



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

Report of Scrutinizer in respect of E-Voting Process

[Pursuant to Section 107, Section 108 of the Companies act, 2013 and Rule 20 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

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107, Section 108 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 to be held on September 30, 2014.

I, Samita V. Tanksale , a Company Secretary in Practice, had been appointed by the Board of Directors of Indokem Limited ('the Company') vide its resolution dated August 14, 2014, pursuant to provisions of Section 107, Section 108 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 in respect of below mentioned resolution proposed to be passed at the Annual General Meeting ('AGM') of the Equity Shareholders of the Company to be held on September 30, 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic

Off Add: Tanksale Building, 3rd Floor, Sudarshan Colony, Thane (East) -400603

Email id: pccsamitatanksale@gmail.com | Mobile: +91 9833545286



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

means on the resolution contained in the notice convening the aforesaid AGM. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facility and engaged by the Company.

The Notice dated August 14, 2014 convening 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, 2014.

The Shareholders of the Company holding shares as on "cut off" date of September 01, 2014, were entitled to vote on proposed resolutions set out in the Notice of the AGM of the Equity Shareholders of the Company.

The e-voting period commenced on September 23, 2014 at 10:00 a.m. and ended on September 24, 2014 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). All the votes casted electronically during the said period have been taken into consideration for the purpose of our report.

I had scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from CDSL e-voting system.

I now submit my Report as under on the result of the voting through electronic means in respect of the said resolutions:

Off Add: Tanksale Building, 3rd Floor, Sudarshan Colony, Thane (East) -400603

Email id: pccsamitatanksale@gmail.com | Mobile: +91 9833545286



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

ORDINARY BUSINESS

a) Resolution No. 1: Consideration and adoption of audited Annual Accounts for the year ended March 31, 2014:

i. Voted **in favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09 %

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

b) Resolution No. 2: Appointment of Mrs. Asha M. Khatau, retiring Director, as Director:

i. Voted **in favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

c) Resolution No. 3: Appointment of M/s Sheth Doctor & Associates, Chartered Accountants (Firm Registration No. 124822W), retiring Auditors, as Auditors:

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

Off Add: Tanksale Building, 3rd Floor, Sudarshan Colony, Thane (East) -400603

Email id: pccsamitatanksale@gmail.com | Mobile: +91 9833545286



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

SPECIAL BUSINESS:

d) Resolution No. 4: Appointment of Mr. Kailash Pershad as Independent Director:

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

e) Resolution No. 5: Appointment of Mr. Rajagopalan Sessa as Independent Director:

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

f) Resolution No. 6: Appointment of Mr. Bhalchandra Gopinath Sontakke as Independent Director:

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

g) Resolution No. 7: Approval for borrowing/financial limits pursuant to section 180(1)(c) of Companies Act, 2013 :

j. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%

iv. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

v. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

h) Resolution No. 8: Approval for creation of charge for borrowings/ financial assistance availed:



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

i) Resolution No. 9: Approval for transactions with related party under section 188 of Companies Act, 2013 :

i. Voted in **favour** of the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
1	25	0.09%



SAMITA V. TANKSALE
COMPANY SECRETARY IN PRACTICE

ii. Voted **against** the resolution:

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid votes:**

Number of members voting electronically	Number of shares held by them	% of total number of valid votes cast
NIL	NIL	NIL

The Register, all other papers and relevant records relating to electronic voting remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Yours faithfully,

Sd/-
Samita V. Tanksale
Company Secretary in Practice
ACS: 26044
C.P. No.: 10763