

# Indokem Limited

(CIN NO.: L31300MH1964PLC013088)

**Registered Office :**  
"KHATAU HOUSE", Ground Floor,  
Mogul Lane, Mahim (West),  
Mumbai - 400 016.

Phone : 61236767  
Fax : 61236718  
Website : www.indokem.co.in

Date: 28<sup>th</sup> September, 2018

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 52<sup>nd</sup> Annual General Meeting have been passed at the Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018.

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

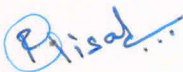
Also we enclose the Consolidated Scrutinizer's Report on remote E-voting and poll process.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Indokem Limited**



**Rajesh D. Pisal**  
**Company Secretary and Compliance Officer**



Encl: As above

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## Voting Results of the 52<sup>nd</sup> Annual General Meeting of the Company.

Date of the Annual General Meeting	28 <sup>th</sup> September, 2018		
Total No. of shareholders as on record date	26148		
No. of shareholders present in the meeting either in person or through proxy:	Present in person	Present through proxy	Total
-Promoters and Promoter Group	10	3	35
- Public	21	1	
No. of Shareholders attended the meeting through Video Conferencing	NIL		
-Promoter and Promoter Group	NIL		
-Public	NIL		

### VOTING DETAILS AGENDA WISE

Item No. - 1	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018, 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	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (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	17252811	13707600	79.45	13707600	0.00	100.00	0.00
	Poll		3485068	20.20	3485068	0.00	100.00	0.00
	<b>Total</b>		<b>17192668</b>	<b>99.65</b>	<b>17192668</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E - voting	58775	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
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	Remote E - voting	7014014	16200	0.23	16200	0.00	100.00	0.00
	Poll		2885	0.04	2885	0	100.00	0.00
	<b>Total</b>		<b>19085</b>	<b>0.27</b>	<b>19085</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>24325600</b>	<b>17211753</b>	<b>70.75</b>	<b>17211753</b>	<b>00.00</b>	<b>100.00</b>	<b>0.00</b>





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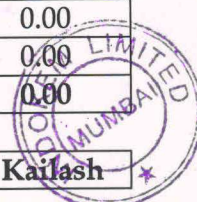
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and Promoter Group	E - voting							
	Poll							
	Total							
Public - Institutions	Remote E - voting	58775	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	Remote E - voting	7014014	16200	0.23	16200	0.00	100.00	0.00
	Poll		2885	0.04	2885	0	100.00	0.00
	Total		19085	0.27	19085	0.00	100.00	0.00
<b>Total</b>		<b>24325600</b>	<b>19085</b>	<b>0.08</b>	<b>19085</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

Item No. - 4	Approval for entering into Related Party Transactions for the Financial Year 2018-19.  Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (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	17252811	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	58775	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	7014014	9010	0.13	9010	0.00	100.00	0.00
	Poll		2885	0.04	2885	0	100.00	0.00
	Total		11895	0.17	11895	0.00	100.00	0.00
<b>Total</b>		<b>24325600</b>	<b>11895</b>	<b>0.05</b>	<b>11895</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

Item No. - 5	Approval for re-appointment of Shri Kailash
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	Pershad, Independent Director (DIN: 00503603) for a second term of 5 consecutive years, whose existing term expires on 31 <sup>st</sup> March, 2019.
	Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (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	17252811	13707600	79.45	13707600	0.00	100.00	0.00
	Poll		3485068	20.20	3485068	0.00	100.00	0.00
	<b>Total</b>		<b>17192668</b>	<b>99.65</b>	<b>17192668</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E-voting	58775	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
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	Remote E-voting	7014014	16200	0.23	16200	0.00	100.00	0.00
	Poll		2885	0.04	2885	0	100.00	0.00
	<b>Total</b>		<b>2885</b>	<b>0.27</b>	<b>2885</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>24325600</b>	<b>17211753</b>	<b>70.75</b>	<b>17211753</b>	<b>00.00</b>	<b>100.00</b>	<b>0.00</b>

Item No. - 6	Approval for re-appointment of Shri Bhalchandra Sontakke, Independent Director (DIN: 01225753) for a second term of 5 consecutive years, whose existing term expires on 31 <sup>st</sup> March, 2019.
	Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No



Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (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	Remote	17252811	13707600	79.45	13707600	0.00	100.00	0.00

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and Promoter Group	E - voting Poll							
			3485068	20.20	3485068	0.00	100.00	0.00
	<b>Total</b>		<b>17192668</b>	<b>99.65</b>	<b>17192668</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E - voting	58775	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
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	Remote E - voting	7014014	15569	0.22	15569	0.00	100.00	0.00
	Poll		2785	0.04	2785	0.00	100.00	0.00
	<b>Total</b>		<b>18354</b>	<b>0.26</b>	<b>18354</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>24325600</b>	<b>17211022</b>	<b>70.75</b>	<b>17211022</b>	<b>00.00</b>	<b>100.00</b>	<b>0.00</b>

Item No. - 7	Approval for re-appointment of Shri Rajagopalan Sesha, Independent Director (DIN: 00289643) for a second term of 5 consecutive years, whose existing term expires on 31 <sup>st</sup> March, 2019.  Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (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	17252811	13707600	79.45	13707600	0.00	100.00	0.00
	Poll		3485068	20.20	3485068	0.00	100.00	0.00
	<b>Total</b>		<b>17192668</b>	<b>99.65</b>	<b>17192668</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E - voting	58775	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
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	Remote E - voting	7014014	16200	0.23	16200	0.00	100.00	0.00
	Poll		2885	0.04	2885	0.00	100.00	0.00
	<b>Total</b>		<b>19085</b>	<b>0.27</b>	<b>19085</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>24325600</b>	<b>17211753</b>	<b>70.75</b>	<b>17211753</b>	<b>00.00</b>	<b>100.00</b>	<b>0.00</b>



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Item No. - 8	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.  Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	No

Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (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	17252811	13707600	79.45	13707600	0.00	100.00	0.00
	Poll		3485068	20.20	3485068	0.00	100.00	0.00
	<b>Total</b>		<b>17192668</b>	<b>99.65</b>	<b>17192668</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E-voting	58775	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
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	Remote E-voting	7014014	16200	0.23	16100	100	99.38	0.62
	Poll		2885	0.04	2885	0.00	100.00	0.00
	<b>Total</b>		<b>19085</b>	<b>0.27</b>	<b>18985</b>	<b>100</b>	<b>99.48</b>	<b>0.52</b>
<b>Total</b>		<b>24325600</b>	<b>17211753</b>	<b>70.75</b>	<b>17211653</b>	<b>100</b>	<b>99.99</b>	<b>0.00</b>

Place: Mumbai  
Date: 28<sup>th</sup> September, 2018



For Indokem Limited

*R. D. Pisal*

Rajesh D. Pisal

Company Secretary and Compliance Officer



**Report of Scrutinizer in respect of Polling and E-Voting Process**

*[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:- Scrutinizer's Report on e-voting and polling 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 52<sup>nd</sup> Annual General Meeting of Equity Shareholders of Indokem Limited held on September 28<sup>th</sup>, 2018.

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 14<sup>th</sup>, 2018, 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 to conduct the electronic voting process and Polling in respect of below mentioned resolutions proposed to be passed at the 52<sup>nd</sup> Annual General Meeting ('AGM) of the Equity Shareholders of the Company to be held on September 28<sup>th</sup>, 2018.

The Notice dated August 14<sup>th</sup>, 2018 convening 52<sup>nd</sup> AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect

Page | 1







of below mentioned resolutions proposed to be passed at the said AGM of the Equity Shareholders of the Company to be held on September 28<sup>th</sup>, 2018.

The Shareholders of the Company holding shares as on "cut off" date of September 21<sup>st</sup>, 2018, were entitled for e-voting on proposed resolutions set out in the Notice of the AGM of the Equity Shareholders of the Company.

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 e-voting facility to their shareholders on all shareholders resolutions to be passed in General Meetings or through Polling. 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, Sharex Dynamic (India) Private Limited, (hereafter referred as RTA) to setup the e-voting facility on NSDL e-voting website [www.evoting.nsdl.com](http://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 the ballot and 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 ballots received and reports generated from the e-voting system provided by NSDL.

The e-voting period commenced on Tuesday, September 25<sup>th</sup>, 2018 at 09:00 a.m. and ended on Thursday, September 27<sup>th</sup>, 2018 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.

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](http://www.evoting.nsdl.com)). All the votes casted electronically during the said period have been taken into consideration for the purpose of our report.





The Company had also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not cast their vote by remote e-voting.

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

I submit my report as under:

1. In compliance with Section 108 of the Companies Act, 2013, shareholders were provided the facility of 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 September 21<sup>st</sup>, 2018, were entitled to vote on the proposed resolutions set out in the Notice of the Company.
3. I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from NSDL e-voting system. All the Ballot forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/ Client ID No./ DP Id., Number of shares held, Number of votes Polled, Assented, Dissented and rejected were generated.
4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company /Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company
6. During the course of scrutiny NONE of the ballot papers were found invalid.





7. I have handed over the ballot forms and related papers/ registers and records to the Chairman and Managing Director of the Company, on date along with the Reports.
8. On Scrutiny, I report that out of 26,148 shareholders, 27 shareholders have exercised their vote through remote e-voting and 19 shareholders have exercised their votes through physical ballot.

The result of the Poll and E-voting is as under:

Resolution No.	Mode	Ballots received	Total No. Shares	Favor		Against	
				Ballots	Votes	Ballots	Votes
1.	Electronic	27	13723800	27	13707600	0	0
	Physical	19	3487953	19	3485068	0	0
	<b>TOTAL</b>	<b>46</b>	<b>17211753</b>	<b>46</b>	<b>17192668</b>	<b>0</b>	<b>0</b>
2.	Electronic	10	16200	10	16200	0	0
	Physical	17	2885	17	2885	0	0
	<b>TOTAL</b>	<b>27</b>	<b>19085</b>	<b>27</b>	<b>19085</b>	<b>0</b>	<b>0</b>
3.	Electronic	10	16200	10	16200	0	0
	Physical	17	2885	17	2885	0	0
	<b>TOTAL</b>	<b>27</b>	<b>19085</b>	<b>27</b>	<b>19085</b>	<b>0</b>	<b>0</b>
4.	Electronic	9	9010	9	9010	0	0
	Physical	17	2885	17	2885	0	0
	<b>TOTAL</b>	<b>26</b>	<b>11895</b>	<b>26</b>	<b>11895</b>	<b>0</b>	<b>0</b>
5.	Electronic	27	13723800	27	13707600	0	0
	Physical	19	3487953	19	3485068		
	<b>TOTAL</b>	<b>46</b>	<b>17211753</b>	<b>46</b>	<b>17192668</b>	<b>0</b>	<b>0</b>
6.	Electronic	26	13723800	26	13723169	0	0
	Physical	18*	3487953	18	3487853	0	0
	<b>TOTAL</b>	<b>44</b>	<b>17211753</b>	<b>44</b>	<b>17213807</b>	<b>0</b>	<b>0</b>
<b>*Interested member holding 100 shares not considered</b>							
7.	Electronic	27	13723800	27	13707600	0	0
	Physical	19	3487953	19	3485068	0	0
	<b>TOTAL</b>	<b>46</b>	<b>17211753</b>	<b>46</b>	<b>17192668</b>	<b>0</b>	<b>0</b>





8.	Electronic	27	13723800	26	13723700	1	100
	Physical	19	3487953	19	3487953	0	0
	<b>TOTAL</b>	<b>46</b>	<b>17211753</b>	<b>46</b>	<b>17211653</b>	<b>1</b>	<b>100</b>

**Notes:**

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast both e-voting and through ballot.
2. 13 Shareholders who had voted through remote e-voting and have attended the AGM have not voted through physical ballot.

**SUMMARY:**

1. **Resolution Item No. 1.** To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 including the Balance Sheet as on 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss Account and the Cash Flow Statement as on that date together with the Reports of the Directors and the Auditors thereon:

Category of shareholders	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor	No. of votes against	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	17252811	17192668	99.65%	17192668	0	99.65%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	19085	0	0.27%	0%
<b>Total</b>	<b>24325600</b>	<b>17211753</b>	<b>70.75%</b>	<b>17211753</b>	<b>0</b>	<b>70.75%</b>	<b>0%</b>





2. **Resolution Item No. 2** - To Appoint a Director in place of Smt. Asha Mahendra Khatau (DIN – 00063944), who retires by rotation at this Annual General Meeting and being eligible and has offered herself for re-appointment:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	17252811	0	0%	0	0	0%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	19085	0	0.27%	0%
<b>Total</b>	<b>24325600</b>	<b>19085</b>	<b>0.08%</b>	<b>19085</b>	<b>0</b>	<b>0.08%</b>	<b>0%</b>

3. **Resolution Item No. 3:** Approval for revision in remuneration of Mr. Manish M. Khatau, Whole-Time Director and in this regard under the provisions of Companies Act, 2013 :

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	17252811	0	0%	0	0	0%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	19085	0	0.27%	0%
<b>Total</b>	<b>24325600</b>	<b>19085</b>	<b>0.08%</b>	<b>19085</b>	<b>0</b>	<b>0.08%</b>	<b>0%</b>





4. **Resolution Item No. 4:** Approval for Transactions with the Related Parties under Section 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as an Special Resolution:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = $\{2/1\} * 100$ 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = $(4/2) * 100$ 6	% of Votes in against = $(5/2) * 100$ 7
Promoter and Promoter Group	17252811	0	0%	0	0	0%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	11895	0.17%	11895	0	0.17%	0%
<b>Total</b>	<b>24325600</b>	<b>11895</b>	<b>0.05%</b>	<b>11895</b>	<b>0</b>	<b>0.05%</b>	<b>0%</b>

5. **Resolution Item No. 5.:** Approval for reappointment of Shri Kailash Pershad, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31st March, 2019:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = $\{2/1\} * 100$ 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = $(4/2) * 100$ 6	% of Votes in against = $(5/2) * 100$ 7
Promoter and Promoter Group	17252811	17192668	99.65%	17192668	0	99.65%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	19085	0	0.27%	0%
<b>Total</b>	<b>24325600</b>	<b>17211753</b>	<b>70.75%</b>	<b>17211753</b>	<b>0</b>	<b>70.75%</b>	<b>0%</b>





6. **Resolution Item No. 6:** Approval for reappointment of Shri Bhalchandra Sontakke, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31st March, 2019:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = $\frac{2}{1} \times 100$ 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = $\frac{4}{2} \times 100$ 6	% of Votes in against = $\frac{5}{2} \times 100$ 7
Promoter and Promoter Group	17252811	17192668	99.65%	17192668	99.65%	99.65%	0%
Public – Institutional Shareholders	58,775	0	0%	0		0%	0%
Public – Others	7014014	18354	0.26%	18354	0.26%	0.26%	0%
<b>Total</b>	<b>24325600</b>	<b>17229376</b>	<b>70.75%</b>	<b>17211022</b>	<b>70.75%</b>	<b>70.75%</b>	<b>0%</b>

7. **Resolution Item No. 7:** Approval for reappointment of Shri Rajagopalan Sessa, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31st March, 2019:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = $\frac{2}{1} \times 100$ 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = $\frac{4}{2} \times 100$ 6	% of Votes in against = $\frac{5}{2} \times 100$ 7
Promoter and Promoter Group	17252811	17192668	99.65%	17192668	0	99.65%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	19085	0	0.27%	0%
<b>Total</b>	<b>24325600</b>	<b>17211753</b>	<b>70.75%</b>	<b>17211753</b>	<b>0</b>	<b>70.75%</b>	<b>0%</b>





8. **Resolution Item No. 8:** To consider and determine the fees for delivery of any document through a specific mode of delivery to a member:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	17252811	17192668	99.65%	17192668	0	99.65%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	7014014	19085	0.27%	18985	100	0.27%	0.52%
<b>Total</b>	<b>24325600</b>	<b>17211653</b>	<b>70.75%</b>	<b>17211553</b>	<b>100</b>	<b>99.99%</b>	<b>0.00%</b>

9. Lists containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for above mentioned resolutions is enclosed as "Annexure A" for Physical ballot voting and in "Annexure B" for Remote E-voting.

10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safe keeping.







**RESULTS:**

As the number of votes cast in favor of the Resolutions is more than three times the number of votes cast against it, I declare that all the Resolutions set out in the AGM Notice dated August 14<sup>th</sup>, 2018 of Indokem Limited stand passed under e-voting and polling by the shareholders with requisite majority.

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

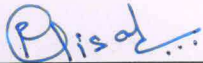
Thanking you,

Yours faithfully,

Place: Mumbai

Dated: September 28, 2018

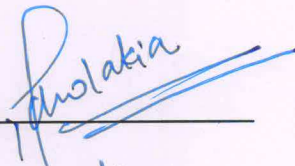
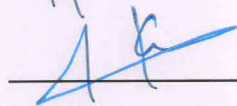
  
(Samita V. Tanksale)  
Practising Company Secretary  
ACS 26044  
CP NO.: 10763



Rajesh Pisal  
(Company Secretary & Compliance Officer)

1) Witness 1

2) Witness 2





**ANNEXURE A**

**LIST OF SHAREHOLDERS POLLED BY BALLOTS AT 52<sup>ND</sup> AGM OF INDOKEM LIMITED HELD ON  
SEPTEMBER 28, 2018 AT 3:00 P.M.**

Sr. No.	Folio No./ DP-Client ID	Name of Shareholders	No of shares held
1	1494	C. Vijayan Nair	25
2	1495	Chhaya Deulkar	25
3	1498	Naik Kamalakar	25
4	1499	Narendra Pangam	25
5	1501	Prakash Mohite	25
6	1502	Ramesh Hegde	25
7	1503	Santosh Javadekar	25
8	1504	Shailja Muleye	25
9	IN300214-15708391	Bhachandra Sontakke	100
10	S08979	Shashi Bala Sharma	10
11	N00570	Nilam Parekh	105
12	S10040	S M Chavan	900
13	12029700-00161981	Jayesh Manek	200
14	A06517	Aspi Fakirji	200
15	151	Usha Karnad	120
16	12026700-00005980	Prakash Tamhane	50
17	12022500-00105134	Shreya S. Singhania	5000
18	12012600-00222032	MKK Holdings	3480068
19	13028600-00087800	M.R. Nagpurkar	1000
<b>Total</b>			<b>3487953</b>

Note: All the shareholders have voted 'for' all the resolutions for voting through physical ballot.

Place: Mumbai  
Dated: September 28, 2018

Yours faithfully,

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

Page | 11





**ANNEXURE B**

**LIST OF SHAREHOLDERS WHO E-VOTED FOR 52<sup>ND</sup> AGM OF INDOKEM LIMITED HELD ON SEPTEMBER 28,  
2018 AT 3:00 P.M.**

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held	RESOLUTION ID
1	'1201260000179441	PRIYA MAHENDRA KHATAU	31990	1
	'1201260000179441	PRIYA MAHENDRA KHATAU	31990	5
	'1201260000179441	PRIYA MAHENDRA KHATAU	31990	6
	'1201260000179441	PRIYA MAHENDRA KHATAU	31990	7
	'1201260000179441	PRIYA MAHENDRA KHATAU	31990	8
2	'1201260000186402	MAHENDRA KISHORE KHATAU	821050	1
	'1201260000186402	MAHENDRA KISHORE KHATAU	821050	5
	'1201260000186402	MAHENDRA KISHORE KHATAU	821050	6
	'1201260000186402	MAHENDRA KISHORE KHATAU	821050	7
	'1201260000186402	MAHENDRA KISHORE KHATAU	821050	8
3	'1201260000215635	SARYU BHUPENDRA PARIKH	600	1
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	2
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	3
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	4
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	5
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	6
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	7
	'1201260000215635	SARYU BHUPENDRA PARIKH	600	8
4	'1201260000222051	VINDHYAPRIYA HOLDINGS PVT LTD	2070708	1
	'1201260000222051	VINDHYAPRIYA HOLDINGS PVT LTD	2070708	5
	'1201260000222051	VINDHYAPRIYA HOLDINGS PVT LTD	2070708	6
	'1201260000222051	VINDHYAPRIYA HOLDINGS PVT LTD	2070708	7
	'1201260000222051	VINDHYAPRIYA HOLDINGS PVT LTD	2070708	8
5	'1201770101167858	DINDAYAL AGARWAL	100	1
	'1201770101167858	DINDAYAL AGARWAL	100	2
	'1201770101167858	DINDAYAL AGARWAL	100	3
	'1201770101167858	DINDAYAL AGARWAL	100	4
	'1201770101167858	DINDAYAL AGARWAL	100	5
	'1201770101167858	DINDAYAL AGARWAL	100	6
	'1201770101167858	DINDAYAL AGARWAL	100	7





			100	8 (Dissent)
	'1201770101167858	DINDAYAL AGARWAL		
6	'1303870000244055	EMERALD CAPITAL SERVICES PVT LTD	388920	1
	'1303870000244055	EMERALD CAPITAL SERVICES PVT LTD	388920	5
	'1303870000244055	EMERALD CAPITAL SERVICES PVT LTD	388920	6
	'1303870000244055	EMERALD CAPITAL SERVICES PVT LTD	388920	7
	'1303870000244055	EMERALD CAPITAL SERVICES PVT LTD	388920	8
7	'IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000	1
	'IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000	5
	'IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000	6
	'IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000	7
	'IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000	8
8	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	1
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	2
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	3
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	4
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	5
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	6
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	7
	'IN30023911371698	PARESH CHANDRAKUMAR SHAH	5944	8
9	'IN30023915032482	SEEMA DILIP BARDE	200	1
	'IN30023915032482	SEEMA DILIP BARDE	200	2
	'IN30023915032482	SEEMA DILIP BARDE	200	3
	'IN30023915032482	SEEMA DILIP BARDE	200	4
	'IN30023915032482	SEEMA DILIP BARDE	200	5
	'IN30023915032482	SEEMA DILIP BARDE	200	6
	'IN30023915032482	SEEMA DILIP BARDE	200	7
	'IN30023915032482	SEEMA DILIP BARDE	200	8
10	'IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700	1
	'IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700	5
	'IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700	6
	'IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700	7
	'IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700	8
11	'IN30075711407842	PRIYA MAHENDRA KHATAU	6930	1
	'IN30075711407842	PRIYA MAHENDRA KHATAU	6930	5
	'IN30075711407842	PRIYA MAHENDRA KHATAU	6930	6





	'IN30075711407842	PRIYA MAHENDRA KHATAU	6930	7
	'IN30075711407842	PRIYA MAHENDRA KHATAU	6930	8
12	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	1
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	2
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	3
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	5
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	6
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	7
	'IN30115112001335	RUPAL BHUPENDRA PARIKH	7190	8
13	'IN30302870665817	RANJAN BANERJEE	500	1
	'IN30302870665817	RANJAN BANERJEE	500	2
	'IN30302870665817	RANJAN BANERJEE	500	3
	'IN30302870665817	RANJAN BANERJEE	500	4
	'IN30302870665817	RANJAN BANERJEE	500	5
	'IN30302870665817	RANJAN BANERJEE	500	6
	'IN30302870665817	RANJAN BANERJEE	500	7
	'IN30302870665817	RANJAN BANERJEE	500	8
14	'1201260000180147	PRISM PLANTATIONS PVT LTD	20737	1
	'1201260000180147	PRISM PLANTATIONS PVT LTD	20737	5
	'1201260000180147	PRISM PLANTATIONS PVT LTD	20737	6
	'1201260000180147	PRISM PLANTATIONS PVT LTD	20737	7
	'1201260000180147	PRISM PLANTATIONS PVT LTD	20737	8
15	'1201260000222047	PRIYANILGIRI HOLDINGS PVT LTD	4896929	1
	'1201260000222047	PRIYANILGIRI HOLDINGS PVT LTD	4896929	5
	'1201260000222047	PRIYANILGIRI HOLDINGS PVT LTD	4896929	6
	'1201260000222047	PRIYANILGIRI HOLDINGS PVT LTD	4896929	7
	'1201260000222047	PRIYANILGIRI HOLDINGS PVT LTD	4896929	8
16	'1201260000225531	LEELABAI KISHORE KHATAU	80883	1
	'1201260000225531	LEELABAI KISHORE KHATAU	80883	5
	'1201260000225531	LEELABAI KISHORE KHATAU	80883	6
	'1201260000225531	LEELABAI KISHORE KHATAU	80883	7
	'1201260000225531	LEELABAI KISHORE KHATAU	80883	8
17	'1201260000229893	ASHA MAHENDRA KHATAU	45243	1
	'1201260000229893	ASHA MAHENDRA KHATAU	45243	5
	'1201260000229893	ASHA MAHENDRA KHATAU	45243	6





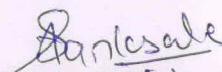
	'1201260000229893	ASHA MAHENDRA KHATAU	45243	7
	'1201260000229893	ASHA MAHENDRA KHATAU	45243	8
18	'1201260000229901	MANISH MAHENDRA KHATAU	35592	1
	'1201260000229901	MANISH MAHENDRA KHATAU	35592	5
	'1201260000229901	MANISH MAHENDRA KHATAU	35592	6
	'1201260000229901	MANISH MAHENDRA KHATAU	35592	7
	'1201260000229901	MANISH MAHENDRA KHATAU	35592	8
19	'1201260000229914	MAHENDRA KISHORE KHATAU	815816	1
	'1201260000229914	MAHENDRA KISHORE KHATAU	815816	5
	'1201260000229914	MAHENDRA KISHORE KHATAU	815816	6
	'1201260000229914	MAHENDRA KISHORE KHATAU	815816	7
	'1201260000229914	MAHENDRA KISHORE KHATAU	815816	8
20	'1201260000249261	KHATAU HOLDINGS AND TRADING CO PVT LTD	847705	1
	'1201260000249261	KHATAU HOLDINGS AND TRADING CO PVT LTD	847705	5
	'1201260000249261	KHATAU HOLDINGS AND TRADING CO PVT LTD	847705	6
	'1201260000249261	KHATAU HOLDINGS AND TRADING CO PVT LTD	847705	7
	'1201260000249261	KHATAU HOLDINGS AND TRADING CO PVT LTD	847705	8
21	'IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000	1
	'IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000	5
	'IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000	6
	'IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000	7
	'IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000	8
22	'IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588	1
	'IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588	5
	'IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588	6
	'IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588	7
	'IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588	8
23	'IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809	1
	'IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809	5
	'IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809	6
	'IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809	7
	'IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809	8
24	'IN30047610178628	STANY LAWRENCE PAIS	1000	1
	'IN30047610178628	STANY LAWRENCE PAIS	1000	2
	'IN30047610178628	STANY LAWRENCE PAIS	1000	3





	'IN30047610178628	STANY LAWRENCE PAIS	1000	4
	'IN30047610178628	STANY LAWRENCE PAIS	1000	5
	'IN30047610178628	STANY LAWRENCE PAIS	1000	6
	'IN30047610178628	STANY LAWRENCE PAIS	1000	7
	'IN30047610178628	STANY LAWRENCE PAIS	1000	8
25	'IN30290241111499	DHYAN SINGH	631	1
	'IN30290241111499	DHYAN SINGH	631	2
	'IN30290241111499	DHYAN SINGH	631	3
	'IN30290241111499	DHYAN SINGH	631	4
	'IN30290241111499	DHYAN SINGH	631	5
	'IN30290241111499	DHYAN SINGH	631	7
	'IN30290241111499	DHYAN SINGH	631	8
26	'IN30311611303371	SHOBHA S SHENOY	25	1
	'IN30311611303371	SHOBHA S SHENOY	25	2
	'IN30311611303371	SHOBHA S SHENOY	25	3
	'IN30311611303371	SHOBHA S SHENOY	25	4
	'IN30311611303371	SHOBHA S SHENOY	25	5
	'IN30311611303371	SHOBHA S SHENOY	25	6
	'IN30311611303371	SHOBHA S SHENOY	25	7
	'IN30311611303371	SHOBHA S SHENOY	25	8
27	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	1
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	2
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	3
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	4
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	5
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	6
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	7
	'IN30311611976370	MAHESH BHAGWAN MAKHIJA	10	8

Yours faithfully,

  
(Samita V. Tanksale)

Practising Company Secretary  
ACS 26044  
CP NO.: 10763

Place: Mumbai

Dated: September 28, 2018

Page | 16

