

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

October 11, 2022

Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001
Tel No. 022- 22723121
Fax No. 022- 22721919
SCRIP CODE: 504092

Dear Sir(s)/Ma'am(s),

Sub: Outcome of the Meetings of Equity Shareholders of Indokem Limited convened and held on Tuesday, October 11, 2022 as per the directions of the Hon'ble National Company Law Tribunal Mumbai Bench at Mumbai ("NCLT").

Further to our communication dated September 08, 2022, we wish to inform you that the National Company Law Tribunal ("NCLT") Convened Meeting of Equity Shareholders of Indokem Limited was held today on Tuesday, October 11, 2022 at 10:30 A.M. for approving the Scheme of Amalgamation of Refinol Resins and Chemicals Limited ('Refnol') with Indokem Limited ('Indokem') and their respective Shareholders and Creditors ("Scheme").

We are pleased to inform you that the said Scheme has been approved by the Equity Shareholders of the Company with requisite majority (majority in number representing three fourth in value) at the said Court Convened Meetings. The said Scheme shall be subject to sanction by the Hon'ble NCLT, Mumbai Bench and such other approvals as may be required.

Further, we wish to inform you that the resolution approving the said Scheme has also been passed by the Equity Shareholders (Public Shareholders) in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 as amended from time to time, as votes cast by Public Shareholders in favour of the Scheme were more than the votes cast against the same.

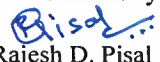
Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby submit the following.

1. Summary of proceedings of the Meetings as "Annexure A".
2. Voting results of the Equity Shareholders' Meeting as per Regulation 44 of SEBI Listing Regulations as "Annexure B".
3. Scrutiniser's Report(s) for the said Meetings issued by the Scrutiniser, Mrs. Samita Tanksale, Practicing Company Secretary appointed by the Hon'ble NCLT as "Annexure C".

We request you to take the same on record.

Thanking you,

Yours faithfully,


Rajesh D. Pisal
Company Secretary



Encl: A/A

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"Annexure A"

Summary of proceedings of Meetings of Equity Shareholders ("Shareholders") of Indokem Limited ("the Company") convened and held today on Tuesday, October 11, 2022 as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench at Mumbai ("NCLT/ Tribunal") given vide its Order dated August 26, 2022 ("Order").

Pursuant to the order dated August 26, 2022 passed by the Hon'ble NCLT in the Company Scheme Application CA/(CAA)/191(MB)/2022, the Tribunal convened Meeting of Equity shareholders was held today at 10:30 A.M.

Mr. M. Raghunatha Bhat, Chairman of the Company, chaired the Meeting.


1. Mr. Rajesh Dinkar Pisal, Company Secretary of the Company welcomed all the Shareholders attending the Meetings vide Video Conferencing ("VC") to consider and, if thought fit (with or without modifications), approve the Scheme of Amalgamation of Refinol Resins and Chemicals Limited with Indokem Limited and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions if any, of the Companies Act, 2013 ("Scheme") and also briefed them about certain procedural and technical aspects of the Meeting with respect to joining the Meeting through VC, Process of E voting and manner of asking questions by Speaker Shareholders.
2. Mr. M. Raghunatha Bhat, Chairman of the Meetings, welcomed the Shareholders attending the Meeting of the Company and introduced the Directors, Scrutiniser Mrs. Samita Tanksale, other Officials and Company Secretary of the Company and informed that the requisite quorum as required under the provisions of the Companies Act, 2013, for Equity Shareholders Meeting was present; thereafter he declared the Meeting to be in order.
3. The Chairman and the Company official briefed the Shareholders about the background and rationale behind the Scheme.
4. The Chairman then informed the Shareholders that the Company had provided to them, the facility to cast their vote electronically through remote e-voting facility provided by National Securities Depository Limited ("NSDL") which had commenced on Saturday, October 8, 2022 at 9.00 a.m. (IST) till Monday, October 10, 2022 at 5.00 p.m. (IST), on the resolution set forth in the Notice of the Meeting. Shareholders who were present at the Meeting and had not cast their vote electronically were provided an opportunity to cast their votes though e-voting during the Meetings and upto 15 minutes after the closure of Meetings.
5. Chairman announced that Mrs. Samita Tanksale, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the voting and Remote Evoting process in a fair and transparent manner.

With the consent of the Shareholders, the Notice of the Meeting, Explanatory statement under Section 230(3) of Companies Act, 2013 and the Scheme along with other accompanying documents were taken as read.

The Chairman then invited the Shareholders to express their views, comments and queries on the aforesaid Scheme and on the resolutions set out in the Notice and related matters. The Speaker Shareholders who were registered with the Company asked their queries / concerns and thereafter, the Chairman / Management responded to the queries to their satisfaction.

Scrutiniser's Report on remote e-voting and e-voting at the Meetings along with voting results under Regulation 44 of the SEBI Listing Regulations will be declared and communicated to the Stock Exchange within the prescribed time period and would be uploaded on the Company's website, website of BSE Limited and NSDL, once made available to the Company.

The Chairman then concluded the Meetings with vote of thanks to all the Shareholders for attending and participating in the Meeting.


Rajesh D. Pisal
Company Secretary



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"Annexure B"

VOTING RESULTS OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS PURSUANT TO REGULATION 44 OF THE SEBI LISTING REGULATIONS.

To consider and approve draft Scheme of Amalgamation of Refnol Resins and Chemicals Limited ('Refnol') with Indokem Limited ('Indokem') and their respective Shareholders.

Voting by equity shareholders (excluding Promoter and Promoter Group) as per SEBI Requirement

Resolution required: (Ordinary / Special)			Special (Majority of the Minority Shareholders)					
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 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 & Promoter Group	Remote E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	E-Voting at Meeting		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	
Public - Institutional Holders	Remote E-Voting	1,95,091	0	0	0	0	0	0
	E-Voting at Meeting		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institutions	Remote E-Voting	68,77,498	8,57,462	12.47	8,57,461	1	99.99	0.00
	E-Voting at Meeting		0	0	0	0	0	
	Total		8,57,462	12.47	8,57,461	1	99.99	0.00
Total		70,72,589	8,57,462	12.47	8,57,461	1	99.99	0.00

Voting by equity shareholders including Promoter and Promoter Group

Resolution required: (Ordinary / Special)			Majority in number representing 3/4 th in value					
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 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 & Promoter Group	Remote E-Voting	1,72,53,011	1,71,92,868	99.65	1,71,92,868	0	100	0
	E-Voting at Meeting		0	0	0	0	0	
	Total		1,71,92,868	99.65	1,71,92,868	0	100	0
Public - Institutional Holders	Remote E-Voting	1,95,091	0	0	0	0	0	0
	E-Voting at Meeting		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institutions	Remote E-Voting	68,77,498	8,57,462	12.47	8,57,461	1	99.99	0.00
	E-Voting at Meeting		0	0	0	0	0	
	Total		8,57,462	12.47	8,57,461	1	99.99	0.00
Total		2,43,25,600	1,80,50,330	74.20	1,80,50,329	1	99.99	0.00

Rajesh D. Pisal
Company Secretary

