



**HIMADRI CHEMICALS  
& INDUSTRIES LIMITED**  
MFGR. OF : COAL TAR BY - PRODUCTS

Ref. No: HCIL/Stock-Ex/2014-15/19 1625  
Date: September 25, 2014

e-mail: [blsharma@himadri.com](mailto:blsharma@himadri.com)

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| Ref: Listing Code: HCIL<br>To<br>National Stock Exchange of India Ltd<br>Exchange Plaza, C-1, Block-G,<br>Bandra Kurla Complex ,Bandra ( East)<br>Mumbai- 400 051 | Ref: Listing Code: 500184<br>To<br>Bombay Stock Exchange Limited<br>Department of Corporate Services,<br>Floor 25, P J Towers, Dalal Street,<br>Mumbai – 400 001. |
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Dear Sir,

**Sub: Outcome of 26<sup>th</sup> Annual General Meeting of the Company held on 24.09.2014**

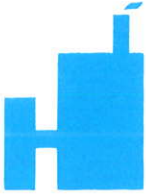
This is to inform you that the 26<sup>th</sup> Annual General Meeting of the Company was held at "Kala Kunj Hall" 48, Shakespeare Sarani, Kolkata – 700 017 on Wednesday the 24<sup>th</sup> September 2014 at 10.00 am, whereat the members of the Company on the basis of the report of the scrutinizer dated 22<sup>nd</sup> September 2014 on e-voting, which was placed before the meeting by the Chairman, has approved all the Resolutions as contained in the Notice convening the meeting:-

**As Ordinary Resolutions:**

1. Adoption of financial statements of the Company for the year ended 31 March 2014 including audited Balance Sheet as at 31<sup>st</sup> March 2014, and the Statement of Profit & Loss and the consolidated financial statements for the year ended on that date, together with the Report of the Board of Directors and Auditors thereon;
2. Declaration of dividend of Re.0.10 per share (@10%) on Equity share capital of the Company.
3. Re-appointment of Mr. Shyam Sundar Choudhary(DIN: 00173732) as Director retiring by rotation;
4. Re-appointment of Mr. Vijay Kumar Choudhary(DIN: 00173858) as Director retiring by rotation;
5. Appointment of M/s S. Jaykishan, Chartered Accountant (FRN No. 309005E) and M/s BSR & Co. LLP, Chartered Accountants, (FRN: 101248W) as Joint Statutory Auditors of the Company for the Financial year 2014-15 and authorised the Board to fix the remuneration.

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## CONTINUATION SHEET

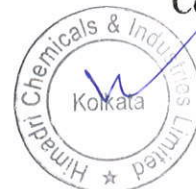
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6. Appointment of Mr. Santimoy Dey (DIN: 06875452) as Independent Director of the Company, for the period of five (5) consecutive years with effect from 24<sup>th</sup> September 2014, not liable to retire by rotation.
7. Appointment of Mr. Chandra Shekhar Sarda (DIN: 00252003) as Independent Director of the Company, for the period of five (5) consecutive years with effect from 24<sup>th</sup> September 2014, not liable to retire by rotation.
8. Appointment of Mr. Hanuman Mal Choraria (DIN: 00018375) as Independent Director of the Company, for the period of five (5) consecutive years from with effect from 24<sup>th</sup> September 2014, not liable to retire by rotation.
9. Appointment of Mr. Sakti Kumar Banerjee (DIN: 00631772) an existing Independent Director for the period of five (5) consecutive of a term up to 31 March 2019, not liable to retire by rotation.
10. Appointment of Mr. Krishnava Satyaki Dutt (DIN: 02792753) an existing Independent Director for the period of five (5) consecutive of a term up to 31 March 2019, not liable to retire by rotation.
11. Appointment of Mr. Hardip Singh Mann (DIN: 00104948) an existing Independent Director for the period of five (5) consecutive of a term up to 31 March 2019, not liable to retire by rotation.

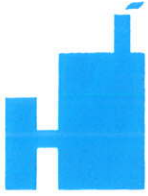
### As Special Resolution:

12. Approval for payment of remuneration to Mr. Anurag Choudhary, a relative of a director, for holding and continuing to hold office or place of profit as the **Chief Executive Officer- CEO** of the Company, at a remuneration in 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 including perquisites as specified in Explanatory Statement;
13. Approval for payment of remuneration to Mr. Tushar Choudhary, a relative of a director, for holding and continuing to hold office or place of profit as the **President – Operations** of the Company, at a remuneration in 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 including perquisites as specified in Explanatory Statement;
14. Approval for payment of remuneration to Mr. Amit Choudhary, a relative of a director, for holding and continuing to hold office or place of profit as the **President - Projects** of the Company, at a remuneration in 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 including perquisites as specified in Explanatory Statement;

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15. Consent to the Board 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, 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);
16. Consent to the Board for borrow money 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 it's 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);
17. Approval of alteration in Articles of Association of the Company;

**As Ordinary Resolution:**

18. Approval for payment of remuneration to Mr. Sambhu Banerjee, as Cost Auditor (Membership No. 9780) for the Financial Year 2014-15;

**As Special Resolution:**

19. Consent to the Board for entering into transactions with Related Parties in ordinary course of business on arms' length basis during the financial year 2014-15 and thereafter, up to the maximum amounts as specified in the Resolution;

Yours faithfully,

**For Himadri Chemicals & Industries Limited**

**B. L. Sharma**  
**Company Secretary**

**Cc to:**  
**The Calcutta Stock exchange Limited**  
**7, Lyons Range, 4<sup>th</sup> Floor**  
**Kolkata - 700001**

