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MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF HIMADRI CHEMICALS & INDUSTRIES LIMITED HELD AT "KALA KUNJ " 48, SHAKESPEARE SARANI, KOLKATA- 700 017 ON WEDNESDAY THE 24TH SEPTEMBER 2014 AT 10.00 AM

P R E S E N T

Sl. No.	Name	Designation
1.	Mr. Bankey Lal Choudhary	Managing Director
2.	Mr. Shyam Sundar Choudhary	Director
3.	Mr. S.K. Banerjee	Chairman Audit Committee
4.	Mr. Santimoy Dey	Director
5.	Mr. H. M. Choraria	Director
6.	Mr. C. S. Sarda	Director

I N A T T E N D A N C E

Sl. No.	Name	Designation
1.	Mr. Anurag Choudhary	CEO
2.	Mr. Vivek Newatia	Partner- S Jaykishan Jt. Statutory Auditor
3.	Mr. Jayanta Mukhopadhyay	Partner -BSR & C. LLP Jt. Statutory Auditor
4.	Mr. B.L. Sharma	Company Secretary

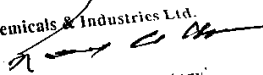
There were four hundred twenty seven (427) members present in person representing 17,97,71,981 equity shares and Thirty one (31) members were present through proxies representing 16,21,357 equity shares of the Company.

CHAIRMAN

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

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For Himadri Chemicals & Industries Ltd.


Company Secretary

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QUORUM

The requisite quorum being present, Mr. B.L. Sharma, Company Secretary welcomed the members and advised the Chairman to commence the proceedings of the meeting in order.

NOTICE

With the consent of the members present, the notice convening the meeting was taken as read.

STATUTORY REGISTERS

The Chairman informed the meeting that the Register of Directors' Shareholding, Register of Directors and Key Managerial Personnel (KMP) were available for inspection by any member during the continuance of the meeting.

AUDITORS' REPORT

The Auditors' Report to the members of the Company on the Accounts for the year ended 31st March 2014, was read by Mr. Jayanta Mukhopadhyay, representing BSR & CO. LLP the Joint Statutory Auditors of the Company.

CHAIRMAN'S STATEMENT

The Chairman, while welcoming the members, briefly narrated the performance of the Company, which the members appreciated. The Audited Accounts for the year ended 31st March, 2014 and the Directors' Report having been circulated among the members, along with the notice, were taken as read with the consent of the members present. Thereafter, he invited the members to speak and comments on the accounts and report of the Company. Several members expressed their views and comments and asked questions of which were suitably replied by the CEO, upon request made by the Chairman. The CEO further, briefly narrated the future plans and prospects of the Company which was appreciated by the members

Report of Scrutinizer

The Chairman informed the members that the Company has given e-voting facility as well as the option to exercise votes through Ballot Paper (with assets and dissent option) as per the provisions of SEBI and appointed Mr. Sandip Kumar Kejriwal, a Practicing Company Secretary, as Scrutinizer to scrutinize the voting process in a fair and transparent manner and who has submitted his report on 22nd September 2014 and on the basis to the said report all the following resolutions as proposed in the notice dated 11th August 2014 have been duly passed with requisite majority, which was appreciated by the members present.

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1. APPROVAL OF FINANCIAL STATEMENT FOR THE YEAR 2013-14(Proposed as an Ordinary Resolution)

“RESOLVED that the financial statements of the Company for the year ended 31 March 2014 including Audited Balance Sheet as at 31 March 2014 and the Statement of Profit & Loss and the Consolidated Financial Statement for the year ended on that date, together with the report of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,24,047 votes casted in favour of the resolution whereas, 1205 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

2. DECLARATION OF DIVIDEND (Proposed as an Ordinary Resolution)


“RESOLVED THAT a dividend at the rate of Re. 0.10 per share (being 10%) as recommended by the Board of Directors, be and is hereby declared to be paid out of the accumulated profits of the Company for the year ended March 31, 2014 on paid up share capital consisting of 38,57,32,570 equity shares of Re.1/- each, as on book closure date and that the above dividend be paid, in respect of shares held in physical form, to those shareholders whose names appear on the Register of Members as on 16th September, 2014, and in respect of shares held in dematerialized form, to those beneficial owners, whose names appear in the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited for this purpose.”

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,24,597 votes casted in favour of the resolution whereas, 1555 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

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For Himadri Chemicals & Industries Ltd.

Company Secretary

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3. RE-APPOINTMENT OF MR. SHYAM SUNDAR CHOUDHARY DIRECTOR RETIRES BY ROTATION (Proposed as an Ordinary Resolution)

“RESOLVED that Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-elected as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,49,84,642 votes casted in favour of the resolution whereas, 41,510 votes casted against it.

Result: The Chairman on the basis of the Report of the Scrutinizer, declared that the resolution was carried with requisite majority.

4. RE-APPOINTMENT OF MR. VIJAY KUMAR CHOUDHARY DIRECTOR RETIRES BY ROTATION (Proposed as an Ordinary Resolution)

“RESOLVED that Mr. Vijay Kumar Choudhary (DIN: 00173858), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-elected as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,49,84,642 votes casted in favour of the resolution whereas, 41,510 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

5. APPOINTMENT OF JOINT STATUTORY AUDITORS (Proposed as an Ordinary Resolution)

“RESOLVED that M/s S. Jaykishan, Chartered Accountants (FRN: 309005E) and M/S BSR & Co, LLP, Chartered Accountants (FRN:101248W) be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors.”

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Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,23,056 votes casted in favour of the resolution whereas, 3,096 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

6. APPOINTMENT OF MR. SANTIMOY DEY (DIN: 06875452) AS AN INDEPENDNET DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Santimoy Dey (DIN: 06875452), be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years from the date of this Meeting, not liable to retire by rotation

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,03,947 votes casted in favour of the resolution whereas, 22,205 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

7. APPOINTMENT OF MR. CHANDRA SHEKHAR SARDA (DIN: 00252003) AS AN INDEPENDNET DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Chandra Shekhar Sarda (DIN: 00252003), be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years from the date of this Meeting, not liable to retire by rotation.

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For Himadri Chemicals & Industries Ltd.

Company Secretary

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Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,02,722 votes casted in favour of the resolution whereas, 23,430 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

8. APPOINTMENT OF MR. HANUMAN MAL CHORARIA (DIN: 00018375) AS AN INDEPENDENT DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Hanuman Mal Choraria (DIN: 00018375), be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years from the date of this Meeting, not liable to retire by rotation.

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,03,431 votes casted in favour of the resolution whereas, 22,721 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

9. APPOINTMENT OF MR. SAKTI KUMAR BANERJEE (DIN: 00631772) AS AN INDEPENDENT DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mr. Sakti Kumar Banerjee (DIN: 00631772), an existing Independent Director of the Company who retires at this meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term up to 31 March 2019, not liable to retire by rotation.

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Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,24,147 votes casted in favour of the resolution whereas, 2,005 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

10. APPOINTMENT OF MR. KRISHNAVA SATYAKI DUTT (DIN: 02792753), AS AN INDEPENDENT DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, **Mr. Krishnava Satyaki Dutt (DIN: 02792753)**, an existing Independent Director of the Company who retires at this meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term up to 31 March 2019, not liable to retire by rotation.

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,05,096 votes casted in favour of the resolution whereas, 20,710 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

11. APPOINTMENT OF MR. HARDIP SINGH MANN (DIN: 00104948), AS AN INDEPENDENT DIRECTOR (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, **Mr. Hardip Singh Mann (DIN: 00104948)**, an existing Independent Director of the Company who retires at

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For Himadri Chemicals & Industries Ltd.

Company Secretary

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this meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term up to 31 March 2019, not liable to retire by rotation.

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,49,84,442 votes casted in favour of the resolution whereas, 41,710 votes casted against it.

Result : The Chairman declared that the resolution was carried with requisite majority.

12. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. ANURAG CHOUDHARY, A RELATIVE OF DIRECTOR FOR HOLDING OR CONTINUE TO HOLD OFFICE OR A PLACE OF PROFIT AS CHIEF EXECUTIVE OFFICER (CEO) (Proposed as a Special Resolution)

RESOLVED that pursuant to the provisions of Section 188 (1) (f) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with sub-rule (3)(ii)(b) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014, and pursuant to the recommendation made by Nomination and Remuneration committee of Directors, consent of the Company be and is hereby accorded to **Mr. Anurag Choudhary**, a relative of a Director of the Company, for holding and continuing to hold an office or place of profit as the **Chief Executive Officer - CEO** (or such other designation as may be assigned from time to time by the Nomination and Remuneration Committee and approved by the Board of Directors) at a remuneration under the scale of Rs. 3,00,000 - Rs. 10,000 - Rs. 20,000 - Rs. 20,000 - Rs. 3,50,000 per month, not exceeding in aggregate of Rs. 77,30,000 (Rupees Seventy Seven Lakhs Thirty thousand only) per annum, with effect from 1 January 2015, together with the usual allowances and benefits, amenities and facilities including employees Superannuation Fund, Retiring Gratuity and Provident Fund Benefits applicable to the other employees occupying the similar post within the same salary scale or grade with an authority to the Board of Directors to sanction at their discretion in due course Mr. Anurag Choudhary's promotion to the next higher grade or grades together with the all usual allowances and benefits as applicable to such grade or grades and to give increments within that grade or grades as they may deem fit and proper.

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Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,03,331 votes casted in favour of the resolution whereas, 1,721 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

13. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. TUSHAR CHOUDHARY, A RELATIVE OF DIRECTOR FOR HOLDING OR CONTINUE TO HOLD OFFICE OR A PLACE OF PROFIT AS PRESIDENT - OPERATIONS (Proposed as a Special Resolution)

RESOLVED that pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with sub-rule (3)(ii)(b) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014, and pursuant to the recommendation made by Nomination and Remuneration committee of Directors, consent of the Company be and is hereby accorded to **Mr. Tushar Choudhary**, a relative of a Director of the Company, for holding and continuing to hold an office or place of profit as the **President - Operations** (or such other designation as may be assigned from time to time by the Nomination and Remuneration Committee and approved by the Board of Directors) at a remuneration under the scale of Rs. 3,00,000 - Rs. 10,000 - Rs. 20,000 - Rs. 20,000 - Rs. 3,50,000 per month, not exceeding in aggregate of Rs. 77,30,000 (Rupees Seventy Seven Lakhs Thirty thousand only) per annum, with effect from 1 January 2015, together with the usual allowances and benefits, amenities and facilities including employees Super Annuation Fund, Retiring Gratuity and Provident Fund Benefits applicable to the other employees occupying the similar post within the same salary scale or grade with an authority to the Board of Directors to sanction at their discretion in due course Mr. Tushar Choudhary's promotion to the next higher grade or grades together with the all usual allowances and benefits as applicable to such grade or grades and to give increments within that grade or grades as they may deem fit and proper.

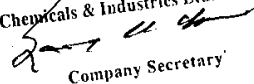
Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,02,581 votes casted in favour of the resolution whereas, 1,571 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

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For Himadri Chemicals & Industries Ltd.



Company Secretary

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14. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. AMIT CHOUDHARY, A RELATIVE OF DIRECTOR FOR HOLDING OR CONTINUE TO HOLD OFFICE OR A PLACE OF PROFIT AS PRESIDENT - PROJECTS (Proposed as a Special Resolution)

RESOLVED that pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with sub-rule (3)(ii)(b) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014, and pursuant to the recommendation made by Nomination and Remuneration committee of Directors, consent of the Company be and is hereby accorded to **Mr. Amit Choudhary**, a relative of a Director of the Company, for holding and continuing to hold an office or place of profit as the **President - Projects** (or such other designation as may be assigned from time to time by the Nomination and Remuneration Committee and approved by the Board of Directors) at a remuneration under the scale of Rs. 3,00,000 - Rs. 10,000 - Rs. 20,000 - Rs. 20,000 - Rs. 3,50,000 per month, not exceeding in aggregate of Rs. 77,30,000 (Rupees Seventy Seven Lakhs Thirty thousand only) per annum, with effect from 1 January 2015, together with the usual allowances and benefits, amenities and facilities including employees Super Annuation Fund, Retiring Gratuity and Provident Fund Benefits applicable to the other employees occupying the similar post within the same salary scale or grade with an authority to the Board of Directors to sanction at their discretion in due course Mr. Amit Choudhary's promotion to the next higher grade or grades together with the all usual allowances and benefits as applicable to such grade or grades and to give increments within that grade or grades as they may deem fit and proper.

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,03,581 votes casted in favour of the resolution whereas, 1,571 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

15. CONSENT TO THE BOARD FOR CREATION OF CHARGE / MORTGAGE IN TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 (Proposed as a Special Resolution)

RESOLVED that in supersession to the earlier Resolution passed by the Members at the Annual General Meeting of the Company held on 26th September 2007 in terms of Section 293(1)(a) of the Companies Act, 1956,

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consent of the Company be and is hereby accorded pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors ("the Board" which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this Resolution) for mortgaging, hypothecating, creation of charge on properties of the Company including first pari passu charge, and Pledging and / or creating a Floating Charge and / or subservient charge / Second Charge and also to create lien, charges and all other encumbrances of whatsoever in nature, on all or any of the Company's assets and properties whether immovable (whether lease hold or free hold), movable, current assets or stock-in-trade and the whole or substantially the whole of all or any of the undertaking of the Company, where-so-ever situate, both present and future, in such form and in such manner as the Board may think fit and proper, in favour of any Financial Institutions/ Banks/ Bodies Corporate / other agencies / trustees for Debenture holders and / or person or persons, including foreign lenders for securing any financial facilities / working capital / term loans etc. upto an aggregate amount not exceeding Rs. 5000 Crores only (Rupees Five Thousand Crores only), together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the secured lenders or any of them under the agreements/ arrangements entered into / to be entered into by the Company in respect of the said Loans / working capital facilities as the case may be.

FURTHER RESOLVED that the Board be and is hereby authorized to finalize with the aforesaid secured lenders or any of them, the documents for creating the mortgages / hypothecations / charges / Pledges and accepting or making any alterations, changes, variations to or in terms and conditions, to do all such acts, deeds, matters and things and to execute all such further and other documents and writings as it may consider necessary, for the purpose of giving effect to this Resolution.

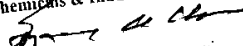
Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,04,491 votes casted in favour of the resolution whereas, 21,561 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

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For Himadri Chemicals & Industries Ltd.


Company Secretary

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16. CONSENT TO THE BOARD TO BORROW MONEY IN TERMS OF SECTION 180(1) (c) OF THE COMPANIES ACT, 2013 (Proposed as a Special Resolution)

RESOLVED that in supersession to the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 26th September 2007 in terms of Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the Articles of Association of the Company, to the Board of Directors of the Company ("the Board", which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this resolution) to borrow from time to time, both in Indian currency and in foreign currencies, including External Commercial Borrowing (ECB), and by issue of debentures of any kind, by issue of commercial papers, raising through Bonds in foreign currencies, ADR(s), GDR(s) for the purposes of Company's business, subject to obtaining necessary approvals of the Reserve Bank of India (RBI), if any, and other statutory authorities or other statutes for the time being in force as may be necessary, any sum or sums of monies as it may deem proper, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; provided that the total amount to be borrowed by the Board together with monies already borrowed shall not exceed Rs.5000 Crores (Rupees Five Thousand Crores only) outstanding at any time that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies borrowed / to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose.

FURTHER RESOLVED that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary

Report of the Scrutinizer:

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,05,466 votes casted in favour of the resolution whereas, 20,686 votes casted against it.

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Result: The Chairman declared that the resolution was carried with requisite majority.

17. ALTERATION OF ARTICLES OF ASSOCIATION (Proposed as a Special Resolution)

RESOLVED that pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and are hereby amended in the manner set out below:-

a) Article 96A (vi) shall be replaced by the following:

"The Bain Director, may, at the option of Bain, be appointed on the 'Finance and Management Committee', 'Nomination and Remuneration Committee', 'Audit Committee', 'Limited Review Committee' and any other committee that the Board decides to form, from time to time. Bain shall be entitled to, from time to time, nominate one person, to be appointed as the alternate director to its Bain Director ("Alternate Director"); and the Company and the Eligible Subsidiary shall exercise all their rights and powers and take all requisite actions to ensure that such person is appointed forthwith as the Alternate Director. The Alternate Director shall be an employee of the either Bain and/ or its Affiliates.

The Investor Director may be appointed on the 'Finance and Management Committee', 'Nomination and Remuneration Committee', 'Audit Committee', 'Limited Review Committee' and any other Committee that the Board decides to form, from time to time. The CVC shall be entitled to, from time to time, nominate one person, to be appointed as the alternate director to its Investor Director ("CVC Alternate Director"); and the Company and the subsidiary shall exercise all their rights and powers and take all requisite actions to ensure that such person is appointed forthwith as the CVC Alternate Director."

b) In the Article 97A (ii), the following shall be inserted after the end of Article :-

"A Director may participate in the meeting of the Board or committee thereof by video conferencing or by other audio visual means as per the provisions of the Companies Act, 2013 and rules made thereunder and such participation shall also be counted for the purpose of the quorum of such meetings."

c) After the end of the article 78 clause(b), the following shall be inserted and numbered as clause (c):-

"(c) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Companies Act, 2013 and shall vote only once."

d) Article 71 (b) shall be replaced by the following:

"(b) Save as otherwise provided herein, the quorum of the General Meeting shall be as provided in Section 103 of the Companies Act, 2013."

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For Himadri Chemicals & Industries Ltd.

Company Secretary

- e) Article 87 shall be replaced by the following:

"Unless otherwise determined by the Company in a General meeting, and, subject to the provisions of Article 96A (i), the number of Director shall not be less than three and more than fifteen."

- f) The first sentence of Article 96A (i) shall be replaced by the following:

"The Board shall at all times comprise a maximum of 12 (twelve) directors or such larger number as may be mutually agreed with Bain. The Investors shall be entitled to appoint and maintain in office one non-retiring director (and to remove from office any director so appointed and to appoint another in the place of the director so removed) ("Investor Director(s)"), which person shall be a employee of the Investors or the Investor Group."

- g) Article 93(a) shall be replaced by the following:

"Subject to the provisions of Article 96A (i), the Board shall have power at anytime, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by Article 87 above."

- h) At the end of the Article 2 the following shall be inserted :-

"Provided that provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification or alteration thereof, shall prevail."

- i) After the end of the Article 131 (vii) the following shall be inserted and numbered as (viii)

"The Company may serve documents on the registrar of companies or any member by post or by registered post or by speed post or by courier or by delivering at his office address, or by such electronic or other mode as may be prescribed. A member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in Annual General Meeting."

- j) After the end of the Article 131(viii), the following shall be inserted and numbered as (ix) :-

"Any Member, beneficial owner, debenture-holder, other security-holder or other person entitled to copies of any documents / registers / records to be kept or maintained by the Company in physical or electronic form under the provisions of the Companies Act, 2013 or the Rules made thereunder or any earlier enactment or rules, shall be provided copies thereof upon request and on payment of fee of Rs. 10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board."

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Report of the Scrutinizer

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,00,234 votes casted in favour of the resolution whereas, 4,917 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

18. APPROVAL OF PAYMENT OF REMUNERATION TO COST AUDITORS (Proposed as an Ordinary Resolution)

RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Mr. Sambhu Banerjee, Cost Auditor (Membership No. 9780) of the Company, for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2014-15 as approved by the Board of Directors of the Company be and is hereby ratified and approved.

Report of the Scrutinizer

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,50,24,251 votes casted in favour of the resolution whereas, 1,901 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

19. APPROVAL OF CONTRACTS / RELATED PARTY TRANSACTIONS (Proposed as a Special Resolution)

RESOLVED that pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), (as may be amended from time to time by the Securities and Exchange Board of India) consent of the members be and is hereby accorded to the Board of Directors of the Company (including any committee thereof) for entering into transactions, contracts or arrangements with the following related parties, during the financial year 2014-15 and thereafter, up to the

Certified True Copy
For Himadri Chemicals & Industries Ltd.

Company Secretary

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maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company provided however that the transaction so carried out shall at all times be on arm's length basis and in the ordinary course of business of the Company:-

SL. No.	Name of the Related party	Nature of Transaction	Value of Transaction
1	AAT Global Limited and / or Shandong Dawn Himadri Chemical Industry Limited	Financial Assistance in the form of guarantee, investment/loans, Import and Export of Raw material and Finished goods	Rs. 500 Crores per financial year
2	Equal Commoddeal Private Limited	Financial Assistance in the form of guarantee, investment/loans	Rs. 200 Crores per financial year

FURTHER RESOLVED that Mr. Bankey Lal Choudhary and Mr. Shyam Sundar Choudhary, Directors and Mr. Bajrang Lal Sharma, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.

Report of the Scrutinizer

As per the report of the Scrutinizer dated 22nd September 2014 submitted to the meeting, there were 29,49,99,455 votes casted in favour of the resolution whereas, 26,697 votes casted against it.

Result: The Chairman declared that the resolution was carried with requisite majority.

VOTE OF THANKS : Thereafter, there being no other business remaining to be transacted, on the proposal by Mr. B.L. Sharma, Company Secretary, the meeting concluded with a vote of thanks to the Chair.

Place: Kolkata
Date: 06/10/2014

Sd/-
CHAIRMAN

For Himadri Chemicals & Industries Ltd
Company Secretary