

Report of Scrutinizer

Date: September 23, 2015

To,

The Chairman
Himadri Chemicals & Industries Limited
CIN: L27106WB1987PLC042756
23A, Netaji Subhas Road,
8th Floor, Suite No. 15
Kolkata-700001

Sub:: Scrutinizers' Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013('the ACT") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the voting through Ballot Form as provided by the company to the shareholders in lieu on e-voting by post as well as at the venue of AGM at "Kala Kunj Hall 48, Shakespeare Sarani, on Tuesday the 22 September 2015 at 10.00 am.

Dear Sir,

I, Sandip Kumar Kejriwal, Company Secretary in Practice, having C.P. No. 3821 have been appointed as the scrutinizer by the Board of Directors of the Company vide resolution passed on May 26, 2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules 2014, as amended for the purpose of scrutinizing the aforesaid voting process in fair and transparent manner, hereby submit my Consolidated Report on the Result of the Remote E-voting (during the period commencing from 18th September, 2015 at 9:00 A.M and ends on 21st September, 2015 at 5 P.M) along with Ballot Form received by Post and also at the venue of Annual General Meeting, as per notice dated 12th August, 2015 for the 27th Annual General Meeting held on Tuesday, 22nd September, 2015 at 10:00 A.M. in respect of the under mentioned Resolutions:

- (a) After the time fixed for closing to submit the Ballot Forms by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (b) The locked Ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.
- (c) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



Resolution No. 1-As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March 2015 together with the report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	311,280	301,064	0.10
Ballot (AGM)	522	507	0.00
Total	296,212,145	296,200,414	100

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	311,280	10,216	0.00
Ballot (AGM)	522	15	0.00
Total	296,212,145	11,731	0.00

Resolution No. 2-As an Ordinary Resolution:

To appoint a Director in place of Mr. Pavninder Singh (DIN: 03048302), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,899,843	99.90
Ballot (Postal)	309,580	299,344	0.10
Ballot (AGM)	522	517	0.00
Total	296,210,445	296,199,704	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	500	0.00
Ballot (Postal)	309,580	10,236	0.00
Ballot (AGM)	522	5	0.00
Total	296,210,445	10,741	0.00



Resolution No. 3-As an Ordinary Resolution:

To appoint a Director in place of Mr. Bankey Lal Choudhary (DIN: 00173792), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	294,416,063	294,415,563	99.90
Ballot (Postal)	309,580	297,864	0.10
Ballot (AGM)	522	507	0.00
Total	294726,165	294,713,934	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	294,416,063	500	0.00
Ballot (Postal)	309,580	11,716	0.00
Ballot (AGM)	522	15	0.00
Total	294726,165	12,231	0.00

Resolution No. 4-As an Ordinary Resolution:

To appoint the Auditors of the Company and authorize the Board of Directors to fix the remuneration of M/s S. Jaykishan, Chartered Accountants (Firm Registration No. 309005E), M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022),

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	308,578	298,362	0.10
Ballot (AGM)	522	507	0.00
Total	296,209,443	296,197,712	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	308,578	10,216	0.00
Ballot (AGM)	522	15	0.00
Total	296,209,443	11,731	0.00



Resolution No. 5-As an Ordinary Resolution:

To appoint Mr. Bankey Lal Choudhary (DIN:00173792) as Managing Director for a further period of 3(Three) years with effect from 1st April 2016.

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	294,416,063	294,414,563	99.90
Ballot (Postal)	305,040	294,324	0.10
Ballot (AGM)	522	507	0.00
Total	294,721,625	294,709,394	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	294,416,063	1,500	0.00
Ballot (Postal)	305,040	10,716	0.00
Ballot (AGM)	522	15	0.00
Total	294,721,625	12,231	0.00

Resolution No. 6-As an Ordinary Resolution:

To appoint Mr. Shyam Sundar Choudhary (DIN:00173732) as a Whole time Director a further period of 5(Five) years with effect from 1st April 2015

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	292,666,063	292,665,563	99.90
Ballot (Postal)	305,040	294,324	0.10
Ballot (AGM)	522	507	0.00
Total	292,971,625	292,960,394	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	292,666,063	500	0.00
Ballot (Postal)	305,040	10,716	0.00
Ballot (AGM)	522	15	0.00
Total	292,971,625	11,231	0.00



Resolution No. 7-As a Special Resolution:

To ratify remuneration of Cost Auditors 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 2015-16 .

(i) Voted in favour of the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in favour	% of total number of valid votes cast
Remote E-voting	295,900,343	295,898,843	99.90
Ballot (Postal)	305,040	294,023	0.10
Ballot (AGM)	522	507	0.00
Total	296,205,905	296,193,373	100.00

(ii) Voted against the Resolution:

Mode of Voting	Total number of votes (shares) casted	Number of votes cast by them in against	% of total number of valid votes cast
Remote E-voting	295,900,343	1,500	0.00
Ballot (Postal)	305,040	11,017	0.00
Ballot (AGM)	522	15	0.00
Total	296,205,905	12,532	0.00

My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by National Securities Depository services Limited (NSDL), the authorized agency to provide remote e-voting facilities, engaged by the company and Ballot Form received by Post and at the venue of Annual General Meeting, for which the Company provided voting facility by way of Ballot Paper to the shareholders who did not cast their vote through remote e-voting or Ballot facilities.

Cut-Off Date:

The members of the Company holding shares on the "Cut-off date" of 15th September 2015 were entitled to vote on the resolutions proposed as set out in the notice of the 27th Annual General Meeting.



Recommendation:

As per the report of voting all the resolutions having secured requisite majority of votes, the respective resolutions may be considered as passed. The Chairman may accordingly declare the result of voting.

Thanking You.

Yours Sincerely,



Sandip Kumar Kejriwal
Company Secretary
[C.P No.-3821]
[FCS No.-5152]
Scrutinizer for E-voting

Place: Kolkata

Date: 23rd September, 2015

Witness:

We the undersigned witness that the votes unlocked from the e-voting website of the NSDL in our presence at the office of the Scrutinizer, Mr. Sandip Kumar Kejriwal.

Puja Chourasia
Ms. Puja Chourasia

Shilpa Bahety
Ms. Shilpa Bahety

Himadri Chemicals & Industries Limited

Date of AGM	22 September, 2015
Total Number of shareholders on record date (Cut-off Date: 15 September, 2015)	16289
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	12
- Public	432
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	-
- Public	-

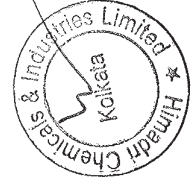
(Agenda Wise)

Resolution no. 1: Adoption of Audited Financial Statements (including the Audited Consolidated Financial Statements) for the financial year ended 31st March, 2015, and the report of the Board of Directors and Auditors thereon. (as an Ordinary Resolution)

Mode of Voting: E-voting and assent/dissent Ballot form

Promoter/Public	No. of shares held -1	No. of votes polled -2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes - against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	172,139,910	172,139,910	100.00%	172,139,910	-	100%	-
Public - Institutional holders	19000	0	0%	0	0	0	0%
Public-Others	213,573,660	124,072,235	58.093%	124,060,504	11,731	99.990%	0.010%
Total	385,732,570	296,212,145		296,200,414	11,731		

Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority



Resolution no. 2: Appointment of Mr Pavinder Singh (DIN: 03048302) as a Director (Ordinary Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held -1	No. of votes polled -2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	172,139,910	100.00%	172,139,910	-	100%	-
Public - Institutional holders	19000	0	0	0	0	0	-
Public-Others	213,573,660	124,070,535	58.092%	124,059,794	10,741	99.99%	0.01%
Total	385,732,570	296,210,445		296,199,704	10,741		

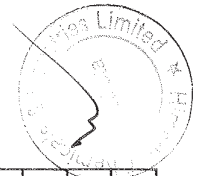
Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority

Resolution no. 3: Appointment of Mr Bankey Lal Choudhary (DIN: 00173792) as a Director (Ordinary Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held -1	No. of votes polled -2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	170,655,630	99.14%	170,655,630	-	100%	-
Public - Institutional holders	19000	0	0	0	0	0	0%
Public-Others	213,573,660	124,070,535	58.092%	124,058,304	12,231	99.99%	0.010%
Total	385,732,570	294,726,165		294,713,934	12,231		

Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority



Resolution no. 4: Appointment of Auditors and fixing their remuneration (as Ordinary Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	172,139,910	100.00%	172,139,910	-	100%	0
Public - Institutional holders	19000	0	0	0	0	0	0%
Public-Others	213,573,660	124,069,533	58.092%	124,057,802	11,731	99.99%	0.01%
Total	385,732,570	296,209,443		296,197,712	11,731		

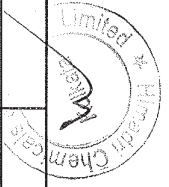
Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority

Resolution no. 5: Appointment of Mr Bankey Lal Choudhary (DIN: 00173792) as Managing Director (Special Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	170,655,630	99.14%	170,655,630	-	100%	-
Public - Institutional holders	19000	0	0	0	0	0	0%
Public-Others	213,573,660	124,065,995	58.09%	124,053,764	12,231	99.99%	0.01%
Total	385,732,570	294,721,625		294,709,394	12,231		

Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority



Resolution no. 6: Appointment of Mr Shyam Sundar Choudhary (DIN: 00173732) as Whole time Director (Special Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held - 1	No. of votes polled -2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	168,905,630	98.12%	168,905,630	-	100%	-
Public - Institutional holders	19000	0	0	0	0	0	0
Public-Others	213,573,660	124,065,995	58.09%	124,054,764	11,231	99.99%	0.01
Total	385,732,570	292,971,625		292,960,394	11,231		

Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority

Resolution no. 7: Ratification of remuneration payable to Cost Auditors for the FY 2015-16(Ordinary Resolution)

Mode of Voting: E-voting and assent/ dissent Ballot form

Promoter/Public	No. of shares held - 1	No. of votes polled -2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	172,139,910	172,139,910	100.00%	172,139,910	-	100%	-
Public - Institutional holders	19000	0	0	0	0	0	0%
Public-Others	213,573,660	124,065,995	58.09%	124,059,463	12,532	99.99%	0.01%
Total	385,732,570	296,205,905		296,193,373	12,532		

Result: On the basis of the report of the Scrutinizer the resolution was passed with requisite majority

For Himadri Chemicals & Industries Ltd.

 Company Secretary

