



**Ref. No: HSCL/Stock-Ex/2017-18/93**

**Date: December 9, 2017**

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

<b>Ref : Listing Code: 500184</b> BSE Limited Department of Corporate Services P. J. Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai- 400 001	<b>Ref: Listing Code: HSCL</b> National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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Dear Sir

**Subject: Results of Postal Ballot with Report of Scrutinizer**

This is to inform you that the Company has proposed to pass a Special Resolution seeking approval of the shareholders through postal ballot for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 1000 Crores and the voting process of were completed on Friday the 8<sup>th</sup> December 2017 at 05.00 P.M.( IST).

The Company has also provided e-voting facility to its members in compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (LODR) Regulations, 2015.

The Scrutinizer after scrutiny of voting process of Postal Ballot/e-voting has submitted his report on 9<sup>th</sup> December, 2017 and on the basis of his report, the Special Resolution as contained in the notice dated 2<sup>nd</sup> November, 2017, has been duly passed with requisite majority.

In terms of Regulation 44(3) of SEBI (LODR) Regulations, 2015, we are enclosing herewith the following:

1. Copy of the Report of the Scrutinizer dated 9<sup>th</sup> December, 2017;
2. Voting Result of Postal Ballot (including e-voting) as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015;

We request you to please take on record the same.

Thanking You,

Enclo: a/a

CC To,  
National Securities Depository Ltd



Yours faithfully,

For Himadri Speciality Chemical Ltd

  
Company Secretary  
FCS: 8148

**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](http://www.himadri.com)

S.K.GHOSH  
Company Secretary

AB-198, Salt Lake City,  
Sector -I, Kolkata - 700064  
Ph: 2359 2065

### SCRUTINIZER'S REPORT

Date: 9 December, 2017

The Chairman  
**Himadri Speciality Chemical Ltd**  
Corp. off.-8, India Exchange Place,  
Ruby House, 2<sup>nd</sup> Floor  
Kolkata-700001

**Sub: Scrutinizer Report on voting through postal ballot including electronic voting in respect of passing of special resolutions contained in the notice dated 2 November, 2017**

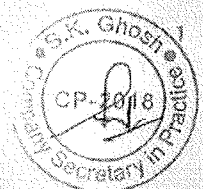
Dear Sir,

1. I, Samir Kumar Ghosh, Practicing Company Secretary (CP No.: 2018), have been appointed by the Board of Directors of **Himadri Speciality Chemical Ltd** ("the Company") at its' meeting held on 2 November 2017 as a Scrutinizer pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for scrutinizing the voting process through postal ballot (including voting by electronic means) in respect of the Special Resolution as specified in the notice dated 2 November, 2017.
2. The Postal Ballot was conducted for Special Resolution proposed to be passed by the Shareholders enabling the company for-
  - (a) Approval of raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs.1000 crores.

#### Management Responsibility

The Company is responsible to ensure compliance with the requirements of the relevant provisions of -

- i) the Companies Act, 2013 and the Rules made thereunder and
- ii) the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.



### Scrutinizers' Responsibility

My responsibility as a scrutinizer is restricted to make a report on the votes cast by the members in respect of the resolution contained in the Postal Ballot Notice. The report is based on verification of data provided by National Securities Depository Limited ('NSDL') being the agency appointed for e-voting service and the Postal Ballot Form (Physical) as received from the shareholders through post upto 5.00P.M. (IST) on 8 December 2017.

3. I submit my report as under:

- a. In compliance with the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Company had engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facility to its' members to enable them to cast their votes electronically in respect proposed special resolution.
- b. The Company had completed the dispatch of postal ballot notice on 9 November, 2017 to the shareholders whose names appeared in the Register of Members as on cut-off date i.e. 2 November, 2017 through eligible modes along with postal ballot forms with pre-paid postage self addressed envelope.
- c. The voting period commenced on 9 November, 2017 at 9.00 A.M. (IST) and concluded on 8 December, 2017 at 5.00 P.M.(IST).
- d. The advertisement about the completion of dispatch of postal ballot notice to the shareholders was published one in English newspaper all edition in "Financial Express" and one in vernacular language in "Sukhabar" on 10 November, 2017.
- e. The ballot forms received through post were kept in my safe custody in sealed and tamperproof ballot boxes before commencing the scrutiny of such postal ballot forms.
- f. After closer of the voting cycle the ballot boxes were opened by me and the report on the electronic voting were downloaded from NSDL by me for preparing the report.



- g. The postal ballot forms were scrutinized by me and separately numbered and the details of every shareholder including their shareholding and other details were matched / confirmed with the Register of Members of the company / list of beneficial owners as on the cut-off date.
- h. All ballot forms received upto 5.00 P.M.(IST) on 8 December, 2017 i.e. the last date and time fixed for this purposes and the votes casted by the members through electronic means as received from NSDL were considered by me for scrutiny and preparing the report.
- i. Particulars of all postal ballot forms received from the Members have been entered in two registers separately maintained for this purpose, i.e. one for ballots received through post and another for votes cast through electronic means as received from NSDL. The data relating to (a) Promoter & Promoter group, (b) Public - Institutional Bodies and (c) Public - others, were separately recorded in each of the two registers to arrive at the results as per the format as prescribed under regulation 44 of the SEBI ( Listing Obligation & Disclosure Requirements) Regulations, 2015. The data of these two registers have been collectively considered in preparing this report.
- j. There were four ballot forms which were rejected due to incomplete detail and/or not supported by required documents and there were 317401584 valid votes received from 278 shareholders.

The result of the scrutiny of the above postal ballot including voting by electronic means in respect of passing of the resolution contained in Postal Ballot Notice, is as under:

**Special Resolution :-** Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs 1000 crores.

(I) Voted in favour of the resolution

Manner of Voting	Number of member voted	No of Vote cast by them	% of total number of valid vote cast
Physical	52	204788	0.06
Electronic	218	315133589	99.29
Total	270	315338377	99.35





S.K.GHOSH  
Company Secretary

AB-198, Salt Lake City,  
Sector -I, Kolkata - 700064  
Ph: 2359 2065

(II) Voted against of the resolution

Manner of Voting	Number of member voted	No of Vote cast by them	% of total number of valid vote cast
Physical	0	0	0.00
Electronic	8	2063207	0.65
Total	8	2063207	0.65

(III) Invalid votes

Manner Voting	of	Number of member voted	No of Vote cast by them
Physical		4	3210
Electronic		0	0
Total		4	3210

Result of Voting

On the basis of the Postal ballot Forms received as well as upon the voting results of e-voting as received from NSDL, the special resolution as proposed in the Notice of Postal ballot has been duly passed with requisite majority. Accordingly, the Company may declare the result on the basis of my report.

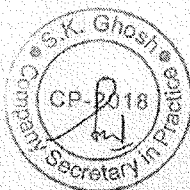
Thanking you,



Samir Kumar Ghosh  
Practising Company Secretary  
(CP No: 2018)

Place: Kolkata

Dated: 9 December, 2017





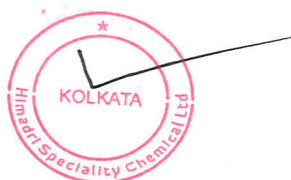
**Himadri Speciality Chemical Ltd**  
(Formerly known as Himadri Chemicals & Industries Limited)  
CIN: L27106WB1987PLC042756

**Voting Results**

**Annexure II**

<b>Date of Postal Ballot* (Voting concluded at 5.00 P.M (IST)</b>	December 8, 2017
<b>Total Number of shareholders on record date (Cut-off Date: November 2, 2017)</b>	41057
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> <ul style="list-style-type: none"><li>- Promoters and Promoter Group</li><li>- Public</li></ul>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>- Promoters and Promoter Group:</li><li>- Public</li></ul>	Not Applicable

\*In terms of Clause 16.6.3 of SS-2, the Resolution is deemed to have been passed on the last date specified by the Company for the receipt of duly completed Postal Ballot Forms or e-voting i.e., 8<sup>th</sup> December, 2017.



*[Signature]*  
For Himadri Speciality Chemical Ltd  
Company Secretary  
FCS: 8148

## Agenda- wise disclosure

### Special Business:

**Resolution no. 1:** Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 1000 Crores.

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	E-Voting	204815207	204815207	100.000	204815207	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		204815207	100.000	204815207	0	100.000	0.000
Public Institutions	E-Voting	11693644	8354769	71.447	6292179	2062590	75.312	24.688
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		8354769	71.447	6292179	2062590	75.312	24.688
Public Others	E-Voting	201899016	104026820	51.524	104026203	617	99.999	0.001
	Postal Ballot		204788	0.101	204788	0	100.000	0.000
	Total		104231608	51.625	104230991	617	99.999	0.001
Grand Total		418407867	317401584	75.859	315338377	2063207	99.350	0.650

**Results:** On the basis of the Report of the Scrutinizers dated 9<sup>th</sup> December 2017, the Special Resolution as proposed in the notice dated 2<sup>nd</sup> November, 2017 has been duly passed with the requisite majority.



For Himadri Speciality Chemical Ltd

Company Secretary  
FCS: 8148