



Ref. No: HSCL / Stock-Ex/2025-26/02

Date: 01/04/2025

E-mail: [monika@himadri.com](mailto:monika@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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**Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Update on conversion of 1,44,118 no. of 0.01% Unsecured Optionally Convertible Debentures (OCDs) held by the Company, into equity shares of Himadri Birla Tyre Manufacturer Private Limited (“HBTMPL”)**

Dear Sir/ Madam,

In continuation of our earlier announcement dated 29 March 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), this is to inform you that Himadri Speciality Chemical Ltd (“**Company**”) has exercised the option to convert 1,44,118 no. of 0.01% Unsecured Optionally Convertible Debentures (OCDs) of INR 10/- each held by the Company as a Debenture holder of HBTMPL into 1,44,118 no. of equity shares of INR 10/- each of HBTMPL.

HBTMPL has issued the previously mentioned no. of its equity shares to the Company on 01 April 2025 pursuant to conversion of OCDs. Consequent to the said conversion the Company is now holding 49% of paid-up equity shares of HBTMPL.

The Company has also executed a Shareholder’s Agreement with existing shareholders of HBTMPL and HBTMPL to regulate the relationship of the Company and HBTMPL and existing shareholders of HBTMPL, their *inter-se* rights and obligations with respect to the management and operations of HBTMPL.

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/0155 dated November 11, 2024, is provided in ‘**Annexure I**’.

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

**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)



**Annexure- 1**

<b>S No.</b>	<b>Particulars</b>	<b>Himadri Birla Tyre Manufacturer Private Limited</b>
1	Name of the Target entity, details in brief such as size, turnover etc.	<p><b>Name:</b> Himadri Birla Tyre Manufacturer Private Limited</p> <p><b>Authorised Capital (post conversion of OCDs):</b> INR 15,00,00,000 divided into 1,50,00,000 equity shares of INR 10/- each</p> <p><b>Paid up Capital (post conversion of OCDs):</b> INR 29,41,180 divided into 2,94,118 equity shares of INR 10/- each.</p> <p><b>Turnover:</b> The Turnover of HBTMPL in the previous financial year ended on 31 March 2024 was Nil</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ 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”	<p>HBTMPL is a related party of the Company. The executive directors of the Company are the directors of HBTMPL.</p> <p>Therefore, the conversion of OCDs into equity shares of HBTMPL is a related party transaction.</p> <p>The transaction has been carried out on an arm’s length basis and in compliance with the applicable provisions/regulations, as per the terms agreed at the time of issuance of OCDs.</p> <p>The Promoter/ promoter group/ group companies are interested in the transaction to the extent of their shareholding in Himadri Speciality Chemicals Ltd. This apart, they have no other interest in HBTMPL.</p>
3	Industry to which the entity being acquired belongs;	Tyre Industry
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 Conversion is being made pursuant to the resolution plan as approved by the Hon’ble NCLT, Kolkata on 19 October 2023.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable

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6	Indicative time period for completion of the acquisition;	The allotment of 1,44,118 equity shares of HBTMPL pursuant to conversion of OCDs is completed on 01 April 2025.						
7	Consideration - whether cash consideration or share swap and details of the same;	The Company has exercised the option to convert 1,44,118 no. of 0.01% Unsecured Optionally Convertible Debentures (OCDs) of INR 10/- each held by the Company as a Debenture holder in HBTMPL into 1,44,118 no. of equity shares of INR 10/- each of HBTMPL.  By this conversion the Company is holding 49% of paid-up equity share capital of HBTMPL.						
8	Cost of acquisition or the price at which the shares are acquired;	The Company has exercised the option to convert 1,44,118 no. of 0.01% Unsecured Optionally Convertible Debentures (OCDs) of INR 10/- each held by the Company as a Debenture holder in HBTMPL into 1,44,118 no. of equity shares of INR 10/- each of HBTMPL.  By this conversion the Company is holding 49% of paid-up equity share capital of HBTMPL.						
9	Percentage of shareholding / control acquired and / or number of shares acquired;	Post conversion, the Company is holding 49% stake in HBTMPL.						
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);	<p><b>Business:</b> Tyre Industry</p> <p><b>Date of Incorporation:</b> 01/09/2016</p> <p><b>Registered office:</b> 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata- 700001</p> <p><b>Last 3 years turnover:</b> (INR. in crores)</p> <table border="1"> <thead> <tr> <th>FY 23-24</th> <th>FY 22-23</th> <th>FY 21-22</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	FY 23-24	FY 22-23	FY 21-22	Nil	Nil	Nil
FY 23-24	FY 22-23	FY 21-22						
Nil	Nil	Nil						