



SAMITA V. TANKSALE

COMPANY SECRETARY IN PRACTICE

Off. Address : Tanksale Building, 3rd Floor, Sudarshan Colony, Thane (East) 400 603.
Email id : pcssamitatanksale@gmail.com, Mobile : +91 9833545286

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,
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 Annual General Meeting of Equity Shareholders of Indokem Limited held on December 21, 2015.

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 November 3, 2015, 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 Annual General Meeting ('AGM') of the Equity Shareholders of the Company to be held on December 21, 2015.

The Notice dated November 3, 2015 convening 49th AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the

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Shareholders in respect of below mentioned resolutions proposed to be passed at the said AGM of the Equity Shareholders of the Company to be held on December 21, 2015.

The Shareholders of the Company holding shares as on "cut off" date of December 14, 2015, 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 Central Depository Services (India) Limited ('CDSL') 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 CDSL e-voting website www.evotingindia.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 CDSL.

The e-voting period commenced on Friday, December 18, 2015 at 10:00 a.m. and ended on Sunday, December 20, 2015 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.





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Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL (www.evotingindia.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 CDSL 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 Central Depository Services (India) Limited ('CDSL'). 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 December 14, 2015 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 CDSL 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.

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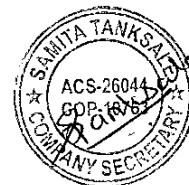
5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company /Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company
6. During the course of scrutiny of 4 ballot paper were found invalid.
7. I have handed 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 26,269 shareholders, 4 shareholders have exercised their vote through e-voting and 69 shareholders have exercised their votes through Polling.

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

Mode	Ballots received	Total No. Shares	Favour		Against	
			Ballots	Votes	Ballots	Votes
Electronic	4	240	4	240	0	0
Physical	69	17210803	55	17200173	10	290
TOTAL	73	17211103	56	17200413	10	290

Notes:

1. Invalid Ballots was not taken into account for counting of votes.
2. There are no cases where investors have voted both in physical mode as well as in electronic mode.
3. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast both e-voting and through ballot.
4. Ballots of interested members were rejected for resolutions no. 2, 4 & 6.





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SUMMARY:

- (a) **Resolution Item No. 1.** To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including the Balance Sheet as on 31st March, 2015 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:

- i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100%
Poll	55	17200173	99.94%
Total	59	17200413	

- ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

- iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	4	10400	0.060%
Total	4	10400	





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(b) **Resolution Item No. 2** -To Appoint a Director in place of Ms. Leelabai Kishore Khatau (DIN - 00063807) who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100 %
Poll	34	48397	0.28%
Total	38	48637	

ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	25	17162176	99.72%
Total	25	17162176	

The votes by members who were related party to Resolution no. 2 were rejected.





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(c) **Resolution Item No. 3:** To ratify appointment of Statutory Auditors to carry on the Statutory Audit for the Financial Year 2015-16:

i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100 %
Poll	55	1,72,00,173	99.94%
Total	59	1,72,00,413	

ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	4	10400	0.060%
Total	4	10400	





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(d) **Resolution Item No. 4:** Re-appointment of Managing Director of the Company:

i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100 %
Poll	34	48397	0.28%
Total	38	48637	

ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	25	17162176	99.72%
Total	25	17162176	

The votes by members who were related party to Resolution no. 4 were rejected.





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(e) **Resolution Item No. 5:** To alter the Articles of Association:

i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100 %
Poll	55	1,72,00,173	99.94%
Total	59	1,72,00,413	

ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	4	10400	0.060%
Total	4	10400	





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(f) **Resolution Item No.6.:** Transactions with the Related Parties under Section 188 of Companies Act, 2013:

i. Voted in favour of the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	240	100 %
Poll	34	48397	0.28%
Total	38	48637	

ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	10	290	0.002%
Total	10	290	

iii. Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0%
Poll	25	17162176	99.72%
Total	25	17162176	

The votes by members who were related party to Resolution no. 6 were rejected.





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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 Polling and in "Annexure B" for 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 November 03, 2015 of Indokem Limited stand passed under e-voting and polling by the shareholders with requisite majority.

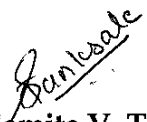
I thank you for the opportunity given to act as Scrutinizer for the above Polling and e-voting.

Thanking you,

Place: Mumbai

Dated: December 23, 2015

Yours faithfully,


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





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ANNEXURE A

LIST OF SHAREHOLDERS POLLED AT AGM OF INDOKEM LIMITED HELD ON DECEMBER 21, 2015 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	IN30002011674465	FALGUNI MUKUND SHAH	200
2	IN30010010709682	PRIYAMVADA HOLDINGS LIMITED	1000000
3	IN30036020709682	PRIYAMVADA HOLDINGS LIMITED	4564519
4	000151	USHA RATNAKAR KARNAD	120
5	IN30047610066132	MEENAKSHI KRISHNAN	12500
6	e06603	EARSL XAVIER D'CRUZ	38
7	E06604	EARSL XAVIER D'CRUZ	12
8	Y00014	YVONNE CELIRA D CRUZ	66
9	Z07044	ZENON LEOPOLD DCRUZ	24
10	Z07043	ZENON LEOPOLD DCRUZ	24
11	Z06604	ZENON LEOPOLD D'CRUZ	76
12	001495	CHHAYA DATTATRAY DEULKAR	25
13	IN30023911371698	PARESH CHANDRAKUMAR SHAH	10700
14	1302860000087800	MUKUND RAMCHANDRA NAGPURKAR	10200
15	IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	300000
16	IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMITED	2994588
17	IN30036020256690	MAHENDRA KISHORE KHATAU	805934
18	IN30036022595016	MAHENDRA KISHORE KHATAU	25538
19	1201260000186402	MAHENDRA KISHORE KHATAU	819557
20	IN30036020205552	LEELABAI KISHORE KHATAU	80883
21	001503	SANTOSH B JAVADEKAR	25
22	1302590000343921	HUTOXY DARA MILLER	200
23	IN30036022420058	PRIYANILGIRI HOLDINGS PRIVATE LIMIT	1051971
24	IN30154915413379	ASHALATA MAHESHWARI	100
25	A07992	ASHALATA MAHESHWARI	21
26	IN30154915413328	JITENDRA PRAKASH MAHESHWARI	100
27	IN30021415708391	BHALCHANDRA GOPINATH SONTAKKE	100
28	IN30036020205536	ASHA MAHENDRA KHATAU	10900





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29	1201260000186396	ASHA MAHENDRA KHATAU	29297
30	J00676	JITENDRA PRAKASH MAHESHWARI	150
31	IN30099910044886	LEKHA SATISH SHAH	5
32	IN30099910044878	SATISH JAYANTILAL SHAH	5
33	IN30133017982887	KISHORCHANDRA J PANCHAL	200
34	IN30082911850881	HARKISHANDAS VANMALIDAS SANGHAVI	100
35	1203990000071941	DHARMESH GOSALIA	5
36	1201120000119792	ANILKUMAR CHAMPAKLAL PAREKH	2
37	1202700000084490	BIMAL KUMAR AGARWAL	5
38	1301540000033090	NARESH RATILAL KACHALIA	16
39	001496	DATTARAM ATMARAM SAWANT	25
40	IN30088813324353	MADHUBALA AGRAWAL	910
41	B07625	BHARAT PRATAPSIKH NEGANDHI	5
42	IN30180310018605	MADHUBALA MAHENDRA AGRAWAL	240
43	IN30180310020989	MAHENDRAKUMAR AGRAWAL	300
44	1601480000011574	DILIP DAHYABHAI CHHOWALA	200
45	1201260000179454	MANISH MAHENDRA KHATAU .	27150
46	IN30036022564047	MANISH MAHENDRA KHATAU	5250
47	IN30002011571790	PRAMOD KESHAV MAHADIK	100
48	001504	SHAILAJA DEEPAK MULYE	25
49	001498	NAIK KAMALAKAR BHAU	25
50	1601010000062750	BHADRESH GUNVANTLAL PARIKH	100
51	001494	C VIJAYAN NAIR	25
52	001502	RAMESH N HEGDE	25
53	G07009	GOPAL DAS KACKAR	450
54	IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809
55	IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000
56	1303870000244055	EMERALD CAPITAL SERVICES PVT LT	388920
57	001499	NARENDRA SAHADEV PANGAM	25
58	G00067	GOPAL DAS KACKAR	150
59	001501	PRAKASH D MOHITE	25
60	IN30047610178628	STANY LAWRENCE PAIS	9800
61	IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700
62	1201260000180147	PRISM PLANTATIONS PVT LTD	17840
63	IN30010012421155	KHATAU LEASING AND FINANCE COMPANY PVT. LTD.	264030





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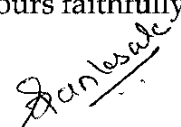
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64	IN30036022421155	KHATAU LEASING AND FINANCE COMPANY PVT. LTD.	3567185
65	IN30115112001335	RUPAL BHUPENDRA PARIKH	11300
66	IN30036022421147	KHATAU HOLDINGS AND TRADING COMPANY PVT. LTD.	847705
67	Z06605	ZENON SAVIO D'CRUZ	38
TOTAL			17210563

Note: The details of two invalid votes could not be traced due to invalid details entered on ballot forms. One of the invalid votes holds 300 shares, the details of whom are not legible.

Place: Mumbai
Dated: December 23, 2015

Yours faithfully,


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





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ANNEXURE B

LIST OF SHAREHOLDERS WHO E-VOTED FOR AGMOF INDOKEM LIMITED HELD ON
DECEMBER 21, 2015 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	IN30075711333767	SHAILA RAMMOHAN RAGADE	100
2	IN30115122033807	PARIKH SARYU BHUPENDRA	100
3	IN30260310017546	SHOBHA SURESH SHENOY	15
4	IN30311611303371	SHOBHA S SHENOY	25
TOTAL			240

Yours faithfully,

Place: Mumbai

Dated: December 23, 2015

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

