

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: 30th September, 2020

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 54th Annual General Meeting have been passed at the Annual General Meeting of the Company held through Video Conferencing on 29th September, 2020.

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.

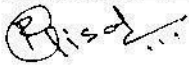
Also we enclose the Consolidated Scrutinizer's Report on remote E-voting and E-voting done at AGM.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Indokem Limited



Rajesh D. Pisal
Company Secretary and Compliance Officer



Encl: As above

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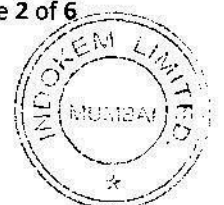
Voting Results of the 54th Annual General Meeting of the Company.

Date of the Annual General Meeting	29 th September, 2020		
Total No. of shareholders as on record date	25701		
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	25		

VOTING DETAILS AGENDA WISE

Item No. - 1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2020, 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	221116	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	6851473	21358	0.31	21358	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		21358	0.31	21358	0.00	100.00	0.00
Total		24325600	17214226	70.77	17214226	00.00	100.00	0.00



Indokem Limited

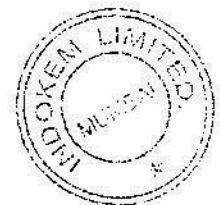
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Item No. - 2	Appointment of a Director in place of Smt. Asha Mahendra Khatau (DIN: 00063944), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment. Resolution Required: Ordinary Resolution
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	221116	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	6851473	21358	0.31	21358	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		21358	0.31	21358	0.00	100.00	0.00
Total		24325600	21358	0.09	21358	00.00	100.00	0.00



Indokem Limited

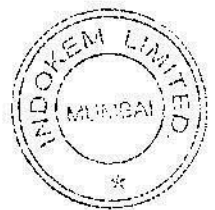
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Item No. - 3	Re-appointment of Mr. Manish M. Khatau as the Whole-time Director (DIN: 02952828) of the Company Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

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	221116	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	6851473	21358	0.31	21358	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		21358	0.31	21358	0.00	100.00	0.00
Total		24325600	21358	0.09	21358	00.00	100.00	0.00



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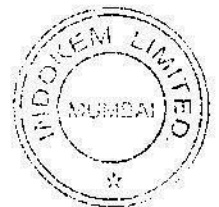
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Item No. - 4	Approval for entering into Related Party Transactions for the Financial Year 2020-2021. Resolution Required: Special Resolution
Whether Promoter / Promoter group are interested in the agenda / resolution	Yes

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	221116	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	6851473	21358	0.31	21198	160.00	99.25	0.75
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		21358	0.31	21198	160.00	99.25	0.75
Total		24325600	21358	0.09	21198	160.00	99.25	0.75



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Item No. - 5	Appointment of Mr. Rahul Singh (DIN: 07477748) as Independent Non-executive Director. 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	221116	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	6851473	21358	0.31	21358	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		21358	0.31	21358	0.00	100.00	0.00
Total		24325600	17214226	70.77	17214226	00.00	100.00	0.00

For Indokem Limited

Mahendra K. Khatau
Chairman and Managing Director
DIN: 00062794



Place: Mumbai
Date: 30th September, 2020



**Consolidated Scrutinizer's Report on Remote E-voting and E-voting conducted at the 54th
Annual General Meeting held on Tuesday, September 29th, 2020**

*[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

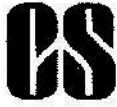
**Sub:- Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the
provisions of Section 108 and Section 109 of the Companies Act, 2013('the Act') read
with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the
Rule'), as amended, in respect of 54th Annual General Meeting of Equity Shareholders
of Indokem Limited held on September 29th, 2020 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 25th, 2020, 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 54th Annual General Meeting ('AGM') of the Equity Shareholders of the Company to be held on September 29th, 2020 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 (collectively referred as "MCA circulars") for the purpose of



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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.

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.

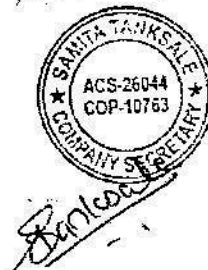
The Company, has accordingly made arrangements with the System Provider National Securities Depository Limited ('NSDL') for providing a system for recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar & Transfer Agent, Sharex Dynamic (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 September 22nd, 2020, 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.
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 "The Global Times edition" dated September 5th, 2020 and in English in "Business Standard- All over India edition" dated September 5th, 2020
5. The Company has completed dispatch of notices by email to the members by September 3rd, 2020.
6. As prescribed in Rule 20 of Companies (Management and Administration) Rules, 2014, Company has also released notice through newspaper Advertisement in Marathi in "The Global Times edition" dated September 7th, 2020 and in English in "Business Standard- All over India edition" dated September 7th, 2020.
7. The e-voting period commenced on Saturday, September 26th, 2020 at 09:00 a.m. and ended on Monday, September 28th, 2020 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.
8. The votes were unblocked on, the 29th day of September, 2020 around 3:47p.m. after the completion of the AGM in the presence of two witnesses namely Mr. Vinay Nair and Ms. Smitha Menon, 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 25,701 shareholders, 56 shareholders have exercised their vote through remote e-voting and none of the shareholders have exercised their votes through e-voting on the day of AGM. 38 Shareholders had attended the AGM through video conferencing.

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

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	56	17214226	56	17214226	0	0
	E-voting during AGM	0	0	0	0	0	0
	TOTAL	56	17214226	56	17214226	0	0
2.	Remote E-voting	37	21358	37	21358	0	0
	E-voting during AGM	0	0	0	0	0	0
	TOTAL	37	21358	37	21358	0	0
3.	Remote E-voting	37	21358	37	21358	0	0
	E-voting during AGM	0	0	0	0	0	0
	TOTAL	37	21358	37	21358	0	0
4.	Remote E-voting	37	21358	36	21198	1	160
	E-voting during AGM	0	0	0	0	0	0
	TOTAL	37	21358	36	21198	1	160
5.	Remote E-voting	56	17214226	56	17214226	0	0
	E-voting during AGM	0	0	0	0	0	0
	TOTAL	56	17214226	56	17214226	0	0

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. Although 38 shareholders had attended the AGM through video conferencing but none of them e-voted at the AGM.



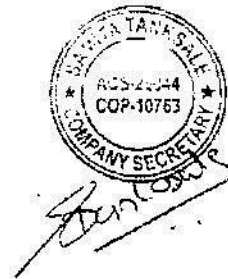


3. 34 Shareholders who had voted through remote e-voting and also attended AGM but did not vote at the AGM.
4. There were no invalid votes.

SUMMARY:

1. **Resolution Item No. 1.** To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2020 including the Balance Sheet as on 31st March, 2020 and the Statement of Profit and Loss Account and the Cash Flow Statement as on that date together with the Director's and the Auditor's Report thereon:

Category of shareholders	No. of Shares held 1	No. of votes through remote e-voting and e-voting during AGM 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	17253011	17192868	99.65%	17192868	0	100.00%	0.00%
Public – Institutional Shareholders	221116	0	0.00%	0	0	0.00%	0.00%
Public - Others	6851473	21358	0.31%	21358	0	100.00%	0.00%
Total	24325600	17214226	70.77%	17214226	0	100.00%	0.00%





2. **Resolution Item No. 2** - To Appoint a Director in place of Mrs. 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 through remote e-voting and e-voting during AGM 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	17253011	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Shareholders	221116	0	0.00%	0	0	0.00%	0.00%
Public - Others	6851473	21358	0.31%	21358	0	100.00%	0.00%
Total	24325600	21358	0.09%	21358	0	100.00%	0.00%

3. **Resolution Item No. 3:** Re-appointment of Mr. Manish M. Khatau as the Whole-time Director (DIN: 02952828) of the Company

Category of shareholders	No. of Shares held 1	No. of votes through remote e-voting and e-voting during AGM 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	17253011	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Shareholders	221116	0	0.00%	0	0	0.00%	0.00%
Public - Others	6851473	21358	0.31%	21358	0	100.00%	0.00%
Total	24325600	21358	0.09%	21358	0	100.00%	0.00%





4. **Resolution Item No. 4:** Approval for Transactions with the Related Parties under Section 188 of the Companies Act, 2013:

Category of shareholders	No. of Shares held 1	No. of votes through remote e-voting and e-voting during AGM 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	17253011	0	0.00%	0	0	0.00%	0.00%
Public – Institutional Shareholders	221116	0	0.00%	0	0	0.00%	0.00%
Public – Others	6851473	21358	0.31%	21198	160	99.25%	0.75%
Total	24325600	21358	0.09%	21198	160	99.25%	0.75%

5. **Resolution Item No. 5:** Appointment of Mr. Rahul Singh (DIN: 07477748) as Independent Non-Executive Director:

Category of shareholders	No. of Shares held 1	No. of votes through remote e-voting and e-voting during AGM 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	17253011	17192868	99.65%	17192868	0	100.00%	0.00%
Public – Institutional Shareholders	221116	0	0.00%	0	0	0.00%	0.00%
Public – Others	6851473	21358	0.31%	21358	0	100.00%	0.00%
Total	24325600	17214226	70.77%	17214226	0	100.00%	0.00%





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.

RESULTS:

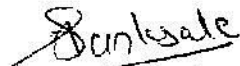
Based on the afrosaid results, all the ordinary and Special Resolutions mentioned in the AGM Notice dated August 25th, 2020 of Indokem stand passed under Remote E-voting and E-voting conducted during the AGM with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.

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

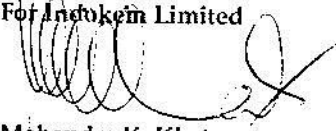
Thanking you,

Yours faithfully,

Place: Mumbai
Dated: September 30th, 2020


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

For Indokem Limited



Mahendra K. Khatao
Chairman and Managing Director
DIN: 00062794

1) Witness 1

2) Witness 2

