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monika@himadri.com

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

Dear Sir/ Madam,

We are enclosing herewith the Secretarial Compliance Report for the year ended 31 March 2023 pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take same on record.

Thanking you,

Yours faithfully,
For Himadri Speciality Chemical Ltd

Monika Saraswat

Digitally signed by Monika Saraswat Date: 2023.05.03 12:58:40 +05'30'

(Company Secretary & Compliance Officer)
ACS: 29322

ARUN KUMAR MAITRA & CO.
Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Kolkata-700019
Ph. No.- 8420975192
E-mail: akmaitra83@gmail.com
ICSI Unique Code: P2015WB086500
Peer Review Certificate No.: 1504/2021
Dated 24th September, 2021
UDYAM REGISTRATION NUMBER: UDYAM-WB-10-0044251
PAN No- ABUFA9914A

Secretarial Compliance Report of Himadri Speciality Chemical Ltd
for the year ended 31.03.2023

We, Arun Kumar Maitra & Co., Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Himadri Speciality Chemical Ltd (CIN: L27106WB1987PLC042756) ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015");
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and RedeemablePreference Shares) Regulations, 2013; (Not Applicable to the listed entity during the Review Period)
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

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8.	**Related Party Transactions:** • The listed entity has obtained prior approval of Audit Committee for all related party transactions • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes No Such Case	
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein below	No	*Refer paragraph (a) below* *Both BSE & NSE imposed fine of Rs. 3,06,800/- each on the Company on the account of failure to submit audited financial results (standalone and consolidated) to the Stock Exchanges within 60 days from the end of the financial year ended 31st March, 2022.*
12	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA As per records placed before us, there were no instances of non-compliances except one stated in S.No.11 above.	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not Applicable on the listed entity during the Review Period.

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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelinesissued thereunder, except in respect of matters specified below: –

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	The Company is required to submit its audited financial results (standalone and consolidated) for the quarter and year ended 31st March, 2022 within 60 days from the end of the financial year in terms of Regulation 33 of SEBI (LODR) Regulations, 2015.	Delay in submission of audited standalone and consolidated financial results for the quarter and year ended 31st March, 2022.	Stock Exchanges imposed fines for contravention of Regulations 33 of SEBI (LODR) Regulations, 2015.	Fines	During the period under review, there has been a delay in submission of annual financial results (both standalone and consolidated) for the quarter and year ended 31st March, 2022 to the Stock Exchang	Rs.3,06,800/- each imposed by BSE and NSE.	*During the Review Period, due to surge of COVID-19 in China, preparation of standalone Balance Sheet of Shandong Dawn Himadri Chemical Industry Limited, a subsidiary of the Company as well as Consolidated Financial Statements were delayed. Consequently, the Company has submitted its audited financial results (standalone*	The Company has two subsidiary companies 1) AAT Global Limited in Hong Kong, 2) Shandong Dawn Himadri Chemical Industry Ltd in China. Pursuant to Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case a listed entity has subsidiaries, in addition to submission of standalone financial results it is also required to submit consolidated financial results within the time prescribed in the regulation i.e within 30 May 2022. Due to the current surge of coronavirus (COVID-19) in China, preparation of the Results of Shandong Dawn Himadri Chemical Industry Ltd, situated in China had not	Nil

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						es pursuant to the provisions of Regulation 33 of SEBI (LODR Regulations,2015.		*and consolidated) for the quarter and year ended 31st March, 2022 to the Stock Exchanges on 21st July, 2022 whereas pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company was required to submit its audited financial results (standalone and consolidated) for the quarter and year ended 31st March, 2022 to the Stock Exchanges within 60 days from the end of the financial year i.e. on or before 30th May, 2022.*	been completed despite the Company taking adequate steps within its control. The Company had filed application to the Stock Exchanges (i.e BSE Ltd and National Stock Exchange of India Ltd) seeking extension of time till 15 July 2022 for submission of the Audited Standalone and Consolidated Financial Results for the quarter and year ended 31 March 2022. The Company had also made appropriate corporate announcement through the stock exchanges on 24.05.2022. Thereafter, the Board of Directors at its meeting held on 21 July 2022 had approved the Audited Financial Results (Standalone & Consolidated) for the quarter and year ended 31 March 2022, and the Company has submitted the same with the Stock Exchanges (i.e BSE Ltd and National Stock Exchange of India Ltd) vide its letter dated 21 July 2022. BSE Ltd and National Stock Exchange of India Ltd imposed fine for such delay in submission of Financial Results for the quarter and year ended 31 March 2022 for which the Company has paid the fine on 22 Ju 2022	

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NA	NA	NA	NA	NA	NA	NA	No comments, since there were no observations/ qualifications in the previous year's auditors report.	NA	NA

For **ARUN KUMAR MAITRA & CO.**

ARUN KUMAR MAITRA & CO. ★ Practicing Company Secretaries ★ KOLKATA

A K Maitra

Name: Arun Kumar Maitra
Membership No. ACS 3010
Certificate of Practice No.: 1449
UDIN: A003010E000184345

Date: 25/04/2023
Place: Kolkata