



# HIMADRI CHEMICALS & INDUSTRIES LIMITED

Regd. Office: 23-A, Netaji Subhas Road, 8<sup>th</sup> floor, Kolkata- 700 001

Dear Shareholders,

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A (2) of the Companies Act, 1956)

Notice pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, is hereby given that the Company is seeking consent of the shareholders to the enclosed Ordinary Resolution and Special Resolution, proposed to be passed by Postal Ballot.

As per section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the listed Public Companies are required to pass certain resolution as notified by the Central Government by means of Postal Ballot, instead of transacting in general meeting of the Company. With a view to facilitate wider participation in the approval process by the shareholders residing at different locations, the Company is seeking approval of the members through Postal Ballot instead of convening a physical general meeting of the shareholders. The Company is desirous of seeking your consent for such proposal as contained in the resolutions appended below. An explanatory statement pertaining to the said resolutions, setting out all material facts and reasons for which the resolutions are being proposed, is also annexed herewith and accordingly, the proposed resolutions and the explanatory statement thereto are being sent to you along with Postal Ballot Form and postage prepaid self-addressed envelope for your consideration. This notice is being sent to all the shareholders whose name appears in the Register of Members of the Company as on 30.08.2012. **Shareholders may please note that the voting on the resolutions as contained in this notice will be made through Postal Ballot only and the Company has not appointed any agency for electronic voting in this regard.**

The Board has appointed Shri. S. K. Ghosh, Company Secretary –in-Practice, AB 198, Salt lake, Kolkata- 700 064 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same (no other form or photocopy thereof is permitted) duly completed, in the attached postage pre-paid self-addressed envelope, so as to reach the Scrutinizer at the address given on the self-addressed envelope, not later than the close of working hours (13.00 hours) on or before **Saturday the 6<sup>th</sup> October, 2012.**

The Scrutinizer upon completion of the scrutiny of Postal Ballot in a fair and transparent manner, will submit his report addressed to the Chairman or in his absence to the Managing Director / Secretary or any other officer authorized by the Chairman in this behalf and the results of the Postal Ballot will be announced by the Chairman or in his absence by a Director or the Secretary or such other authorized officer of the Company on **Monday the 8<sup>th</sup> October, 2012 at 5.00 p.m.,** at the Registered office of the Company situated at 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata- 700001. The results of the Postal Ballot will also be displayed at the said address besides communicating to the Stock Exchanges concerned where the Company's shares are listed.

In the event of the draft resolution is assented to by requisite majority of shareholders by means of Postal Ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolutions.

### ORDINARY RESOLUTION

**1. To consider and, if thought fit, to pass the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Article 85A of the Articles of Association of the Company and subject to such approval and permission, as may be required from any governmental, regulatory authority, any bank, financial institutions, secured lenders or contractual parties including investors in the Company etc, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or Committee thereof to deal, negotiate and dispose off by way of sale / transfer / lease / license/ slump sale substantially the whole of the undertakings of Carbon Black and Power Plant (including all of the Company's rights, title and interest in its Carbon Black Plant and Power Plant situated at Mahistikry, Dist- Hooghly, West Bengal) together with all fixed assets (including where applicable, the land on which they are situated) including the infrastructure, facilities, plant, machinery, auxiliaries and utilities attached thereto situated thereat, and the rights contained therein, in whole or in part (herein after referred to as "Undertakings") by way of sale / lease / transfer / license / slump sale to its Wholly Owned Subsidiary Company, with or without any consideration, on such terms and conditions and with effect from such date and in such manner as the Board of Directors may think fit and proper.

RESOLVED FURTHER for the purpose of giving effect to the above, Board of Directors of the Company and / or Committee thereof be and are hereby, authorized to approve the final proposal (including the assets and liabilities of the Undertakings) for transfer as they may deem fit and authorize any officer, director or person associated with the Company to sign and execute all such papers, agreements, and documents including deeds of assignment, transfer / conveyance, as may be required for the disposal by way of sale (including slump sale) and / or lease/ and / or transfer and / or license of the above undertakings and complete the transaction with such modification(s) as may be required by any of the concerned authorities and to do all such acts, deeds, matter and things and to give such directions as may be required or deemed necessary or as may be desirable or expedient for the purposes of giving effect to the transaction and fulfilling any and all conditions for and on behalf of the Company including, without limitation, making requisite filings and representation to any applicable Registrar of Companies and any other regulatory/ statutory/governmental bodies, as required, giving customary representations and warranties, together with such indemnities as may be deemed necessary and / or expedient, in their discretion and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard for completion of the transaction as aforesaid in the best interest of the Company.”

#### SPECIAL RESOLUTION

2. To consider and, if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby altered in the following manner:

The definition of the terms “Eligible Subsidiary” in the definition section of the existing Articles of Association of the Company is hereby deleted and definition be substituted in its place:

“Eligible Subsidiary” means Himadri Global Investment Limited and any Wholly Owned subsidiary of the Company, whether direct or indirect, which becomes a shareholder of the Carbon black and/or Power Plant undertakings.”

By and on behalf of the Board  
For Himadri Chemicals & Industries Ltd  
sd/-

Date: August 30, 2012

Place: Kolkata

B.L. Sharma  
Company Secretary

#### NOTES

1. The Explanatory Statement pursuant to section 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts are annexed hereto.
2. The Board of Directors has appointed Shri. S. K. Ghosh, Company Secretary –in-Practice, AB 198, Slat lake, Kolkata-700 064 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and self-addressed business reply envelopes are enclosed for use of members. Please note that, no provision has been made for voting by electronic mode and the voting to be done by Postal Ballot alone.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same (no other form or photocopy thereof is permitted) duly completed, with assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address given on the self- addressed envelope, not later than the close of working hours (13:00 hours) on or before Saturday the 6<sup>th</sup> October 2012, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the Postal Ballot will be announced on Monday 8<sup>th</sup> October, 2012 at 5.00 pm at the registered office of the Company at 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Kolkata- 700 001.
4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 hrs and 13.00 hrs upto the date and time of announcement of the result of the Postal Ballot.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 173(2) of the Companies Act 1956)**

**Disposal of Company's Carbon Black Plant & Power Plant located in the State of West Bengal and Alteration of Articles of Association of the Company**

The Company has Power Plant having capacity of 20 MW and Carbon Black Plant with annual capacity of 1,20,000 MT in the state of West Bengal.

With view to concentrate on the core-business of the Company, it is proposed that the undertaking related to carbon black and power plant, be transferred to a wholly owned subsidiary of the company. The aforesaid restructuring is expected to achieve synergy and rationalise financial strength and flexibility, apart from streamlining of the activities currently being undertaken by the Company.

The Company proposes to separate the undertaking related to Carbon Black and Power Plant from the Company by way of sale / transfer / lease / license/ slump sale substantially the whole of the undertakings of Carbon Black and Power Plant (including all of the Company's rights, title and interest in its Carbon Black Plant and Power Plant situated at Mahistikry, Dist- Hooghly West Bengal) together with all fixed assets (including where applicable, the land on which they are situated) including the infrastructure, facilities, plant, machinery, auxiliaries and utilities attached thereto situated thereat, and the rights contained therein, in whole or in part (herein after referred to as "Undertakings") by way of sale / lease / transfer / license / slump sale to its Wholly Owned Subsidiary Company, with or without any consideration, on such terms and conditions and with effect from such date and in such manner as the Board of Directors may think fit and proper. The overall control of these units will continue to remain with the Company.

Pursuant to the transfer of the undertakings to the subsidiary, the definition of the term "Eligible Subsidiary" in the articles of association of the Company is also required to be amended to include any subsidiary of the Company, whether direct or indirect, which becomes a shareholder of the Carbon black and/or Power Plant undertakings.

Section 293(1) (a) of the Companies Act, 1956 inter-alia provides that the board of directors of a Public Company shall not, except with the consent of the shareholders of the Company, which consent shall be obtained, in case of a Listed Company by means of Postal Ballot as provided in Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules 2011, sale, lease, transfer or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking. Accordingly, the consent of the shareholders of the Company is being sought. Further, the Company may also pass any other resolution by way of a Postal Ballot, and accordingly the consent of the shareholders is also being sought to the amendment of the articles by way of Postal Ballot.

Notice of the proposed Ordinary Resolution and Special Resolution (the "said Resolutions") is being sent to the shareholders for their consideration and approval by way of Postal Ballot. The result of the Postal Ballot will be announced by the Chairman / Managing Director / any other person so authorized by the Chairman / Managing Director.

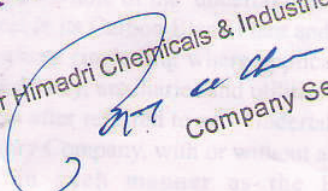
The Board of Directors of your Company recommends the passing of the said Resolutions for the disposal of the Company's undertaking as contained in the Notice of Postal Ballot and it would be in the best interest of the Company.

The copies of the Memorandum and Articles of Association of the Company and the Register of Directors' Shareholding are available for inspection at the Registered Office of the Company between 11.00 hrs and 13.00 hrs on all the working days upto the date and time of announcement of the result of the Postal Ballot.

The Directors of the Company may be deemed to be concerned or interested in the resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956 to the extent of shares held by them in the Company.

Date: August 30, 2012  
Place: Kolkata

**Certified True Copy**

For Himadri Chemicals & Industries Ltd.  
  
Company Secretary

By and on behalf of the Board  
For Himadri Chemicals & Industries Ltd  
sd/-  
B.L. Sharma  
Company Secretary