



HIMADRI CHEMICALS & INDUSTRIES LIMITED

Regd. Office: "Ruby House", 8, India Exchange Place, 2nd Floor, Kolkata – 700 001

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of Himadri Chemicals & Industries Limited will be held at "Kala Kunj Hall", 48, Shakespeare Sarani, Kolkata – 700 017, on Monday, the 23rd September, 2013 at 10.00 am to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the year ended on that date, together with the report of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Bankey Lal Choudhary, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sushil Kumar Saraf, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s S. Jaykishan, Chartered Accountants (FRN: 309005E) and M/s B S R & Co, Chartered Accountants (FRN:101248W) as 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, and fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:
"RESOLVED that Mr. Pavninder Singh, who was appointed by the Board as an additional Director of the Company with effect from 30th October 2012 and holds office upto the date of this Annual General meeting in terms of Section 260 of the Companies Act, 1956, and in respect of whom a notice pursuant to Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Pavninder Singh as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED that in accordance with the provisions of Section 198, 269, 309, 310, 311, 314 read with Schedule XIII and all other applicable provisions, if any of the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof and subject to such approvals/consents, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Bankey Lal Choudhary, as Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April, 2013 on the terms, conditions including remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall deemed to be included any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 314 (1B) and all other applicable provisions if any, of the Companies Act, 1956, and pursuant to the Directors' Relatives (Office or Place of Profit) Rules, 2011 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded 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 (or such other designation as may be assigned from time to time by the Remuneration Committee / Selection Committee and approved by the Board of Directors) in the Company for a period of three

years with effect from 1st July, 2013, or such other date as may be stipulated by the Central Government while granting such approval, under the scale of ₹ 3,00,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000 per month, not exceeding in aggregate of ₹ 77,30,000 (Rupees Seventy Seven lacs Thirty thousand only) per annum, with an authority to the Board of Directors to sanction at their discretion of increments within the grade as they may deem fit and proper and to sanction at their discretion and 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.

RESOLVED FURTHER that the remuneration payable to Mr. Anurag Choudhary as aforesaid will be subject to such modification/(s) as the Central Government may suggest or require which the directors are hereby authorized to accept on behalf of the Company and which may be acceptable to Mr. Anurag Choudhary and are not less favourable to the Company."

9. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"**RESOLVED** that pursuant to the provisions of Section 314 (1B) and all other applicable provisions if any, of the Companies Act, 1956, and pursuant to the Directors' Relatives (Office or Place of Profit) Rules, 2011 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to **Mr. Tushar Choudhary**, a relative of a Director, for holding and continuing to hold office or place of profit as the **President-Operations** (or such other designation as may be assigned from time to time by the Remuneration Committee / Selection Committee and approved by the Board of Directors) in the company for a period of three years with effect from 1st July, 2013, or such other date as may be stipulated by the Central Government while granting such approval, under the scale of ₹ 3,00,000 - ₹ 10,000- ₹ 20,000- ₹ 20,000- ₹ 3,50,000 per month, not exceeding in aggregate of ₹ 77,30,000 (Rupees Seventy Seven lacs Thirty thousand only) per annum, with an authority to the Board of Directors to sanction at their discretion of increments within the grade as they may deem fit and proper and to sanction at their discretion and 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.

RESOLVED FURTHER that the remuneration payable to Mr. Tushar Choudhary as aforesaid will be subject to such modification/(s) as the Central Government may suggest or require which the directors are hereby authorized to accept on behalf of the Company and which may be acceptable to Mr. Tushar Choudhary and are not less favourable to the Company."

10. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"**RESOLVED** that pursuant to the provisions of Section 314 (1B) and all other applicable provisions if any, of the Companies Act, 1956, and pursuant to the Directors' Relatives (Office or Place of Profit) Rules, 2011 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to **Mr. Amit Choudhary**, a relative of a Director, for holding and continuing to hold office or place of profit as the **President-Projects** (or such other designation as may be assigned from time to time by the Remuneration Committee / Selection Committee and approved by the Board of Directors) in the Company for a period of three years with effect from 1st July, 2013, or such other date as may be stipulated by the Central Government while granting such approval, under the scale of ₹ 3,00,000 - ₹ 10,000- ₹ 20,000 - ₹ 20,000- ₹ 3,50,000 per month, not exceeding in aggregate of ₹ 77,30,000 (Rupees Seventy Seven lacs Thirty thousand only) per annum, with an authority to the Board of Directors to sanction at their discretion of increments within the grade as they may deem fit and proper and to sanction at their discretion and 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.

RESOLVED FURTHER that the remuneration payable to Mr. Amit Choudhary as aforesaid will be subject to such modification/(s) as the Central Government may suggest or require which the directors are hereby authorized to accept on behalf of the Company and which may be acceptable to Mr. Amit Choudhary and are not less favourable to the Company."

By Order of the Board of Directors

Sd/-

B. L. Sharma

Company Secretary

Place: Kolkata

Date: 25 May 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 6 to 10 are annexed hereto and forms part of this notice.
3. M/s S. Jaykishan, Chartered Accountants and M/s B S R & Co, Chartered Accountants the re-tiring auditors have expressed their willingness to be re-appointed as Joint Statutory Auditors of the Company for the financial year 2013-14.
4. The Registered Office of the Company has been shifted to "Ruby House", 8, India Exchange Place, 2nd Floor, Kolkata – 700001 with effect from May 25, 2013.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September 2013 to 23rd September 2013 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
6. The Dividend on shares, if declared, will be paid, in respect of shares held in electronic form, to those persons whose names appear as beneficial owners in the statement (s) furnished by the Depositories as on the close of the market day prior to start of book closure and in respect of shares held in physical form, to those Shareholders whose names appear on the Company's register of members after giving effect to all valid share transfers in physical form lodged with the Company before the start of date of book closure;
7. Members are requested to intimate change in their registered address, if any, to the Company's Registrar & Share Transfer Agent M/S S. K. Infosolutions Pvt. Limited, 34/1A, Sudhir Chatterjee Street, Kolkata- 700006 in case the shares are held in physical form and to the Depository Participant (D/P) in case of shares are held in electronic form.
8. The Company on 14th November, 2012, has transferred the amount of unpaid/ unclaimed dividend for the year 2004-05, aggregating to ₹ 5,09,894/- to Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956.
9. Members who have not yet en-cashed their dividend for the financial year 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 are requested to make their claims with the Company. All the monies towards unpaid / unclaimed dividend are lying in a separate bank account of the Company. Members are hereby informed that upon expiry of seven years from the date of declaration of dividend, the amount of unpaid dividend if any, will be transferred to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956.
The Unpaid/ Unclaimed dividend for the financial year ended March 31, 2006, is due to transfer on or after 24th October 2013, to the credit of the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956., therefore shareholders are requested to make their claim, if any, for unpaid Dividend for the financial year 2005-06 before 24th October 2013.
10. Bank Mandate for Dividend or Electronic Clearance Services (ECS):
 - i) In order to protect the investors from fraudulent encashment of the dividend warrants, the members holding shares in physical form are requested to furnish their Bank Account No. (SB/CA), the name of the Bank and the address of the branch where they like to deposit the Dividend Warrants for encashment. These particulars will be printed on the dividend warrants, besides the name of the payee so that the dividend warrants cannot be en-cashed by any person other than the shareholder. These details should be furnished by the First / Sole shareholder, directly to the Company's Share Transfer Agent quoting their Folio Number and number of shares held.
 - ii) The Securities & Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the Depositories for the remittance of Dividend through Electronic Clearing Services (ECS) to investors where ECS and Bank details are available. Therefore, members are requested to give instructions regarding Bank Account in which they wish to receive dividend directly through their Depository Participant (D/P). The Company will not entertain any direct request from such members for deletion of / or change in such bank particulars.
11. Shareholders desiring any information as regards the Annual Accounts are requested to write to the Company in advance so as to enable the management to keep the

information readily available at the meeting.

12. Members are requested to intimate to the Company's Registrar and Share Transfer Agent about consolidation of folios, if shareholdings are in multiple folios and bring copies of the Annual Report and the attendance slips with them while attending the Annual General Meeting.
13. Members are informed that it is advantageous to keep the shareholding in **joint names**, as upon death of a member, the survivor or survivors, where the member was a joint holder, and his legal representatives where he / she was a sole holder, shall be the only persons recognized by the Company as having any title to his/ her interest in the shares.
14. Members holding shares in physical form may avail the facility of nomination in terms of Section 109A of the Companies Act, 1956, by submitting the Form No.2B. The nomination form can be obtained from the Company / Share Transfer Agent.
15. Members are informed that the Securities and Exchange Board of India (SEBI) vide its' Circular No. MRD / DoP/ Cir-

05/2009 dated 20 May, 2009 has made it mandatory to furnish a copy of PAN Card of the transferee for effecting the transfer of shares in physical forms of a listed Company. Therefore, members are advised to submit a copy of PAN Card along with Share Transfer Form, if any, to the Company to expedite transfer process.

16. In furtherance of its' "Go-Green" initiative, the Ministry of Corporate Affairs, Government of India, has recently mandated the service of documents/ notices by companies to their shareholders through electronic mode. With a view to participate in the initiative, we request that you may provide your e-mail address, if you wish to receive the documents / notices etc., of our Company through electronic mode. You may send your e-mail address to our Registrar & Share Transfer Agents, **M/s S. K. Infosolutions Pvt. Limited**, at their following e-mail address mentioning your folio No/ DP-ID/ CL-ID: hcil@skcomputers.net
17. Disclosure pursuant to clause 49 of the Listing Agreement with respect to Directors seeking appointment/re-appointment at forthcoming Annual General Meeting is given in the annexure:

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Bankey Lal Choudhary	Mr. S. K. Saraf
Date of Birth	06.05.1953	25.04.1952
Date of Appointment	28.07.1987	26.08.2000
Qualifications	B. Com	B.Com./ LLB
Experience	An Industrialist with experience of more than 35 years in area of chemicals business. He has been associated with company as promoter director since its incorporation in 1987.	He is non-executive Independent Director having vast experience in Accounts and Finance. He is a member of various committees of the company including Audit Committee.
Directorship in other Companies	1. Himadri Coke & Petro Limited 2. Himadri Industries Limited 3. Himadri Dyes & Intermediates Ltd 4. Sri Agro Himghar Limited 5. Himadri Power Limited	1. A.S. Jewellers Pvt. Ltd 2. A.S. Gems Creation Pvt. Ltd.
Chairman/ Member of the committee of Board of other Companies	NIL	NIL
No. of shares held (₹ 1/- each)	14,84,280 (0.3847%)	NIL

Name of Director	Mr. Pavninder Singh
Date of Birth	24.10.1976
Date of Appointment	30.10.2012
Qualifications	Bachelor in Arts, Harvard College MBA, Harvard Business School
Experience	Mr. Singh having more than 10 years of business experience including Sensata Technologies, Innophos, Unisource, and Border Bros. He joined Bain Capital as principal in 2001 and worked at overseas offices of Bain Capital for a number of years. He has been appointed as a nominee director in our Company for Bain Capital India Investments.
Directorship in other Companies	1. Bain Capital Advisors (India) Pvt. Ltd.
Chairman/ Member of the committee of Board of other Companies	NIL
No. of shares held (₹ 1/- each)	NIL

By Order of the Board of Directors

Sd/-

B. L. Sharma

Company Secretary

Place: Kolkata

Date: 25 May 2013

EXPLANATORY STATEMENT

[Pursuant to Section 173(2) of the Companies Act, 1956]

Item No. 6

Mr. Pavninder Singh, aged about 37 years, is an MBA, from Harvard Business School, and having over decades of business experience in various organisation including Sensata Technologies, Innophos, Unisource, and Broder Bros. He been associated with Bain Capital India Investments, since 2001 and has been proposed to be appointed as Nominee Director on the Board for Bain Capital (one of the Investors).

The Board appointed Mr. Singh as an additional director with effect from 30th October 2012. The Company received notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Pavninder Singh for the office of Director. The Board recommends the appointment of Mr. Singh as Director of the Company.

None of the directors except Mr. Singh is concerned or interested in this resolution. The notice received from the member proposing Mr. Singh, is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all

working days at the registered office of the Company up to the date of the meeting.

Item No. 7

The Board of Directors at its' meeting held on 25th May 2013 has re-appointed Mr. Bankey Lal Choudhary as Managing Director of the Company for a further period of three years with effect from 1st April, 2013. The present tenure of Mr. Choudhary expired on 31st March, 2013. The Remuneration Committee at its' meeting held on 30th March, 2013 has also approved the re-appointment of the Mr. B.L. Choudhary as Managing Director for a further period of three years with effect from 1st April, 2013, subject to the approval of the shareholders.

Mr. Choudhary has been associated with the Company since incorporation and having vast experience of business of the company. Mr. Choudhary's association with the Company as Managing Director would be beneficial to the Company and his continued support is required for further growth and development of the business of the Company. The terms, conditions and remuneration payable to Mr. Choudhary are

subject to the approval of the shareholders at the forthcoming annual general meeting.

Since, the conditions laid down in Part I and Section I of Part –II of Schedule XIII appended to the Companies Act, 1956 have been fulfilled, no approval of the Central Government is required for his re-appointment. An agreement with Mr. Choudhary will be entered into to record his terms of appointment, after getting the approval of the shareholders. The main terms and conditions of re-appointment are enumerated as under:

1. Period of appointment

The appointment will be for a period of 3 (Three) years with effect from 1st April, 2013.

2. Remuneration

In terms of Schedule XIII to the Companies Act, 1956 read with Section 198 & 309 of the Companies Act, 1956 and subject to approval of the Company in general meeting the Managing Director shall be paid the following remuneration.

i) Salary

₹ 2,50,000/- per month.

ii) Perquisites:

In addition to above the Managing Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites an any lawful combination as mutually agreed between him and the Board.

a) Housing

- i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent payable by the Managing Director.

Or

- ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

- iii) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling as specified above.

- b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

- c) Reimbursement of Medical Expenses incurred for self and his family subject to a ceiling of one months' salary in a year or three month's salary over a period of three years.

- d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

- e) Fees of clubs subject to a maximum of two clubs. This will not include admission and life member ship fee.

- f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

- g) Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the company and the same will not be included in computation of the ceiling on perquisites.

- i) Provision of company car for use of company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Managing Directors.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Managing Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may be amended from time to time.

After getting approval of members, the Company will enter into an agreement with the Managing Director. The draft Agreement to be entered into by the Company with Managing Director will remain open for inspection by members at the Registered Office

of the Company during 10.00 a.m. to 1.00 p.m. on all working days until the date of the ensuing Annual General Meeting.

Mr. V.K. Choudhary, Mr. D.P. Choudhary, Mr. S.S. Choudhary and Mr. B.L Choudhary Directors of the company may be considered as concerned and interested in this resolution as they are related to each other. None of the other Director are in any way concerned or interested in this resolution.

The explanatory statement together with accompanying notice be treated as an abstract under Section 302 of the Companies Act, 1956 in respect of the appointment / re-appointment and remuneration payable to the Executive Director.

Item No. 8

Mr. Anurag Choudhary was appointed as Chief Executive Officer (CEO) of the Company by the shareholders at the general meeting held on 26th September 2007. The Board of Directors at its' meeting held on 25th May 2013 has re-appointed Mr. Anurag Choudhary as Chief Executive Officer (CEO) with higher remuneration on the recommendation made by the Remuneration Committee and Selection Committee of Directors at their meeting held on 17th January, 2013 and 15th January 2013 respectively.

The Selection Committee reviewed the performance of the CEO vis-à-vis the Company. The Committee reviewed that Mr. Anurag has significantly contributed and providing leadership

in multiplying business of the company in many fold radically. In addition to acquiring the position of market leader in the existing coal tar business, successfully added carbon black new product and business establishing modern plant, inducting quality professionals, best management practices and system and as a result thereof the Company has awarded "ET Best Corporate Award" (in companies having turnover exceeding ₹ 1000 Cr)

The Committee further observed that in the area of investors it could be possible to attract even foreign investors strengthening financial position of the company on sustainable basis. The Committee felt that this was due to the dynamism of Mr Anurag, the Committee is of the view that considering the business challenges to deal with the growth plan Mr. Anurag Choudhary should be well compensated to protect the interest of the organization. Accordingly, considering the competence and leadership qualities of CEO and also in view of present market trend, at its, meeting held on 15th January 2013 has recommended the revision of remuneration package of Mr. Anurag and placed him at the **Management Grade-I** in Pay scale of ₹ 3,00,000- ₹ 10,000- ₹ 20,000 – ₹ 20,000 - ₹ 3,50,000, not exceeding in aggregate of ₹ 77,30,000/- (Rupees Seventy Seven Lacs Thirty thousand only) per annum with effect from 1st July, 2013 or such other date as the Central Government may specified while granting its' approval. The Committee approved the following remuneration package with

Description	Lower Scale ₹ 3,00,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000	Upper Scale ₹ 3,50,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 4,00,000
Basic	3,00,000	3,50,000
Allowances		
HRA (50%)	1,50,000	1,75,000
Medical Allowance (10%)	30,000	35,000
Books & Periodicals (10%)	30,000	35,000
Servant Allowance (fixed)	20,000	20,000
Gross Monthly remuneration	5,30,000	6,15,000
Gross Annual remuneration	63,60,000	73,80,000
LTA	3,00,000	3,50,000
Gross Annual Remuneration	66,60,000	77,30,000

upper and lower scale:

Since Mr. Anurag Choudhary is a relative of a Director, the approval of members by means of a special resolution is required under the provisions of Section 314 (1B) of the Companies Act, 1956, for holding and continues to hold office or a place of profit in the company. Further the monthly remuneration

proposed to be paid to Mr. Anurag Choudhary exceeds rupees Two Lacs fifty thousand, approval of the Central Government is required, as stipulated under Director' Relative (Office or Place of Profit) Rules, 2011.

None of the Directors except Mr. S.S. Choudhary is concerned and interested in this resolution.

Item No. 9.

Mr. Tushar Choudhary was appointed as President- Operation of the Company by the shareholders at the general meeting held on 26th September 2007. The Board of Directors at its' meeting held on 25th May 2013 has re-appointed Mr. Tushar Choudhary as President Operations with higher remuneration on the recommendations made by the Remuneration Committee and Selection Committee of Directors at their meeting held on 17th January, 2013 and 15th January 2013 respectively.

The Selection Committee reviewed the performance of the President – Operations vis-à-vis the Company. The Committee reviewed that Mr. Tushar with high level of techno-commercial experience has significantly contributed and effectively handled growth, expansion and new projects. The Committee further observed that he has significantly contributed to Overseas business developments in China and many new ventures are underway. He has been working on further expansion of business through acquisition, merger and overseas joint venture initiative very tactfully. The Committee was of opinion that he should be adequately compensated matching with

the capability and potential to drive future initiative in terms of business growth, increased operational activities and better financials positioning of the Company and as a result thereof the Company has selected for "ET Best Corporate Award" (in companies having turnover exceeding ₹ 1000 Cr).

The Committee further observed that Mr. Tushar has unique quality of leadership to spot right people and forming of right team in India and abroad. This has helped him to complete the expansion projects before schedule time. The Selection Committee, accordingly, considering the performance of the President Operations, at its, meeting held 15th January 2013 has recommended the revision of remuneration package of Mr. Tushar Choudhary and placed him at the **Management Grade-I** in Pay scale of ₹ 3,00,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000, not exceeding in aggregate of ₹ 77,30,000/- (Rupees Seventy Seven Lacs Thirty thousand only) per annum with effect from 1st July, 2013 or such other date as the Central Government may specified while granting its' approval. The Committee approved the following remuneration package with upper and lower scale:

Description	Lower Scale ₹ 3,00,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000	Upper Scale ₹ 3,50,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 4,00,000
Basic	3,00,000	3,50,000
Allowances		
HRA (50%)	1,50,000	1,75,000
Medical Allowance (10%)	30,000	35,000
Books & Periodicals (10%)	30,000	35,000
Servant Allowance (fixed)	20,000	20,000
Gross Monthly remuneration	5,30,000	6,15,000
Gross Annual remuneration	63,60,000	73,80,000
LTA	3,00,000	3,50,000
Gross Annual Remuneration	66,60,000	77,30,000

Since Mr. Tushar Choudhary is a relative of a Director, the approval of members by means of a special resolution is required under the provisions of Section 314 (1B) of the Companies Act, 1956, for holding and continues to hold office or a place of profit in the company. Further the monthly remuneration proposed to be paid to Mr. Tushar Choudhary exceeds rupees two lacs fifty thousand, approval of the Central Government is required, as stipulated under Director' Relative (Office or Place of Profit) Rules, 2011.

None of the Directors except Mr. B. L. Choudhary is concerned and interested in this resolution.

Item No. 10

Mr. Amit Choudhary was appointed as President-Projects of the Company by the shareholders at the general meeting held on 26th September 2007. The Board of Directors at its' meeting held on 25th May 2013 has re-appointed Mr. Amit Choudhary as President-Projects with higher remuneration on the recommendations made by the Remuneration Committee and Selection Committee of Directors at their meeting held on 17th January, 2013 and 15th January 2013 respectively.

The Selection Committee reviewed the performance of the President – Projects vis-à-vis the Company. The Committee

reviewed that Mr. Amit has independently handled with active cooperation of top management and completed the carbon black project, which commenced operations within schedule time and as a result thereof the Company has selected for "ET Best Corporate Award" (in companies having turnover exceeding ₹ 1000 Cr).

The Selection Committee has also appraised for his meaningful contribution to cost effective operations which might have impact on margin of profit and allied aspect. He has with qualities of team player, leadership and unique skill of solving problems with decision making. The Committee further appraised for his networking and close coordination with overseas parties

which contributed significantly in the area of procurement. The Selection Committee, accordingly, considering the performance of the President Projects, at its, meeting held 15th January 2013 has recommended the revision of remuneration package of Mr. Tushar Choudhary and placed him at the **Management Grade - I** in Pay scale of ₹ 3,00,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000, not exceeding in aggregate of ₹ 77,30,000/- (Rupees Seventy Seven Lacs Thirty thousand only) per annum with effect from 1st July, 2013 or such other date as the Central Government may specified while granting its' approval. The Committee approved the following remuneration package with upper and lower scale:

Description	Lower Scale ₹ 3,00,000- ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 3,50,000	Upper Scale ₹ 3,50,000 - ₹ 10,000 - ₹ 20,000 - ₹ 20,000 - ₹ 4,00,000
Basic	3,00,000	3,50,000
Allowances		
HRA (50%)	1,50,000	1,75,000
Medical Allowance (10%)	30,000	35,000
Books & Periodicals (10%)	30,000	35,000
Servant Allowance (fixed)	20,000	20,000
Gross Monthly remuneration	5,30,000	6,15,000
Gross Annual remuneration	63,60,000	73,80,000
LTA	3,00,000	3,50,000
Gross Annual Remuneration	66,60,000	77,30,000

Since Mr. Amit Choudhary is a relative of a Director, the approval of members by means of a special resolution is required under the provisions of Section 314 (1B) of the Companies Act, 1956, for holding and continues to hold office or a place of profit in the company. Further the monthly remuneration proposed to be paid to Mr. Amit Choudhary exceeds rupees Two Lacs

fifty thousand, approval of the Central Government is required, as stipulated under Director' Relative (Office or Place of Profit) Rules, 2011.

None of the Directors except Mr. S.S. Choudhary is concerned and interested in this resolution.

By Order of the Board of Directors

Sd/-

B. L. Sharma

Company Secretary

Place: Kolkata

Date: 25 May 2013



HIMADRI CHEMICALS & INDUSTRIES LIMITED

Regd. Office: "Ruby House", 8, India Exchange Place, 2nd Floor, Kolkata – 700 001

ATTENDANCE SLIP

Regd. Folio No:/ CL ID No. _____ No. of Shares held _____

Name of the Member: _____ Sign _____
(IN BLOCK LETTERS)

Name of the Proxy: _____ Sign _____
(IN BLOCK LETTERS)

I hereby record my presence at the 25th Annual General Meeting of the Company to be held at "Kala Kunj Hall" 48 Shakespeare Sarani, Kolkata- 700 017 on Monday, the 23rd September, 2013 at 10.00 am.

TEAR HERE



HIMADRI CHEMICALS & INDUSTRIES LIMITED

Regd. Office: "Ruby House", 8, India Exchange Place, 2nd Floor, Kolkata – 700 001

PROXY FORM

Regd. Folio No:/ CL ID No. _____ No. of Shares held _____

I/ We _____ of _____ in the district of _____ being a member /(s) of HIMADRI CHEMICALS & INDUSTRIES LIMITED hereby appoint _____ of _____ in district of _____ or failing him/her _____ of _____ in district of _____ or failing him/her _____ of _____ in district of _____ as my / our proxy in my / our absence to attend and vote for me / our behalf at the 25th Annual General Meeting of the Company to be held at "Kala Kunj Hall" 48 Shakespeare Sarani, Kolkata- 700 017 on Monday, the 23rd September, 2013 at 10.00 am and at any adjournment thereof.

Signed this _____ day of _____ 2013

Affix
Revenue
Stamp
₹ 1/-

(Proxy in order to be effective must be deposited, not less than 48 hours before the meeting at the Registered Office of the Company)