

Ref. No: HSCL/ Stock-Ex/2023-24/119

Date: 20/03/2024

E-mail: monika@himadri.com

Ref: Listing Code: 500184 Ref: Listing Code: HSCL

BSE Limited

Department of Corporate Services

P. J. Towers, 25th Floor,

Dalal Street, Mumbai- 400 001 National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G

Bandra Kurla Complex,

Bandra (E) Mumbai- 400 051

Sub: Outcome of Board Meeting held on 20.03.2024- pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam.

In continuation to our letter dated 15.03.2024 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") we would like to inform you that the Board of Directors of Himadri Speciality Chemical Ltd ("Company") at its meeting held today, i.e., on 20.03.2024 inter-alia has considered and approved the following:

1. Acquisition of 40% equity shares of Invati Creations Private Limited:

Subject to the approval of the shareholders and such other regulatory or statutory approvals as may be required, the Board has approved the acquisition of 40% paid-up equity share capital of Invati Creations Private Limited ("Target Company"), for a total purchase consideration of INR 45,16,12,800 (Rupees Forty Five Crores Sixteen Lakhs Twelve Thousand Eight Hundred Only ("Purchase Consideration") which is to be discharged in the following manner -

- (i) INR 19,99,35,864 (Rupees Nineteen Crores Ninety-Nine Lakhs Thirty-Five Thousand Eight Hundred Sixty Four Only) will be paid in cash against issue of fresh 2,152 (Two Thousand One Hundred Fifty Two) equity shares of INR 10/- (Rupees Ten only), constituting 17.71% stake, of the Target Company; and
- (ii) INR 25,16,76,936 (Rupees Twenty Five Crores Sixteen Lakhs Seventy Six Thousand Nine Hundred Thirty Six only) payable for acquiring 2,709 (Two Thousand Seven Hundred Nine) equity shares of INR 10/-(Rupees Ten only) each, constituting 22.29% stake, of the Target Company from the existing shareholders of the Target Company for consideration other than cash to be settled by way of issue and allotment of 7,96,446 (Seven Lakhs Ninety Six Thousand Four Hundred Forty Six) equity shares of the Company having face value of INR 1/-(Rupee One Only) each, at a price of INR 316/- (Rupees Three Hundred Sixteen only) per equity share (including a premium of INR 315/- (Rupees Three Hundred Fifteen only) per equity share to the existing shareholders of the Target Company.

The Board has approved the execution of an Investment Agreement between the Company and the Target Company and their shareholders and execution of other necessary documents regarding the aforementioned acquisition ("IA" or "Transaction Documents" or "Definitive Agreement"), whereby the Company agrees to acquire 40% stake in the Target Company.



The aforementioned acquisition shall be subject to such regulatory/ statutory approvals as may be required under applicable laws.

Disclosures required under Regulation 30 read with Schedule III of the SEBI Listing Regulations read along with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as 'Annexure-I'.

2. Issue of Equity Shares of the Company on preferential basis, for consideration other than cash:

Subject to the approval of the shareholders and such other regulatory or statutory approvals as may be required, the Board has approved the issuance of 7,96,446 (Seven Lakhs Ninety Six Thousand Four Hundred Forty Six) fully paid-up equity shares of the Company having face value of INR 1/- each (Rupee one only) to non-promoters being existing shareholders of the Target Company (as listed in Annexure II herein) at a price of INR 316/- (Rupees Three Hundred Sixteen only) per equity share (including a premium of INR 315/- (Rupees Three Hundred Fifteen only) per equity share, ("Subscription Shares"), which is not less than the floor price as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for consideration other than cash towards payment of INR 25,16,76,936 (Rupees Twenty Five Crores Sixteen Lakhs Seventy Six Thousand Nine Hundred Thirty Six only) ("Purchase Consideration"), payable by the Company to the Proposed Allottees listed below, who are not Promoter(s) and who does not belong to the Promoter Group of the Company, for acquisition of 2709 (Two Thousand Seven Hundred Nine) equity shares of INR 10/-(Rupees Ten only) each, representing 22.29% paid-up equity share capital of Invati Creations Private Limited ("Target Company") (CIN: U74999WB2016PTC217564) whose shares are currently held by the Proposed Allottees ("Purchase Shares"), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

Disclosure under Regulation 30 of SEBI Listing Regulations read along with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circulars"), are provided in 'Annexure III'.

3. Preferential issue of warrants:

Subject to the approval of the shareholders and such other regulatory or statutory approvals as may be required, the Board has approved the issuance of 1,08,47,000 (One Crore Eight Lakhs Forty Seven Thousand) Warrants each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company, having a face value of INR 1/- (Rupee one only) within a period of 18 (eighteen months) in accordance with the applicable laws ("Warrants") at a price of INR 316/- (Rupees Three Hundred Sixteen only) each payable in cash ("Warrant Issue Price"), aggregating upto INR 3,42,76,52,000 (Rupees Three Hundred Forty Two Crores Seventy Six Lakhs Fifty Two Thousand Only) to the Promoters and certain other identified persons (as listed in Annexure IV herein) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of ICDR Regulations, SEBI Listing Regulations and such other acts / rules / regulations as may be applicable ("Warrants Issue").



Upon issue of Warrants in accordance herewith, an amount equivalent to 25% (twenty-five per cent) of the total issue size shall be called upfront from the proposed allottees.

Disclosure under Regulation 30 of SEBI Listing Regulations read along with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circulars"), are provided in 'Annexure IV'.

4. Seeking approval of shareholders for issuance of securities on a preferential basis through Postal Ballot:

The approval of shareholders for the issue of securities on a preferential basis as indicated in para (2) and (3) above is being sought through Postal Ballot. The necessary details of the Postal Ballot and e-Voting will be disclosed separately.

The Meeting of the Board of Directors commenced at 11.00 a.m. (IST) and concluded at 12:50 p.m. (IST)

We request you to kindly take on record the same.

Thanking you,

Yours faithfully, For Himadri Speciality Chemical Ltd

(Company Secretary & Compliance Officer) ACS: 29322



Annexure-I

Sr No.	Particulars	Description
1	Name of the Target entity, details in brief such as size, turnover etc.	Name: Invati Creations Private Limited (CIN: U74999WB2016PTC217564)
		Authorised Capital: INR 5,00,000 divided into 50,000 equity shares of INR 10 each.
		Paid up Capital: INR 100,000 divided into 10,000 equity shares of INR 10 each.
		The Turnover of the Target Company in the last financial year ended on 31 March 2023 was INR 3.76 Crores.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/	The acquisition would not fall within related party transaction(s).
	promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	The Promoter/ promoter group/ group companies have no interest in the Target Company.
3	Industry to which the entity being acquired belongs;	Speciality Chemicals
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons or acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company's decision to invest in Target Company, aligns with its vision of producing high-quality Lithiumion (Li-ion) battery materials and reinforces its commitment in exploring innovative technologies in the battery material segment.
		This acquisition strengthens the Company's position as Invati's R&D capabilities have the potential to be transformative for battery materials being developed and proposed to be manufactured by the Company.
		This acquisition is envisaged to contribute significantly to advancing technology and solutions in the life-science verticals, positioning both entities at the forefront of scientific and technological advancements.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6	Indicative time period for completion of the acquisition;	Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of last of the approval/ permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges) for issuance of the equity shares to the proposed allottees.



7	Consideration - whether cash consideration or share swap and details of the same;	The Board has approved the acquisition of 40% paid-up equity share capital of Invati Creations Private Limited ("Target Company"), for a total purchase consideration of INR 45,16,12,800 (Rupees Forty Five Crores Sixteen Lakhs Twelve Thousand Eight Hundred Only) ("Purchase Consideration") which is to be discharged in the following manner - (i) INR 19,99,35,864 (Rupees Nineteen Crores Ninety-Nine Lakhs Thirty-Five Thousand Eight Hundred Sixty Four Only) will be paid in cash against issue of fresh 2,152 (Two Thousand One Hundred Fifty Two) equity shares of INR 10/- (Rupees Ten only), constituting 17.71% stake, of the Target Company; and
8	Cost of acquisition or the price at	(ii) INR 25,16,76,936 (Rupees Twenty Five Crores Sixteen Lakhs Seventy Six Thousand Nine Hundred Thirty Six only) payable for acquiring 2,709 (Two Thousand Seven Hundred Nine) equity shares of INR 10/-(Rupees Ten only) each, constituting 22.29% stake, of the Target Company from the existing shareholders of the Target Company for consideration other than cash to be settled by way of issue and allotment of 7,96,446 (Seven Lakhs Ninety Six Thousand Four Hundred Forty Six) equity shares of the Company having face value of INR 1/-(Rupee One Only) each, at a price of INR 316/- (Rupees Three Hundred Sixteen only) per equity share (including a premium of INR 315/- (Rupees Three Hundred Fifteen only) per equity share to the existing shareholders of the Target Company. INR 45,16,12,800 (Rupees Forty Five Crores Sixteen
9	which the shares are acquired; Percentage of shareholding / control acquired and / or number of shares acquired;	Lakhs Twelve Thousand Eight Hundred Only) Shareholding in Percentage: 40.00%
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Business: The Company is engaged in engineering Lithium-ion electrode materials for efficient energy storage with higher energy density and longer battery life and using groundbreaking nanotechnology biosciences to provide real-world solutions through research and development, design, provision of technical assistance and licenses and consulting of manufacturing systems including research and development of various molecules and nanotech solutions for addressing challenges in life-science verticals,



	designing technology agrochemical, animal	,	industries such as rgy storage.			
	Date Of Incorporation : 14 September 2016					
	Last 3 years turnover: (INR. in crores					
	FY 22-23	FY 21-22	FY 20-21			
	3.76	2.44	0.05			
	Market Presence of the Company: India					

Annexure-II

List of Proposed Allottees:

Name of the Proposed Allottee(s)	Category	No. of equity shares to be allotted
Mr. Mukeshh Agarwal	Non- Promoter	2,31,084
Ms. Nitika Agarwal	Non- Promoter	1,59,348
Dr. Nilanjan Deb	Non- Promoter	3,90,138
Mr. Mohammad Fahad Shaikh	Non- Promoter	15,876
Total Equity Shares proposed to be		7,96,446
allotted for consideration other		
than cash		

Annexure-III

Sl No	Particulars	Description
1	Type of securities	Equity
	proposed to be issued	
2	Type of issuance	Preferential allotment
3	Total number of securities	7,96,446 (Seven Lakhs Ninety Six Thousand Four Hundred Forty Six)
	proposed to be issued or	equity shares of the Company having face value of INR 1/-(Rupee One
	the total amount for which	Only) each, at a price of INR 316/- (Rupees Three Hundred Sixteen
	the securities will be	only) per equity share (including a premium of INR 315/- (Rupees
	issued (approximately)	Three Hundred Fifteen only) per equity share, which is not less than
		the price determined in accordance with Chapter V of the ICDR
		Regulations (hereinafter referred to as the "Subscription Shares") for
		consideration other than cash towards payment of INR 25,16,76,936
		(Rupees Twenty Five Crores Sixteen Lakhs Seventy Six Thousand
		Nine Hundred Thirty Six only) ("Purchase Consideration"), payable
		by the Company to the Proposed Allottees listed below, who are not
		Promoter(s) and who does not belong to the Promoter Group of the
		Company, for acquisition of 2,709 (Two Thousand Seven Hundred
		Nine) equity shares of INR 10/-(Rupees Ten only) each, representing
		22.29% paid-up equity capital of Invati Creations Private Limited
		("Target Company") (CIN: U74999WB2016PTC217564) whose
		shares are currently held by the Proposed Allottees ("Purchase



Λ ddit	ional information in case of p	Shares"), on su may be determ Regulations and	nined by I other ap	the Bo	ard in accor		
4	Name of the Investor	1. Mr. Mukeshh Agarwal 2. Ms. Nitika Agarwal 3. Dr. Nilanjan Deb 4. Mr. Mohammad Fahad Shaikh					
5	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of	Outcome of the Name of the Proposed Allottees	Pre Issue Equity holding		No. of Share to be allotted	Post issue Equity Holding	
	convertibles), number of investors		No. of shares	%		No. of shares	%
		Mukeshh Agarwal	0	0	2,31,084	2,31,084	0.05
		Nitika Agarwal	0	0	1,59,348	1,59,348	0.03
		Dr. Nilanjan Deb	0	0	3,90,138	3,90,138	0.08
		Mohammad Fahad Shaikh	0	0	15,876	15,876	0.00
		Issue Price: IN equity share (in Hundred Fifteen	cluding and only) po	premiur er equity	n of INR 315 share		
6	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	No. of investor Not Applicable		es: 4 (Fo	ır)		
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable					



Annexure-IV

Sl	Particulars	Description			
No		-			
1	Type of securities proposed to be issued	Convertible warrants of the Company ("Warrants") Warrants carrying a right to subscribe 1 (one) Equity Share per warrant.			
	T	Declaration of the state of the			
2	Type of issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and ICDR Regulations and other applicable laws.			
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Board of Directors at its meeting dated 20 March 2024, subject to the approval of the shareholders and such other approvals as may be required, has proposed to create, offer, issue and allot up to 1,08,47,000 (One Crore Eight Lakhs Forty Seven Thousand) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid- up equity share of the Company having face value of INR 1/- (Rupee One Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 316/- (Rupees Three Hundred Sixteen only) each to be payable in cash ("Warrant Issue Price"), aggregating upto INR 3,42,76,52,000 (Rupees Three Hundred Forty Two Crores Seventy Six Lakhs Fifty Two Thousand Only) ("Total Issue Size") on a preferential basis to the below-mentioned Promoters and certain other identified persons ("Warrant Holder(s)" / "Proposed Allottee(s)"), on preferential basis. The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant shall be subject to appropriate adjustments as permitted under applicable laws			



Additional information in case of preferential issue:

Name of the Investor

List of Proposed Allottees:

Sr. No.	Name of the proposed allottee(s)	Maximum Nos. of Warrants to be Allotted			
Α.	Promoters				
1.	Anurag Choudhary	60,00,000			
2.	Amit Choudhary	40,00,000			
B.	Others				
1.	Sucharita Basu De	2,00,000			
2.	Mukund Choudhary	1,00,000			
3.	Aditya Paresh Trivedi	1,00,000			
4.	Somesh Satnalika	50,000			
5.	Kamlesh Kumar Agarwal	50,000			
6.	Satish Kumar Chhabra	50,000			
7.	Gajendra Bansal	30,000			
8.	Vikash Kumar Patodia	30,000			
9.	Avijit Sasmal	30,000			
10.	Prashant Prahladka	25,000			
11.	Rajesh Kumar Chokhani	25,000			
12.	Megha Choudhary	25,000			
13.	Dinesh Kumar Verma	20,000 14,000			
	Vikash Bajaj				
15.	Ayush Agarwal	12,500			
16.		12,500			
17.		12,000			
18.	Dr Soumen Chakraborty	10,000			
19.	Abhishek Damani	10,000			
20.	Arindam Mahata	6,000			
21.	Prakash Dalmia	5,000			
22.	Pushpa Chokhani	5,000			
23.	Saumya Brata Dutta	5,000			
24.	Kingshuk Bose	5,000			
25.	Arvind Sunder Shetty	5,000			
26.	Subroto Mukherjee	5,000			
27.	Sudha Choudhary	5,000			
	Total	1,08,47,00			



5 Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors

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Outcome of the subscription: Name of the **Pre-Issue Equity** Post issue Sr. No.of Proposed holding **Equity Holding** No. warrants Allottees to after exercise of Warrants be (assuming full allotted Conversion of Warrants) % No. of % No. of shares shares Promoter A 1. Anurag Choudhary 3,30,00,000 6.70 6,000,000 3,90,00,000 7.73 1,37,50,000 2.79 3.52 2. Amit Choudhary 4,000,000 1,77,50,000 В Others Sucharita Basu De 19,966 0.00 0.04 1. 200,000 2,19,966 Mukund 4,700 0.00 100,000 1,04,700 2. 0.02 Choudhary 3. Aditya Paresh 100,000 1,00,000 0.02 Trivedi

4,35,490

4,55,100

75,400

1,02,000

85,400

2,33,130

30,234

201

31,800

0.09

0.09

0.02

0.02

0.02

0.05

0.01

0.00

0.00

0.01

50,000

50,000

50,000

30,000

30,000

30,000

25,000

25,000

25,000

20,000

14,000

4,85,490

5,05,100

1,25,400

1,32,000

1,15,400

30,000

2,58,130

55,234

29,290

20,201

45,800

0.10

0.10

0.02

0.03

0.02

0.01

0.05

0.01

0.01

0.00

0.01

Himadri Speciality Chemical Ltd

Somesh Satnalika

Kamlesh Kumar

Gajendra Bansal

Vikash Kumar

Avijit Sasmal

Agarwal
Satish Kumar

Chhabra

Patodia

Prashant

Prahladka

Chokhani

Verma

Rajesh Kumar

Dinesh Kumar

Vikash Bajaj

Megha Choudhary 4,290



			THE STREET WAS STREET					
		15.	Ayush Agarwal	-	-	12,500	12,500	0.00
		16.	Sakshi Agarwal	_	-	12,500	12,500	0.00
		17.	Monika Saraswat	30,000	0.01	12,000	42,000	0.01
		18.	Dr Soumen Chakraborty	1,32,444	0.03	10,000	1,42,444	0.03
		19.	Abhishek Damani	13,070	0.00	10,000	23,070	0.00
		20.	Arindam Mahata	-	-	6,000	6,000	0.00
		21.	Prakash Dalmia	12,300	0.00	5,000	17,300	0.00
		22.	Pushpa Chokhani	-	-	5,000	5,000	0.00
		23.	Saumya Brata Dutta		-	5,000	5,000	0.00
		24.	Kingshuk Bose	-	-	5,000	5,000	0.00
		25.	Arvind Sunder Shetty	-	-	5,000	5,000	0.00
		26.	Subroto Mukherjee	144	0.00	5,000	5,144	0.00
		27.	Sudha Choudhary	120	0.00	5,000	5,120	0.00
6	In case of	(including equity sha	estors/allottees: 29	315/- (Rup 9 (Twenty N	ees Thre	ee Hundred 1	Fifteen only)	per
U	convertibles — intimation on conversion of securities or on	on per warrant, which may be exercised in one or more tranches during the periods of commencing from the date of allotment of warrants until the expiry ites or on 18(eighteen) months from the date of allotment of the warrants.					y Share period	
	lapse of the tenure of the instrument;	In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.						
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Appli	cable					