

# Indokem Limited

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

Phone : 61236767  
Fax : 61236718  
Website : [www.indokem.co.in](http://www.indokem.co.in)

**Date: 3<sup>rd</sup> October, 2016**

**To,**

**Bombay Stock Exchange Limited**  
Floor 25, P.J. Towers,  
Dalal Street  
Mumbai- 400 001

**Scrip Code: 504092**

**Subject: E-voting Results**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is to inform you that the 50<sup>th</sup> Annual General Meeting of the Company was held on 30<sup>th</sup> September, 2016 at 4.00 P.M. at Plot No. 410/411, Khatau House, Mogul Lane, Mahim (West), Mumbai- 400 016 in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided electronic voting facility to the members entitled to cast their vote in proportion to the shares held by them respectively.

The following resolutions were approved by the members in the annual general meeting:

**Ordinary Business:**

- a) To adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

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- b) To appoint a Director in place of Smt. Asha M. Khatau (DIN: 00063944), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for reappointment
- c) To ratify the appointment of Statutory Auditors of the Company to carry on the Statutory Audit for the financial year 2016-2017

## **Special Business:**

- a) To appoint Mr. Manish M. Khatau as a Whole Time Director (DIN: 02952828) of the Company designated as Executive Director for a period of five years w.e.f 1<sup>st</sup> March, 2016
- b) Approval for entering in to related party transactions for the financial year 2016-2017

In accordance with the Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results and Scrutinizer Report of the Company for your information and record.

Yours Faithfully,

For INDOKEM LIMITED  
  
BHAVIK B. PAREKH  
Company Secretary

Encl: a/a





# 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

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## 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 50<sup>th</sup> Annual General Meeting of Equity Shareholders of Indokem Limited held on September 30, 2016.

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 10, 2016, 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 50<sup>th</sup> Annual General Meeting ('AGM') of the Equity Shareholders of the Company to be held on September 30, 2016.

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# SAMITA V. TANKSALE

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The Notice dated August 10, 2016 convening 50<sup>th</sup> AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of below mentioned resolutions proposed to be passed at the said AGM of the Equity Shareholders of the Company to be held on September 30, 2016.

The Shareholders of the Company holding shares as on "cut off" date of September 23, 2016, 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](http://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 Tuesday, September 27, 2016 at 09:00 a.m. and ended on Thursday, September 29, 2016 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)). All the







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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 September 23, 2016 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.
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







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6. During the course of scrutiny none of the ballot papers were found invalid.
7. I have handed over the ballot forms and related papers/ registers and records to the Chairman and Managing Director of the Company, on date along with the Reports.
8. On Scrutiny, I report that out of 26,117 shareholders, 5 shareholders have exercised their vote through e-voting and 52 shareholders have exercised their votes through-Polling.

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

Resolution No.	Mode	Ballots received	Total No. Shares	Favor		Against	
				Ballots	Votes	Ballots	Votes
1.	Electronic	5	650	5	650	0	0
	Physical	52	1,27,07,123	52	1,27,07,123	0	0
	<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>57</b>	<b>1,27,07,773</b>	<b>0</b>	<b>0</b>
<b>Votes of interested members were not taken into consideration for Resolution 2.</b>							
2.	Electronic	5	650	5	650	0	0
	Physical	52	1,27,07,123	31	46,086*	0	0
	<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>36</b>	<b>46,736</b>	<b>0</b>	<b>0</b>
<b>Votes of interested members were not taken into consideration for Resolution 2.</b>							
3.	Electronic	5	650	5	650	0	0
	Physical	52	1,27,07,123	52	1,27,07,123	0	0
	<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>57</b>	<b>1,27,07,773</b>	<b>0</b>	<b>0</b>
<b>Votes of interested members were not taken into consideration for Resolution 4.</b>							
4.	Electronic	5	650	5	650	0	0
	Physical	52	1,27,07,123	31	46,086*	0	0
	<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>36</b>	<b>46,736</b>	<b>0</b>	<b>0</b>
<b>Votes of interested members were not taken into consideration for Resolution 4.</b>							
5.	Electronic	5	650	5	650	0	0
	Physical	52	1,27,07,123	31	46,086*	0	0
	<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>36</b>	<b>46,736</b>	<b>0</b>	<b>0</b>
<b>Votes of interested members were not taken into consideration for Resolution 5.</b>							







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## Notes:

1. Invalid Ballots was not taken into account for counting of votes.
2. There was one case where investor have voted both in physical mode as well as in electronic mode, which was not considered valid vote.
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 not taken into consideration for resolutions no. 2, 4 & 5.

## SUMMARY:

- (a) **Resolution Item No. 1.** To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 including the Balance Sheet as on 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss Account and the Cash Flow Statement as on that date together with the Reports of the Directors and the Auditors thereon:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,72,73,499	1,26,48,837	73.227%	1,26,48,837	0	100.00%	0%
Public – Institutional Shareholders	58,775	-	0%	0	0	0%	0%
Public – Others	69,93,326	58,936	0.843%	58,936	0	100.00%	0%
<b>Total</b>	<b>2,43,25,600</b>	<b>1,27,07,773</b>	<b>52.240</b>	<b>1,27,07,773</b>	<b>0</b>	<b>-</b>	<b>-</b>

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





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Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,72,73,499	0	0%	0	0	100.00%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	69,93,326	46,736	0.668%	46,736	0	100.00%	0%
<b>Total</b>	<b>2,43,25,600</b>	<b>46,736</b>	<b>0.668%</b>	<b>46,736</b>	<b>0</b>	<b>100.00%</b>	<b>-</b>

(c) **Resolution Item No. 3:** To ratify appointment of Statutory Auditors to carry on the Statutory Audit for the Financial Year 2016-17 :

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,72,73,499	1,26,48,837	73.227%	1,26,48,837	0	100.00%	0%
Public – Institutional Shareholders	58,775	-	0%	0	0	0%	0%
Public – Others	69,93,326	58,936	0.843%	58,936	0	100.00%	0%
<b>Total</b>	<b>2,43,25,600</b>	<b>1,27,07,773</b>	<b>52.240</b>	<b>1,27,07,773</b>	<b>0</b>	<b>-</b>	<b>-</b>







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(d) **Resolution Item No. 4:** Appointment of Whole-Time Director of the Company:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,72,73,499	0	0%	0	0	100.00%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	69,93,326	46,736	0.668%	46,736	0	100.00%	0%
<b>Total</b>	<b>2,43,25,600</b>	<b>46,736</b>	<b>0.668%</b>	<b>46,736</b>	<b>0</b>	<b>100.00%</b>	<b>-</b>

(e) **Resolution Item No. 5.:** Transactions with the related parties under Section 188 of the Companies Act, 2013:

Category of shareholders	No. of Shares held 1	No. of votes polled 2	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favor 4	No. of votes against 5	% of Votes in favor = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,72,73,499	0	0%	0	0	100.00%	0%
Public – Institutional Shareholders	58,775	0	0%	0	0	0%	0%
Public – Others	69,93,326	46,736	0.668%	46,736	0	100.00%	0%
<b>Total</b>	<b>2,43,25,600</b>	<b>46,736</b>	<b>0.668%</b>	<b>46,736</b>	<b>0</b>	<b>100.00%</b>	<b>-</b>

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





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

## RESULTS:

As the number of votes cast in favor of the Resolutions is more than three times the number of votes cast against it, I declare that all the Resolutions set out in the AGM Notice dated August 10, 2016 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: October 03, 2016

Yours faithfully,

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

Mahendra K. Khatau  
(Chairman)

1) Witness 1

Datta A. Sawant. D. A. Sawant.

2) Witness 2

Pranod. Mahadik. Pranod Mahadik.







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## ANNEXURE A

LIST OF SHAREHOLDERS POLLED AT AGM OF INDOKEM LIMITED HELD ON SEPTEMBER 30, 2016 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	IN30023911371698	PARESH CHANDRAKUMAR SHAH	10700
2	IN30036020205552	LEELABAI KISHORE KHATAU	80883
3	IN30075711407842	PRIYA MAHENDRA KHATAU	6930
4	IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000
5	IN30036022421147	KHATAU HOLDINGS AND TRADING COMPANY	847705
6	IN30021415708391	BHALCHANDRA GOPINATH SONTAKKE	100
7	IN30002011674465	FALGUNI MUKUND SHAH	200
8	001499	NARENDRA SAHADEV PANGAM	25
9	IN30023911063943	DILIP VINAYAK BARDE	500
10	000151	USHA RATNAKAR KARNAD	120
11	IN30002011571790	PRAMOD KESHAV MAHADIK	100
12	IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700
13	IN30047610178628	STANY LAWRENCE PAIS	9460
14	001494	C VIJAYAN NAIR	25
15	IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMIT	300000
16	IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMIT	2994588
17	001496	DATTARAM ATMARAM SAWANT	25
18	001502	RAMESH N HEGDE	25
19	1201260000179454	MANISH MAHENDRA KHATAU .	30342
20	001563	MAHENDRA K KHATAU	700
21	1201260000186396	ASHA MAHENDRA KHATAU	34343
22	1302860000087800	MUKUND RAMCHANDRA NAGPURKAR	10200
23	13025900000343921	HUTOXY DARA MILLER	200
24	001498	NAIK KAMALAKAR BHAU	25
25	IN30115112001335	RUPAL BHUPENDRA PARIKH	11300
26	001504	SHAILAJA DEEPAK MULYE	25







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27	001495	CHHAYA DATTATRAY DEULKAR	25
28	IN30115124476973	BALKRISHNA NAIR	256
29	001503	SANTOSH B JAVADEKAR	25
30	IN30010010709682	PRIYAMVADA HOLDINGS LIMITED	1000000
31	J07658	JAYESH M MANEK	50
32	IN30180310018605	MADHUBALA MAHENDRA AGRAWAL	240
33	IN30088813324353	MADHUBALA AGRAWAL	910
34	IN30180310020989	MAHENDRAKUMAR AGRAWAL	300
35	001501	PRAKASH D MOHITE	25
36	IN30036022421155	KHATAU LEASING AND FINANCE COMPANY	3567185
37	IN30036022420058	PRIYANILGIRI HOLDINGS PRIVATE LIMIT	1051971
38	1201260000180147	PRISM PLANTATIONS PVT LTD	20737
39	IN30133017838519	PRAVIN SHANKAR JOSHI	200
40	IN30010012421155	KHATAU LEASING AND FINANCE COMPANY	264030
41	1202250000105134	SHREYA S. SINGHANIA	5000
42	1303870000244055	EMERALD CAPITAL SERVICES PVT LT	388920
43	IN30047610066132	MEENAKSHI KRISHNAN	12400
44	1201260000179441	PRIYA MAHENDRA KHATAU .	31990
45	IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809
46	IN30036022564047	MANISH MAHENDRA KHATAU	5250
47	1201260000186402	MAHENDRA KISHORE KHATAU	826082
48	IN30036020256690	MAHENDRA KISHORE KHATAU	805934
49	IN30036022595016	MAHENDRA KISHORE KHATAU	25538
50	001500	PANDURANG GANGARAM KAMBLE	25
51	IN30036020205536	ASHA MAHENDRA KHATAU	10900
52	IN30082911850881	HARKISHANDAS VANMALIDAS SANGHAVI	100
TOTAL			12707123

Place: Mumbai

Dated: October 03, 2016

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 AGM OF INDOKEM LIMITED HELD ON SEPTEMBER 30, 2016 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	1203450000009022	SUBRATA KUMAR MITRA	500
2	IN30115122033807	PARIKH SARYU BHUPENDRA	100
3	IN30260310017546	SHOBHA SURESH SHENOY	15
4	IN30311611303371	SHOBHA S SHENOY	25
5	IN30311611976370	MAHESH BHAGWAN MAKHIJA	10
Total			650

Place: Mumbai  
Dated: October 03, 2016

Yours faithfully,

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





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## 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 50<sup>th</sup> Annual General Meeting of Equity Shareholders of Indokem Limited held on September 30, 2016.

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 10, 2016, 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 50<sup>th</sup> Annual General Meeting ('AGM) of the Equity Shareholders of the Company to be held on September 30, 2016.

The Notice dated August 10, 2016 convening 50<sup>th</sup> AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of below mentioned resolutions proposed to be passed at the said AGM of the Equity Shareholders of the Company to be held on September 30, 2016.

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The Shareholders of the Company holding shares as on "cut off" date of September 23, 2016, 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](http://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 Tuesday, September 27, 2016 at 09:00 a.m. and ended on Thursday, September 29, 2016 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL







# SAMITA V. TANKSALE

COMPANY SECRETARY IN PRACTICE

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(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 September 23, 2016 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.
5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the

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records maintained by the Company /Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company

6. During the course of scrutiny none of the ballot paper were found invalid.
7. I have handedover 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 26,117 shareholders, 5 shareholders have exercised their vote through e-voting and 52 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	5	650	5	650	0	0
Physical	52	1,27,07,123	52	1,27,07,123	0	0
<b>TOTAL</b>	<b>57</b>	<b>1,27,07,773</b>	<b>57</b>	<b>1,27,07,773</b>	<b>0</b>	<b>0</b>

**Notes:**

1. Invalid Ballots was not taken into account for counting of votes.
2. There was one case where investor have voted both in physical mode as well as in electronic mode, which was not considered valid vote.
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 & 5.





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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 31<sup>st</sup> March, 2016 including the Balance Sheet as on 31<sup>st</sup> March, 2016 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	5	650	100 %
Poll	52	1,27,07,123	100 %
<b>Total</b>	<b>57</b>	<b>1,27,07,773</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	







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

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	5	650	100 %
Poll	26	46,086	100%
<b>Total</b>	<b>31</b>	<b>46,736</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	





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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 2016-17 :

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	5	650	100 %
Poll	52	1,27,07,123	100 %
<b>Total</b>	<b>57</b>	<b>1,27,07,773</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	







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(d) **Resolution Item No. 4:** Appointment of Whole-Time 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	5	650	100 %
Poll	26	46,086	100%
<b>Total</b>	<b>31</b>	<b>46,736</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	





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(e) **Resolution Item No. 5:** Transactions with the related parties under Section 188 of the 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	5	650	100 %
Poll	26	46,086	100%
<b>Total</b>	<b>31</b>	<b>46,736</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	

9. Lists containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for above mentioned resolutions is enclosed as "Annexure A" for 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.







# SAMITA V. TANKSALE

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## RESULTS:

As the number of votes cast in favor of the Resolutions is more than three times the number of votes cast against it, I declare that all the Resolutions set out in the AGM Notice dated August 10, 2016 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: October 03, 2016

**Mahendra K. Khatau**  
(Chairman)

Yours faithfully,

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

1) Witness 1

Datta A. Sawant

D. A. Sawant.

2) Witness 2

Ramod Mahadik.

Rahadik.





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## ANNEXURE A

### LIST OF SHAREHOLDERS POLLED AT AGM OF INDOKEM LIMITED HELD ON SEPTEMBER 30, 2016 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	IN30023911371698	PARESH CHANDRAKUMAR SHAH	10700
2	IN30036020205552	LEELABAI KISHORE KHATAU	80883
3	IN30075711407842	PRIYA MAHENDRA KHATAU	6930
4	IN30010012421632	MKK HOLDINGS PRIVATE LIMITED	200000
5	IN30036022421147	KHATAU HOLDINGS AND TRADING COMPANY	847705
6	IN30021415708391	BHALCHANDRA GOPINATH SONTAKKE	100
7	IN30002011674465	FALGUNI MUKUND SHAH	200
8	001499	NARENDRA SAHADEV PANGAM	25
9	IN30023911063943	DILIP VINAYAK BARDE	500
10	000151	USHA RATNAKAR KARNAD	120
11	IN30002011571790	PRAMOD KESHAV MAHADIK	100
12	IN30036022421164	ASHA MARINE PRODUCTS PRIVATE LIMITED	52700
13	IN30047610178628	STANY LAWRENCE PAIS	9460
14	001494	C VIJAYAN NAIR	25
15	IN30010012420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMIT	300000
16	IN30036022420040	VINDHYAPRIYA HOLDINGS PRIVATE LIMIT	2994588
17	001496	DATTARAM ATMARAM SAWANT	25
18	001502	RAMESH N HEGDE	25
19	1201260000179454	MANISH MAHENDRA KHATAU .	30342
20	001563	MAHENDRA K KHATAU	700
21	1201260000186396	ASHA MAHENDRA KHATAU	34343
22	1302860000087800	MUKUND RAMCHANDRA NAGPURKAR	10200
23	1302590000343921	HUTOXY DARA MILLER	200
24	001498	NAIK KAMALAKAR BHAU	25
25	IN30115112001335	RUPAL BHUPENDRA PARIKH	11300
26	001504	SHAILAJA DEEPAK MULYE	25
27	001495	CHHAYA DATTATRAY DEULKAR	25
28	IN30115124476973	BALKRISHNA NAIR	256
29	001503	SANTOSH B JAVADEKAR	25







# SAMITA V. TANKSALE

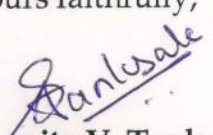
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30	IN30010010709682	PRIYAMVADA HOLDINGS LIMITED	1000000
31	J07658	JAYESH M MANEK	50
32	IN30180310018605	MADHUBALA MAHENDRA AGRAWAL	240
33	IN30088813324353	MADHUBALA AGRAWAL	910
34	IN30180310020989	MAHENDRAKUMAR AGRAWAL	300
35	001501	PRAKASH D MOHITE	25
36	IN30036022421155	KHATAU LEASING AND FINANCE COMPANY	3567185
37	IN30036022420058	PRIYANILGIRI HOLDINGS PRIVATE LIMIT	1051971
38	1201260000180147	PRISM PLANTATIONS PVT LTD	20737
39	IN30133017838519	PRAVIN SHANKAR JOSHI	200
40	IN30010012421155	KHATAU LEASING AND FINANCE COMPANY	264030
41	1202250000105134	SHREYA S. SINGHANIA	5000
42	1303870000244055	EMERALD CAPITAL SERVICES PVT LT	388920
43	IN30047610066132	MEENAKSHI KRISHNAN	12400
44	1201260000179441	PRIYA MAHENDRA KHATAU .	31990
45	IN30036022421632	MKK HOLDINGS PRIVATE LIMITED	97809
46	IN30036022564047	MANISH MAHENDRA KHATAU	5250
47	1201260000186402	MAHENDRA KISHORE KHATAU	826082
48	IN30036020256690	MAHENDRA KISHORE KHATAU	805934
49	IN30036022595016	MAHENDRA KISHORE KHATAU	25538
50	001500	PANDURANG GANGARAM KAMBLE	25
51	IN30036020205536	ASHA MAHENDRA KHATAU	10900
52	IN30082911850881	HARKISHANDAS VANMALIDAS SANGHAVI	100
<b>TOTAL</b>			<b>12707123</b>

Place: Mumbai  
Dated: October 03, 2016

Yours faithfully,

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

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# SAMITA V. TANKSALE

COMPANY SECRETARY IN PRACTICE

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## ANNEXURE B

### LIST OF SHAREHOLDERS WHO E-VOTED FOR AGM OF INDOKEM LIMITED HELD ON SEPTEMBER 30, 2016 AT 4:00 P.M.

Sr. No.	Client ID/ DP ID	Name of Shareholder	Shares held
1	120345000009022	SUBRATA KUMAR MITRA	500
2	IN30115122033807	PARIKH SARYU BHUPENDRA	100
3	IN30260310017546	SHOBHA SURESH SHENOY	15
4	IN30311611303371	SHOBHA S SHENOY	25
5	IN30311611976370	MAHESH BHAGWAN MAKHIJA	10
Total			650

Place: Mumbai

Dated: October 03, 2016

Yours faithfully,

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

