST) and ended on Wednesday, 19 June 2024 (05:00 P.M IST). She also informed that the e-voting facility during the AGM has been provided to all the eligible Members who participated in the Meeting and had not cast their votes through remote e-voting in respect of the businesses transacted at the Meeting.

Thereafter, with the permission of the Chairman, the resolutions were tabled at the Meeting by the Secretary, and she explained the objectives and implications of each item of business for consideration by the Shareholders.

The following items of business as per the Notice of the 36th AGM were transacted:

Ordinary Business:

1. Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31 March 2024, and the report of the Board of Directors and Auditors thereon, by passing an Ordinary Resolution;
2. Declaration of Dividend @ Re. 0.50 (50%) per equity share of face value of Re. 1 each for the financial year ended 31 March 2024, by passing an Ordinary Resolution;
3. Appointment of Mr. Amit Choudhary (DIN: 00152358), who retires by rotation and being eligible offers himself for re-appointment, by passing an Ordinary Resolution;

Special Business:

4. Ratification of remuneration of Mr. Sambhu Banerjee, Cost Auditor (Membership No. 9780) for conducting the Audit of Cost Accounting Records of the Company for the financial year 2024-25, by passing an Ordinary Resolution;
5. Re-appointment of Mr. Anurag Choudhary (DIN-00173934) as Chairman cum Managing Director and CEO for a period of five (5) years with effect from 14 August 2024 to 13 August 2029, by passing a Special Resolution;
6. Re-appointment of Mr. Amit Choudhary (DIN- 00152358) as Whole-time Director for a period of five (5) years with effect from 14 August 2024 to 13 August 2029, by passing a Special Resolution;

The Members were informed that Mr. Anurag Choudhary, Chairman of the Meeting was interested in the agenda mentioned at Item No. 5 and 6 of the Notice of 36th AGM. Accordingly, he recused himself from conducting the proceedings for such items and resumed the Chair after these items were over. Mr. Santimoy Dey, Independent Director of the Company was elected as the Chairman to conduct the proceedings of item no. 5 and 6.

Thereafter, with the permission of Chairman, Ms. Monika Saraswat, Secretary invited the Members who had registered themselves as speakers and were attending the Meeting through VC / OAVM, to put forward their queries / feedback, if any, in respect of any of the items of business as contained in the Notice. Queries raised/suggestions given by the shareholders were appropriately responded to taken note of, respectively by Mr. Anurag Choudhary, Chairman cum Managing Director & CEO of the Company.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off' date i.e., Thursday, 13 June 2024. Mr. Rajarshi Ghosh, Company Secretary in Practice (FCS: 12595, CP No.: 8921), was appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

The Secretary informed the Members that the consolidated results of the e-voting and the report of the Scrutinizer will be communicated to the stock exchanges viz. BSE Ltd and National Stock Exchange

of India Ltd, where the shares of the Company are listed and will also be placed by the Company on its website at www.himadri.com and also on the website of NSDL once the same is obtained by the Company from the aforesaid scrutinizer.

The Secretary concluded the proceedings of the Meeting by thanking all the Members of the Company for their unwavering trust in the Company and acknowledged the persistent support of all the stakeholders of the Company.

The Secretary placed a vote of thanks.

The 36th AGM of the Company concluded at 12:10 p.m. (IST) (including the time allowed for e-voting at AGM).

This is for your information and records.

Yours faithfully,

For Himadri Speciality Chemical Ltd

(Company Secretary &
Compliance Officer)
ACS: 29322

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Scrip code	500184
NSE Symbol	HSCL
MSEI Symbol	Not Applicable
ISIN	INE019C01026
Name of the company	Himadri Speciality Chemical Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-06-2024
Start time of the meeting	11:00 AM
End time of the meeting	12:10 PM

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Scrutinizer Details

Name of the Scrutinizer	RAJARSHI GHOSH
Firms Name	RAJARSHI GHOSH
Qualification	CS
Membership Number	12595
Date of Board Meeting in which appointed	25-04-2024
Date of Issuance of Report to the company	20-06-2024

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Voting results	
Record date	13-06-2024
Total number of shareholders on record date	437850
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	98
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the report of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31190655	85.5508	31190655	0	100.0000	0.0000
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31190655	85.5508	31190655	0	100.0000	0.0000
Public- Non Institutions	E-Voting		62748687	29.9770	62748196	491	99.9992	0.0008
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62748687	29.9770	62748196	491	99.9992	0.0008
Total		493515134	341673016	69.2325	341672525	491	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend @ Re. 0.50 per equity share of face value of Re. 1 each for the financial year ended 31 March 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31599448	86.6720	31599448	0	100.0000	0.0000
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31599448	86.6720	31599448	0	100.0000	0.0000
Public- Non Institutions	E-Voting		62748788	29.9770	62748386	402	99.9994	0.0006
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62748788	29.9770	62748386	402	99.9994	0.0006
Total		493515134	342081910	69.3154	342081508	402	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Amit Choudhary (DIN: 00152358), who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31599448	86.6720	21353577	10245871	67.5758	32.4242
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31599448	86.6720	21353577	10245871	67.5758	32.4242
Public- Non Institutions	E-Voting		62743292	29.9744	62742535	757	99.9988	0.0012
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62743292	29.9744	62742535	757	99.9988	0.0012
Total		493515134	342076414	69.3143	331829786	10246628	97.0046	2.9954
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of Mr. Sambhu Banerjee, Cost Auditor (Membership No. 9780) for conducting the Audit of Cost Accounting Records of the Company for the financial year 2024-25.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31599448	86.6720	31599448	0	100.0000	0.0000
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31599448	86.6720	31599448	0	100.0000	0.0000
Public- Non Institutions	E-Voting		62743012	29.9743	62742362	650	99.9990	0.0010
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62743012	29.9743	62742362	650	99.9990	0.0010
Total		493515134	342076134	69.3142	342075484	650	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Anurag Choudhary (DIN-00173934) as Chairman cum Managing Director and CEO for a period of five (5) years with effect from 14 August 2024 to 13 August 2029.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31599448	86.6720	18182977	13416471	57.5421	42.4579
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31599448	86.6720	18182977	13416471	57.5421	42.4579
Public- Non Institutions	E-Voting		62747102	29.9762	62746228	874	99.9986	0.0014
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62747102	29.9762	62746228	874	99.9986	0.0014
Total		493515134	342080224	69.3150	328662879	13417345	96.0777	3.9223
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Amit Choudhary (DIN- 00152358) as Whole-time Director for a period of five (5) years with effect from 14 August 2024 to 13 August 2029.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		247733674	100.0000	247733674	0	100.0000	0.0000
	Poll	247733674	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	247733674	247733674	100.0000	247733674	0	100.0000	0.0000
Public- Institutions	E-Voting		31599448	86.6720	21115556	10483892	66.8225	33.1775
	Poll	36458648	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36458648	31599448	86.6720	21115556	10483892	66.8225	33.1775
Public- Non Institutions	E-Voting		62743612	29.9746	62742841	771	99.9988	0.0012
	Poll	209322812	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	209322812	62743612	29.9746	62742841	771	99.9988	0.0012
Total		493515134	342076734	69.3143	331592071	10484663	96.9350	3.0650
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





RAJARSHI GHOSH

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

Annexure-III

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman
Himadri Speciality Chemical Ltd.
CIN: L27106WB1987PLC042756
23A, Netaji Subhas Road, 8th Floor,
Suite No. 15, Kolkata - 700001

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting carried out, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 36th Annual General Meeting ("AGM") of the Members of Himadri Speciality Chemical Ltd. held on Thursday, 20 June 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Rajarshi Ghosh, Company Secretary in Practice (Membership No.: FCS: 12595, CP No.: 8921), have been appointed as Scrutinizer by the Board of Directors of Himadri Speciality Chemical Ltd. ("Company") for the purpose of scrutinizing the remote-voting prior to AGM and e-voting during the AGM on the resolutions contained in the AGM Notice dated 25 April 2024 ("Notice") issued under section 96, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, with General Circulars Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020 and other relevant circulars including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter, collectively referred as the "MCA Circulars") and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following ordinary and special businesses as contained in the Notice of the AGM.
2. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company was convened on **Thursday, the 20 June 2024 at 11:00 A.M IST** through VC / OAVM.
3. The Company has availed the e-voting facility services of National Securities Depository Limited ("NSDL") for conducting remote e-voting prior to AGM and electronic voting during the AGM by the Members of the Company.
4. M/s S.K. Infosolutions Pvt. Ltd. is the Registrar & Share Transfer Agent (RTA) of the Company





RAJARSHI GHOSH

Company Secretary in Practice
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5. NSDL had set up electronic voting facility on its website <https://www.evoting.nsdl.com/>
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder and SEBI Listing Regulations in connection with the voting through electronic modes on the resolutions proposed in the Notice.
7. My responsibility as Scrutinizer for the e-voting process (*i.e.*, through remote e-voting prior to the AGM and e-voting during the AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Consolidated 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 platform provided by NSDL and the confirmation/information furnished to me electronically for my verification and assisted by the Company's RTA with respect to the number of shares held by the Members as on the cut-off date against the respective folio numbers.
8. As confirmed by the Company, the Notice along with the statement setting out material facts under Section 102 of the Act was sent only through electronic mode on 28 May 2024 to the Members whose email addresses were registered with the Company, Registrar & Share Transfer Agent (RTA) / Depositories in compliance with the MCA Circulars and applicable SEBI Circulars.
9. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting was published on 24 May 2024 in "Financial Express" (English Edition) and "Arthik Lipi" (Bengali Edition), inter-alia providing requisite information and contact details for registering email IDs and queries on e-voting.
10. An advertisement was published in "Financial Express" (English Edition) and "Arthik Lipi" (Bengali Edition) on 29 May 2024, pursuant to Rule 20 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.
11. There were 4,37,850 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. 13 June 2024** were entitled to vote on the resolutions proposed in the Notice calling the AGM.
12. As per provisions of the Act, the number of votes cast in respect of each resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote.

13. e-Voting Process

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Regulations, **the remote e-voting facility was kept open from Sunday, 16 June 2024 (09:00 a.m. IST) till Wednesday, 19 June 2024 (5.00 p.m. IST) and the NSDL e-voting module was disabled thereafter.** Further, pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by NSDL.





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14.Counting Process

After the closure of remote e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting system of NSDL.

The votes cast through remote e-voting were unblocked in the presence of Mr. Sourav Kumar Roy and Ms. Mridula Ghosh who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

15.Results

Based on the results made available to me, Members have casted their votes through remote e-voting platform or through e-voting at the AGM. The brief analysis of the results of the voting through remote e-voting and e-voting at the AGM, based on the report generated by NSDL, confirmed by the RTA from the benpose with respect to the shareholding and scrutinized on sample and test-check basis and relied upon by me, are as under:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution:

To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 together with the report of the Board of Directors and Auditors thereon.

(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 and electronic voting at the AGM	551	341672525	99.9999
Total	551	341672525	99.9999

(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 and electronic voting at the AGM	12	491	0.0001
Total	12	491	0.0001





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(iii) **Invalid Votes:**

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

Item No. 2 - Ordinary Resolution:

To declare dividend of Re 0.50 (50%) per equity share of face value of Re. 1 each for the financial year ended 31 March 2024.

(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 and electronic voting at the AGM	554	342081508	99.9999
Total	554	342081508	99.9999

(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 and electronic voting at the AGM	12	402	0.0001
Total	12	402	0.0001

(iii) **Invalid Votes:**

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





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Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Amit Choudhary (DIN: 00152358) who retires by rotation and being eligible offers himself for re-appointment.

(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 and electronic voting at the AGM	494	331829786	97.0046
Total	494	331829786	97.0046

(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 and electronic voting at the AGM	67	10246628	2.9954
Total	67	10246628	2.9954

(iii) **Invalid** Votes:

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





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SPECIAL BUSINESS:

Item no. 4: Ordinary Resolution

To ratify the remuneration of the Cost Auditor for the financial year ending 31 March 2025.

(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 and electronic voting at the AGM	544	342075484	99.9998
Total	544	342075484	99.9998

(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 and electronic voting at the AGM	15	650	0.0002
Total	15	650	0.0002

(iii) **Invalid** Votes:

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

Item no. 5: Special Resolution

To re-appoint Mr. Anurag Choudhary (DIN: 00173934) as Chairman cum Managing Director and CEO.





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(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 and electronic voting at the AGM	509	328662879	96.0777
Total	509	328662879	96.0777

(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 and electronic voting at the AGM	57	13417345	3.9223
Total	57	13417345	3.9223

(iii) **Invalid** Votes:

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

Item no. 6: Special Resolution

To re-appoint Mr. Amit Choudhary (DIN: 00152358) as Whole-time Director.

(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 and electronic voting at the AGM	493	331592071	96.9350





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Total	493	331592071	96.9350
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(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 and electronic voting at the AGM	69	10484663	3.0650
Total	69	10484663	3.0650

(iii) **Invalid** Votes:

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

REPORT

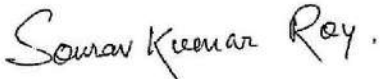
- Based on the foregoing, the resolution numbers 1 to 6 have been duly passed with requisite majority on 20 June 2024
- All the relevant records with respect to the electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Date: 20.06.2024
Place: Kolkata




RAJARSHI GHOSH
FCS No. 12595
CP No. 8921
UDIN: F012595F000597069

WITNESS(ES):

1. 

Name: SOURAV KUMAR ROY



RAJARSHI GHOSH

Company Secretary in Practice
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2. *Mridula Ghosh*

Name: MRIDULA 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 & Compliance Officer

