

Indokem Limited

(CIN: L31300MH1964PLC013088)

Registered Office:

“KHATAU HOUSE,” Ground Floor
Mogul Lane, Mahim (West),
Mumbai - 400 016.

Phone : 022-61236767

Fax : 022-61236718

E-mail : iklsecretarial@gmail.com

Website: www.indokem.co.in

Date: 31st August, 2023

To,
The Manager (Listing)
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai-400 001

Dear Sir,

Scrip Code: 504092

Subject: Submission of Voting Result and Scrutinizers' Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the resolutions contained in the Notice convening 57th Annual General Meeting have been passed at the Annual General Meeting of the Company held through Video Conferencing on 31st August, 2023.

We enclose herewith the results of remote E-voting and E-voting done in AGM conducted for the resolutions as mentioned in the Notice of the Annual General Meeting in the prescribed format.

Also we enclose the Consolidated Scrutinizer's Report on remote E-voting and E-voting done at AGM.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Indokem Limited

RAJESH
DINKAR
PISAL

Digitally signed by
RAJESH DINKAR PISAL
Date: 2023.08.31
19:28:42 +05'30'

Rajesh D. Pisal

Company Secretary and Compliance Officer

Encl: As above

Voting Results of the 57th Annual General Meeting of the Company.

Date of the Annual General Meeting	31 st August, 2023		
Total No. of shareholders as on record date	25,026		
No. of shareholders present in the meeting either in person or through proxy:	Present in person	Present through proxy	Total
-Promoters and Promoter Group	N.A.	N.A.	N. A.
- Public	N.A.	N.A.	
No. of Shareholders attended the meeting through Video Conferencing			
-Promoter and Promoter Group	13		
-Public	58		

VOTING DETAILS AGENDA WISE

Item No. - 1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon. Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 2	<p>Re-Appointment of Mrs. Asha Mahendra Khatau (DIN: 00063944), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.</p> <p>Resolution Required: Ordinary Resolution</p>
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 3	Ratification of the remuneration of Cost Auditor for the financial year ending 31st March, 2024.
	Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 4	Appointment of Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350) as an Independent Director. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 5	Appointment of Mr. Suyash Neelkanth Bhise (DIN: 06667481) as an Independent Director. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 6	Appointment of Mr. Adarsh Pankaj Shukla (DIN: 10244570) as an Independent Director. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 7	Re-appointment of Mr. Manish M. Khatau as Whole-time Director. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 8	Regularisation of Mr. Arupkumar Basu as a Director and Appointment as Managing Director. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	17192868	99.65	17192868	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		17192868	99.65	17192868	0.00	100.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	17773011	73.06	17773010	1	100.00	0.00

Item No. - 9	Approving remuneration of Mr. Mahendra K. Khatau, Managing Director of the Company for a period of 2 (Two) years w.e.f. 01 April, 2023 of his present tenure. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 10	Approval for undertaking Material Related Party Transactions with Refnol Resins and Chemicals Limited.
	Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 11	Approval for undertaking Material Related Party Transactions with Orchard Acres.
	Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 12	Approval for undertaking Material Related Party Transactions with Texcare Middle East LLC.
	Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

Item No. - 13	Approval for undertaking Material Related Party Transactions with Indokem Bangladesh (Pvt.) Limited.
	Resolution Required: Ordinary Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category of shareholders	Mode of Voting	No. of Share Held (1)	No. of Votes through remote e-voting and e-voting during AGM (2)	% of votes polled on the 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	Remote E - voting	17253011	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutions	Remote E - voting	56375	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7016214	580143	8.26	580142	1	99.99	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		580143	8.26	580142	1	99.99	0.00
Total		24325600	580143	2.38	580142	1	99.99	0.00

For Indokem Limited

Mahendra K. Khatau
Chairman and Managing Director
DIN: 00062794

Place: Mumbai

Date: 31st August, 2023.



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

**Consolidated Scrutinizer's Report on Remote E-voting and E-voting conducted at the
57th Annual General Meeting held on Thursday, August 31st, 2023**

*[Pursuant to Section 108, Section 109 of the Companies act, 2013 and Rule 20 and Rule 21 of the
Companies (Management & Administration) Rules, 2014, as amended]*

To,
Mr. Mahendra Kishore Khatau,
The Chairman and Managing Director,
Indokem Limited
Khatau House, Mogul Lane,
Mahim, Mumbai 400016

Sub:- Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rule'), as amended, in respect of 57th Annual General Meeting of Equity Shareholders of Indokem Limited held on August 31st, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means("OAVM") in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April, 2020.

Dear Sir,

I, Samita Tanksale, a Company Secretary in Practice, had been appointed by the Board of Directors of Indokem Limited ('the Company') vide its resolution dated August 09th, 2022, pursuant to provisions of Section 108 and Section 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as the Scrutinizer in respect of below mentioned resolutions proposed to be passed at the 57th Annual General Meeting ('AGM) of the Equity Shareholders of the Company to be held on August 31st, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means("OAVM") in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 (collectively referred as "MCA circulars") for the purpose of scrutinizing the electronic voting (e-voting) process through remote e-voting and e-voting during the AGM in a fair and transparent manner and ascertaining the requisite majority for the said resolutions.

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Off Add: Tanksale Building, 3rd Floor, Sudarshan Colony, Thane (East) -400603
Email id: pcssamitatanksale@gmail.com | Mobile: +91 9833545286



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

To enable wider participation of shareholders, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014, Companies are required to provide remote e-voting facility to their shareholders on all shareholders resolutions to be passed in General Meetings. Since Indokem Limited falls within the requirements as specified in Companies Act, 2013, e-voting which has been made applicable, the Company has provided for the same.

The Company, has accordingly made arrangements with the System Provider National Securities Depository Limited ('NSDL') for providing a system for recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar & Transfer Agent, Link Intime India Private Limited, (hereafter referred as RTA) to setup the e-voting facility on NSDL e-voting website www.evoting.nsdl.com.

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a scrutinizer for e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by NSDL.

I had scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from NSDL e-voting system.

I submit my report as under:

1. In compliance with Section 108 of the Companies Act, 2013, shareholders were provided the facility of remote - electronic voting to exercise their right to vote for the resolution set out in the notice through e-voting services provided by National Securities Depository Limited ('NSDL'). The instructions & process of e-voting were clearly stated in the AGM Notice.
2. The Shareholders of the Company holding shares as on "cut-off" date of August 24th, 2023, were entitled to vote on the proposed resolutions set out in the Notice of the Company.
3. The Company has also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC/OAVM to cast the votes in case the same has not been cast by them through remote e-voting.



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SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

4. As prescribed under the circular dated May 5th, 2020 issued by MCA, the Company has released an advertisement prior to sending notices to the Shareholder's in Marathi in "Mumbai Lakshadeep" dated August 07th, 2023 and in English in "Business Standard (All India Edition)" dated August 07th, 2023.
5. The Company has completed dispatch of notices by email to the members by August 07th, 2023.
6. As prescribed in Rule 20 of Companies (Management and Administration) Rules, 2014, Company has also released notice through newspaper advertisement in Marathi in "Mumbai Lakshadeep-Mumbai Edition(Marathi)" dated August 08th, 2023 and in English in "Business Standard -All over India Edition (English)" dated August 08th, 2023.
7. The e-voting period commenced on Monday, August 28th, 2023 at 09:00 a.m. and ended on Wednesday, August 30th, 2023 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.
8. The votes were unblocked on, the 31st day of August, 2023 around 02:50 p.m. after the completion of the AGM in the presence of two witnesses namely Mr. Devilal Patidar and Mr. Siddharth Jadhav, who are not in employment of the Company.
9. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com). All the votes casted electronically during the said period have been taken into consideration for the purpose of our report.
10. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted and the results were prepared.
11. On Scrutiny, I report that out of 25,069 shareholders, 92 shareholders had exercised their vote through remote e-voting, out of which 2 shareholders had exercised their votes through e-voting on the day of AGM. 71 Shareholders had attended the AGM through video conferencing.



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SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

12. The combined result of the remote e-voting and e-voting during AGM is as under:

No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	77

Resolution No.	Mode	Number of Members Voted	Number of votes cast by them	Favor		Against	
				Votes	Shares held by them	Votes	Shares held by them
1.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
2.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
3.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
4.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
5.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
6.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
7.	Remote E-voting	75	580112	74	580111	1	1

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SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
8.	Remote E-voting	90	1,77,72,980	89	1,77,72,979	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	92	1,77,73,011	91	1,77,73,010	1	1
9.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
10.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
11.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
12.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1
13.	Remote E-voting	75	5,80,112	74	5,80,111	1	1
	E-voting during AGM	2	31	2	31	0	0
	TOTAL	77	5,80,143	76	5,80,142	1	1

Notes:

1. Percentage of votes cast in favor or against the resolutions are calculated based on the Valid Votes cast both remote e-voting and e-voting during the AGM.
2. 71 shareholders had attended the AGM through video conferencing and 2 shareholders e-voted at the AGM.





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

SUMMARY:

1. Resolution Item No. 1. Adoption of Audited Financial Statements

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%

2. Resolution Item No. 2 – Re-appointment of Mrs. Asha Mahendra Khatau as Director, liable to retire by rotation

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

3. Resolution Item No. 3: Ratification of remuneration of Cost Auditors:

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%

4. Resolution Item No. 4: Appointment of Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350) as an Independent Director

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

5. Resolution Item No. 5: Appointment of Mr. Suyash Neelkanth Bhise (DIN: 06667481) as an Independent Director:

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%

6. Resolution Item No. 6 – Appointment of Mr. Adarsh Pankaj Shukla (DIN: 10244570) as an Independent Director:

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

7. Resolution Item No. 7: Re-appointment of Mr. Manish M. Khatau as Whole-time Director.

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%

8. Resolution Item No. 8: Regularisation of Mr. Arupkumar Basu as a Director and Appointment as Managing Director

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	1,71,92,868	99.651%	1,71,92,868	0	100.00%	0.0000%
Public – Institutional Shareholders	56,375	0	0.000%	0	0	0.000%	0.0000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.0002%
Total	2,43,25,600	1,77,73,011	73.063%	1,77,73,010	1	100.00%	0.0002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

9. Resolution Item No. 9: Approving remuneration of Mr. Mahendra K. Khatau, Managing Director of the Company for a period of 2 (Two) years w.e.f. 01 April, 2023 of his present tenure

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%

10. Resolution Item No. 10: Approval for undertaking Material Related Party Transactions with Refinol Resins and Chemicals Limited

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

11. Resolution Item No. 11: Approval for undertaking Material Related Party Transactions with Orchard Acres

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%

12. Resolution Item No. 12: Approval for undertaking Material Related Party Transactions with Texcare Middle East LLC

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = {2/1}*100	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100	% of Votes in against = (5/2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%





SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

13. Resolution Item No. 13: Approval for undertaking Material Related Party Transactions with Indokem Bangladesh (Pvt.) Limited

Category of shareholders	No. of Shares held	No. of votes through remote e-voting and e-voting during AGM	% of Votes polled on outstanding shares 3 = $\{2/1\} * 100$	No. of votes in favor	No. of votes against	% of Votes in favor = $(4/2) * 100$	% of Votes in against = $(5/2) * 100$
	1	2	3	4	5	6	7
Promoter and Promoter Group	1,72,53,011	0	0.00%	0	0	0.00%	0.000%
Public – Institutional Shareholders	56,375	0	0.00%	0	0	0.00%	0.000%
Public – Others	70,16,214	5,80,143	8.268%	5,80,142	1	99.998%	0.002%
Total	2,43,25,600	5,80,143	2.385%	5,80,142	1	99.998%	0.002%

13. The electronic data and e-voting registers including other related paper/registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary / Director authorised by the Board for safe keeping.

Signature: *Samita Tanksale*
Stamp: SAMITA TANKSALE, C.P. No. 0768, COMPANY SECRETARY



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

RESULTS:

Based on the afrosaid results, all the Ordinary and Special Resolutions mentioned in the AGM Notice dated July 25th, 2023 of Indokem Ltd. stand passed under Remote E-voting and E-voting conducted during the AGM with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.

I thank you for the opportunity given to act as Scrutinizer for the above Polling and e-voting.

Thanking you,

Yours faithfully,

(Samita V. Tanksale)
Practising Company Secretary
ACS 26044
CP NO.: 10763
UDIN: A026044E000904603



Place: Mumbai
Dated: August 31st, 2023

COUNTERSIGNED BY:

For Indokem Limited

MAHENDRA KISHORE KHATAU
Digitally signed by MAHENDRA KISHORE KHATAU
Date: 2023.08.31 18:47:37 +05'30'

Mahendra K. Khatau
Chairman and Managing Director
DIN: 00062794

Place: Mumbai
Dated: August 31st, 2023

WITNESS FOR UNBLOCKING E-VOTING RESULTS:

- 1) Witness 1
Name: Mr. Devilal Patidar

- 2) Witness 2
Name: Mr. Siddharth Jadhav

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