

# Indokem Limited

(CIN NO.: L31300MH1964PLCO13088)

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

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

Date: 03<sup>rd</sup> September, 2018

To,  
The Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 504092**

**Subject: Notice of 52<sup>nd</sup> Annual General Meeting and Book Closure Dates of the Company.**

Respected Sir/ Madam,

Notice is hereby given that the 52<sup>nd</sup> Annual General Meeting of the Company will be held on Friday 28<sup>th</sup> September, 2018 at 3:00 P.M. at the registered office of the Company situated at Plot No. 410/411, Khatau House, Mogul Lane, Mahim (West), Mumbai - 400 016, to transact the business set out in the notice convening the meeting.

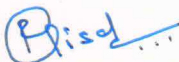
The facility to exercise the vote at the aforesaid Annual General Meeting by electronic means (e-voting) on all resolutions as set out in the notice will be provided to those members, holding shares either in physical or electronic form as on the cut-off date i.e. Friday, 21<sup>st</sup> September, 2018. The e-voting will commence on Tuesday, 25<sup>th</sup> September, 2018 at 9:00 A.M. and will end on Thursday, 27<sup>th</sup> September, 2018 at 5:00 P.M. (both days inclusive).

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

Kindly take the same on record.

Thanking You,  
Yours faithfully,

For INDOKEM LIMITED



Rajesh D. Pisal  
Company Secretary and Compliance Officer



Encl: Copy of Notice of Annual General Meeting.

**Indokem Limited**

(CIN: L31300MH1964PLC013088)

**Regd. Office:** Plot No. 410/411, Khatau House, Mogul Lane, Mahim (West), Mumbai - 400 016.**NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the **FIFTY SECOND Annual General Meeting** of the members of the Company will be held on Friday, 28<sup>th</sup> September, 2018 at 3:00 P.M. at the Registered Office of the Company situated at Plot No. 410/411, Khatau House, Mogul Lane, Mahim (West), Mumbai - 400 016 to transact the following business:

**ORDINARY BUSINESS:**

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 at 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss and the Cash Flow Statement as on that date together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in the place of Smt. Asha Mahendra Khatau (DIN: 00063944), who retires by rotation at this Annual General Meeting and being eligible has offered herself for reappointment.

**SPECIAL BUSINESS:**

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:**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the 50<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016, approval of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Manish M. Khatau (DIN: 02952828), Whole-Time Director of the Company with effect from 1<sup>st</sup> October, 2018 for the remaining period of his tenure as set out in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution".

4. Approval for Transactions with the Related Parties under Section 188 of Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into related party transactions with the parties and upto the limits as stated herein below:

Maximum value of contract/ transaction (per annum) (₹ In Crores)				
Sr. No.	Name of related parties	Transaction defined u/s 188 of Companies Act, 2013		
		Sale, purchase or supply of any goods, material	Leasing of property of any kind	Availing or rendering of any services or appointment of any agent for purchase or sale of goods, materials, services or property
On actual basis, exempted being in the ordinary course of business and on arm's length basis. (Subject to a maximum of amount p.a. as mentioned against the name of the Company)				
1.	Samudra Dye-Chem Private Limited	3	0.25	5
2.	Spiweld Chemtrade Private Limited	3	0.25	5
3.	Textomax Chemicals Private Limited	3	0.25	5
4.	Formost Chemicals Private Limited	3	0.25	5
5.	Chemron Texchem Private Limited	3	0.25	5
6.	Priyamvada Holdings Limited	3	0.25	5
7.	Asha Marine Products Private Limited	1	0.25	1
8.	Emerald Capital Services Private Limited	1	0.25	1
9.	Vindhyapriya Holdings Private Limited	1	0.25	1
10.	Khatau Leasing & Finance Company Private Limited	1	0.25	1
11.	Prism Plantations Private Limited	1	0.25	1
12.	Khatau Holding & Trading Company Private Limited	1	0.25	1
13.	Prerana Leasing & Finvest Private Limited	1	0.25	1
14.	MKK Holdings Private Limited	1	0.25	1
15.	Priyanilgiri Holdings Private Limited	1	0.25	1
16.	Refnol Resins & Chemicals Limited	10	0.25	1
<b>PARTNERSHIP FIRMS:</b>				
1.	Orchard Acres	10	0.25	1
<b>Directors/ KMPs/ Relatives of Directors &amp; KMPs/ Other Firms &amp; Companies in which Directors have some interest as per the provisions of Section 2 (76) of the Companies Act, 2013.</b>				
1.	Shri Mahendra K. Khatau	-	0.25	10
2.	Smt. Asha M. Khatau	-	0.25	3
3.	Mr. Manish M. Khatau	-	0.25	5
4.	Ms. Priya M. Khatau	-	0.25	5
5.	*Chief Financial Officer	-	-	0.50
6.	*Company Secretary	-	-	0.50
7.	*Managing Director	-	-	2
*Any Contract between the Company & person appointed / designated as Company Secretary, Chief Financial Officer and Managing Director				
Any contract or transaction with all the above parties for selling or otherwise disposing of, or buying property of any kind to be on marker value and on arm's length relationship basis.				

**RESOLVED FURTHER THAT** all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts deeds and things, including but not limiting to filing of the necessary forms and documents with the Registrar of Companies and other regulatory authorities, and to do all such acts deeds and things as may be necessary to give effect to the foregoing resolutions.”

**5. Approval for reappointment of Shri Kailash Pershad, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31<sup>st</sup> March, 2019:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Kailash Pershad (DIN: 00503603), Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby reappointed as an Independent Non-executive Director of the Company to hold office for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.”

**6. Approval for reappointment of Shri Bhalchandra Sontakke, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31<sup>st</sup> March, 2019:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Bhalchandra Sontakke (DIN: 01225753), Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby reappointed as an Independent Non-executive Director of the Company to hold office for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.”

**7. Approval for reappointment of Shri Rajagopalan Sessa, Independent Director for a second term of 5 consecutive years, whose existing term expires on 31<sup>st</sup> March, 2019:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Rajagopalan Sessa (DIN: 00289643), Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby reappointed as an Independent Non-executive Director of the Company to hold office for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024 .”

**8. To consider and determine the fees for delivery of any document through a specific mode of delivery to a member:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance ₹ 100/- (Rupees One Hundred only) per document/equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**For Indokem Limited  
By order of the Board**

**Sd/-**

**Rajesh D. Pisal  
Company Secretary**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2018**

**NOTES:**

1. **A Member entitled to attend and vote at the Annual General Meeting ‘AGM’ is entitled to appoint a proxy to attend and to vote on a poll instead of himself/herself and the proxy need not be a member of the Company.**
2. **A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder the instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the AGM. Members may please note that a proxy does not have the right to speak at the meeting and can vote only on poll.**

**During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days written notice is given to the Company.**

3. **Corporate members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM.**
4. **The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of AGM.**

5. Only registered members of the Company or any proxy appointed by such registered member may attend the AGM as provided under the provisions of the Companies Act, 2013.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of the Notice.
7. All documents referred to in the Notice and the Explanatory Statement annexed hereto, are open for inspection upto two days prior to the said meeting, at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days of the Company (except Saturdays, Sundays and Government Holidays).
8. Members are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Applicant Company in respect of such joint holding will be entitled to vote.
9. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
10. Members, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the numerous benefits of dematerialization, which includes easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. Alteration, if any, made in the Proxy Form should be initialed.
12. To support the Green Initiative of the Government, Electronic copy of the Annual Report for the year ended 31<sup>st</sup> March, 2018 will be sent to members whose mail IDs are available with the Depository Participant(s). Members who have not registered their email address, physical copy of the Annual Report will be sent in the permitted mode. Accordingly by virtue of the above we request the members of the Company to kindly register/ update their email address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register/update their e-mail address with our Share Transfer Agent at [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
13. The Company has been maintaining, inter alia, the following Statutory Registers at its registered office which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others specified below:
  - i) Registers of contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of AGM of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
  - ii) Registers of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the AGM of the Company and shall be made accessible to a person attending the meeting.
14. Members/ Proxies are requested to bring their attendance slip duly filled and signed for attending the meeting along with their copy of Annual Report to the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
15. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities/ capital market to furnish Income Tax Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore members holding shares in physical form are requested to furnish their PAN along with self- attested photocopy of PAN Card to our Share Transfer Agent. Members holding shares in Demat form are requested to register the details of their PAN with their Depository Participant (DP).
16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/Demat form, the members may please contact their respective Depository Participant.

Members may note that the Notice of the 52<sup>nd</sup> AGM and the Annual Report for 2017-18 will also be available on the website of the Company at [www.indokem.co.in](http://www.indokem.co.in). Physical copies of the aforesaid notice will also be

available at the registered office of the Company situated at Plot No. 410/411, Khatau House, Mogul Lane, Mahim (West), Mumbai- 400 016 for inspection between 11:00 a.m. and 1:00 p.m. on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post for free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: [iklsecretarial@gmail.com](mailto:iklsecretarial@gmail.com).

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015), the Company is pleased to provide the members to exercise their rights to vote at the 52<sup>nd</sup> AGM of the Company by electronic means through remote e-voting facility provided by National Securities Depository Limited) ‘NSDL’.
18. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
19. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. Route map for directions to the venue of the meeting is provided in the Annual Report.

**INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 9:00 a.m. till Thursday, 27<sup>th</sup> September, 2018 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2018 may cast their votes electronically.
- (ii) The e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The shareholders should log on to the e-voting website at [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details <b>or</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the Depository or Company please enter the</li> <li>● member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using NSDL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Please Note that:**

1. The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 9:00 a.m. and ends on Thursday, 27<sup>th</sup> September, 2018 at 5:00 p.m. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is Friday, 21<sup>st</sup> September, 2018, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by NSDL for voting after 5:00 p.m. on 27<sup>th</sup> September, 2018.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. Mrs. Samita Tanksale, Company Secretary in Practice (Membership No. 26044) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward her report of the votes cast in favour or against, to the Chairman or to any Director or officer who may be authorized by the Chairman for this purpose.

The Results shall be declared on or after the AGM. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.indokem.co.in](http://www.indokem.co.in) and on the website of NSDL within two days of passing of Resolutions at the AGM of the Company and shall also be communicated to the Stock Exchange. The Resolution shall be deemed to be passed at the AGM of the Company scheduled to be held on Friday, 28<sup>th</sup> September, 2018.

**For Indokem Limited  
By order of the Board**

Sd/-

**Rajesh D. Pisal  
Company Secretary**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2018**

**Registered Office:**  
Plot No. 410/411, Khatau House,  
Mogul Lane, Mahim (West),  
Mumbai – 400 016.

**Explanatory Statement u/s. 102 of the Companies Act, 2013:**
**Item No. 3:**

The shareholders will recall the reappointment of Mr. Manish M. Khatau as a Whole-Time Director of the Company w.e.f. 1<sup>st</sup> March, 2016 for a period of five years at the Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2016.

As you all are aware, the Company is aggressively exploring opportunities both in India and Export market abroad. Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company.

The Board of Directors considered the contribution of the above managerial personnel to the overall progress of the Company and after taking into consideration the complexities of the responsibilities handled by him and industry remuneration benchmarks, have at their meeting held on 14<sup>th</sup> August, 2018, based on the recommendation of the Nomination and Remuneration Committee, approved the proposal to revise remuneration payable to Mr. Manish M. Khatau from the current ₹ 25,15,200/- per annum to ₹36,00,000/- per annum subject to approval of the shareholders.

The revised terms of remuneration payable to Mr. Manish M. Khatau w.e.f. 1<sup>st</sup> October, 2018 are as follows:

Particulars	(Amount in ₹ Per annum)
Salary	13,20,000
House Rent Allowances	10,20,000
City Compensatory Allowances	8,94,240
Medical Allowances	72,000
LTA	72,000
Gratuity	63,360
Provident Fund	1,58,400
<b>Total</b>	<b>36,00,000</b>

As the terms of revised remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V of the Act, approval of Central Government is not required for above revision in remuneration.

The details of remuneration paid to Mr. Manish M. Khatau for the year 2017-18 is provided in the Corporate Governance Report forming part of the Annual Report.

**General Information:**

Mr. Manish M. Khatau, aged 31 years has completed his graduation in BBA (Bachelor in Business Administration) from American Intercontinental University of London and has approximately 9 years of experience with the Company and in the Industry. He is very much informed about the working environment and norms of this industry. During his tenure he expanded business of the Company by introducing new clients and new products and utilized his knowledge and experience in the operations of the Company.

Mr. Manish M. Khatau is a promoter of the Company, holding 35592 (0.15%) equity shares in the paid-up capital of the Company. During the last financial year, Mr. Manish M. Khatau attended all the four Board meetings of the Company.

Details of his Directorships and Committee positions are stated below.

**Directorship:**

1. Indokem Limited – Whole-Time Director

**Committees Position**

Sr. No.	Name of the Company	Name of the Committee	Chairman/ Member
1.	Indokem Limited	Committee of Board of Directors	Member
2.	Indokem Limited	Share Transfer Committee	Member
3.	Indokem Limited	Risk Management Committee	Member

Keeping in view the type of industry, size of the Company, the responsibilities and profile of Mr. Manish M. Khatau, the proposed remuneration is competitive with the remuneration paid by other Companies in similar line of business to such managerial personnel.

Mr. Manish M. Khatau and his father Shri Mahendra K. Khatau, Chairman and Managing Director (Father) and Smt. Asha M. Khatau, Director (Mother) may be deemed to be concerned or interested in the above resolution. None of the other Directors or Key Managerial Personnel and their relatives are concerned or interested in the above resolution.

The resolution is being proposed as an ordinary resolution in view of the relevant provisions of Schedule V of the Companies Act, 2013 requiring an ordinary resolution for payment of remuneration in the event of loss or inadequacy of profits. The proposed remuneration is in accordance with the Remuneration Policy of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 4:**

Transactions with Related Parties u/s 188 of the Companies Act, 2013

The provisions of Section 188(1) of the Companies Act, 2013 governs Related Party Transactions and require a Company to obtain prior approval of the Board of Directors and in case paid up share capital or transactions as may be prescribed from time to time are more, then prior approval of shareholders by way of Special Resolution is required.

Further, third proviso to Section 188(1) provides that nothing shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not on Arm's Length Basis.

Though the Company is not coming under the purview of Section 188(1) and all transactions are on Arm's Length Basis /Ordinary Course of Business, however as a good Corporate Governance, Company is seeking approval of the members.

The provisions of Section 188 (3) also provide that any contract or arrangement entered into under Section 188 (1) may be ratified by the Board, or as the case may be, by the Shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2018-19 in the Board Meeting held on 09<sup>th</sup> May, 2018.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

Maximum value of contract/ transaction (per annum)		(₹ In Crores)		
Sr. No.	Name of related parties	Transaction defined u/s 188 of Companies Act, 2013		
		Sale, purchase or supply of any goods, material	Leasing of property of any kind	Availing or rendering of any services or appointment of any agent for purchase or sale of goods, materials, services or property
On actual basis, exempted being in the ordinary course of business and on arm's length basis. (Subject to a maximum of amount p.a. as mentioned against the name of the Company)				
1.	Samudra Dye-Chem Private Limited	3	0.25	5
2.	Spiweld Chemtrade Private Limited	3	0.25	5
3.	Textomax Chemicals Private Limited	3	0.25	5
4.	Formost Chemicals Private Limited	3	0.25	5

5.	Chemron Texchem Private Limited	3	0.25	5
6.	Priyamvada Holdings Limited	3	0.25	5
7.	Asha Marine Products Private Limited	1	0.25	1
8.	Emerald Capital Services Private Limited	1	0.25	1
9.	Vindhyapriya Holdings Private Limited	1	0.25	1
10.	Khatau Leasing & Finance Company Private Limited	1	0.25	1
11.	Prism Plantations Private Limited	1	0.25	1
12.	Khatau Holding & Trading Company Private Limited	1	0.25	1
13.	Prerana Leasing & Finvest Private Limited	1	0.25	1
14.	MKK Holdings Private Limited	1	0.25	1
15.	Priyanilgiri Holdings Private Limited	1	0.25	1
16.	Refnol Resins & Chemicals Limited	10	0.25	1

**PARTNERSHIP FIRMS:**

1.	Orchard Acres	10	0.25	1
Directors/ KMPs/ Relatives of Directors & KMPs/ Other Firms & Companies in which Director have some interest as per the provisions of Section 2(76) of the Companies Act, 2013				
1.	Shri Mahendra K. Khatau	-	0.25	10
2.	Smt. Asha M. Khatau	-	0.25	3
3.	Mr. Manish M. Khatau	-	0.25	5
4.	Ms. Priya M. Khatau	-	0.25	5
5.	*Chief Financial Officer	-	-	0.50
6.	*Company Secretary	-	-	0.50
7.	*Managing Director	-	-	2

\*Any Contract between the Company & person appointed / designated as the Company Secretary, Chief Financial Officer and Managing Director

Any contract or transaction with all the above parties for selling or otherwise disposing of, or buying property of any kind to be on market value and on arm's length relationship basis.

Members are hereby informed that pursuant to second proviso of Section 188 (1) of the Companies Act, 2013, no member of the Company shall vote on such Special Resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on 09<sup>th</sup> May, 2018. The Board of Directors is of the opinion that the transactions are on arm length basis and are in the ordinary course of business and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

**Item No. 5-7:**

Shri Kailash Pershad aged 78 years, Shri Bhalchandra Sontakke aged 74 years and Shri Rajagopalan Sesha aged 79 years are Independent Non-executive Directors of the Company. Pursuant to the Act, they were appointed as Independent Non-executive Directors to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019, by the Members of the Company at the 48<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a Special Resolution by the

Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Shri Kailash Pershad, Shri Bhalchandra Sontakke and Shri Rajagopalan Sesha, being eligible for reappointment as Independent Directors offer themselves for reappointment, are proposed to be reappointed as Independent Directors for another term of five consecutive years from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

The performance of Independent Directors was evaluated on the following criteria:

- Exercise of independent judgement in the best interest of Company;
- Ability to contribute to and monitor Corporate Governance practice;
- Adherence to the code of conduct for Independent Directors

In the opinion of the Board, Shri Kailash Pershad, Shri Bhalchandra Sontakke, and Shri Rajagopalan Sesha fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 for their reappointment as Independent Non-executive Director of the Company and are independent of the management. Copy of the draft letter for reappointment of Shri Kailash Pershad, Shri Bhalchandra Sontakke and Shri Rajagopalan Sesha as Independent Non-executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during office hours on all working days except public holidays between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Kailash Pershad, Shri Bhalchandra Sontakke and Shri Rajagopalan Sesha as Independent Directors of the Company.

Accordingly, the Board recommends the Special Resolutions set out at Item Nos. 5 to 7 with respect to eligibility and reappointment of Shri Kailash Pershad, Shri Bhalchandra Sontakke and Shri Rajagopalan Sesha as Independent Directors of the Company for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024, for the approval of Members. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

**Item No. 8:**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is desirable to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at Item No. 8 of the accompanying Notice, for the approval of the members of the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out in Item No. 8 of the accompanying Notice.

**For Indokem Limited  
By order of the Board**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2018**

**Sd/-  
Rajesh D. Pisal  
Company Secretary**

**ANNEXURE - A**

Profile of the Directors seeking reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I.

<b>Name</b>	Smt. Asha Mahendra Khatau
<b>DIN</b>	00063944
<b>Expertise in functional areas</b>	Smt. Asha Khatau is a B.A. Graduate and has an experience of over 20 years in the fields of General Management as a Consultant and Advisor.
<b>Disclosure of relationship between directors inter-se</b>	Smt. Asha M. Khatau is a close relative (Spouse) of Shri Mahendra K. Khatau, and (Mother) of Mr. Manish M. Khatau.
<b>Name of listed entities in which the person also holds the directorship, chairmanship and the membership of Committees of the Board;</b>	1. Refnol Resins & Chemicals Limited Stakeholders Relationship Committee - Chairmanship
<b>Number of shares held in Indokem Limited</b>	45243

II.

<b>Name</b>	Shri Kailash Pershad
<b>DIN</b>	00503603
<b>Expertise in functional areas</b>	More than 42 years experience in the fields of Finance, General Management in Marketing as a Consultant and Advisor.
<b>Disclosure of relationship between Directors inter-se</b>	None
<b>Name of listed entities in which the person also holds the directorship and the membership of Committees of the Board;</b>	None
<b>Number of shares held in Indokem Limited</b>	NIL

III.

<b>Name</b>	Shri Bhalchandra Sontakke
<b>DIN</b>	01225753
<b>Expertise in functional areas</b>	Experience of 32 years in the areas of Human Resource, Administration and Liaison with various government authorities.
<b>Disclosure of relationship between directors inter-se</b>	None
<b>Name of listed entities in which the person also holds the directorship and the membership of Committees of the Board;</b>	1. Refnol Resins & Chemicals Limited Audit Committee - Chairmanship
<b>Number of shares held in Indokem Limited</b>	100

IV.

<b>Name</b>	Shri Rajagopalan Sesha
<b>DIN</b>	00289643
<b>Expertise in functional areas</b>	Over 39 years of experience with leading manufacturing companies in the areas of Accounts, Finance & Audit
<b>Disclosure of relationship between directors inter-se</b>	None
<b>Name of listed entities in which the person also holds the directorship and the membership of Committees of the Board;</b>	1. Refnol Resins & Chemicals Limited Audit Committee - Membership
<b>Number of shares held in Indokem Limited</b>	NIL