



Indokem Limited
(CIN: L31300MH1964PLC013088)

Registered Office:

“KHATAU HOUSE,” Ground Floor
Mogul Lane, Mahim (West),
Mumbai - 400 016.

Phone : 022-61236767

Fax : 022-61236718

E-mail : iklsecretarial@gmail.com

Website: www.indokem.co.in

NOTICE

Dear Member,

Sub: Notice pursuant to Section 110 of the Companies Act, 2013.

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the same and the reasons thereof is annexed hereto along with a postal ballot form (the “Form”) for your consideration. The Board of Directors of the Company (the “Board”) has appointed Mrs. Samita Tanksale Practising Company Secretary (Membership No. CP.10763) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Annexure A, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Thursday, 30th day of April, 2015. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions provided in Annexure-A. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report to the Chairman and Managing Director (CMD) of the Company. The result of the postal ballot would be announced by the CMD or the Company Secretary of the Company on Saturday, 2nd day of May 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer’s report on the Company’s website viz. www.indokem.co.in.

RESOLUTION: 1

Authorising the Board of Director to Sell/ assign/ transfer/ dispose-of the property of the Company located at GIDC Ankleshwar.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company through postal ballot on 17th March, 2011, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with the rules made thereunder and in pursuance of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for sale/ assignment/ transfer/ disposal of various pieces of land located at Plot No. 2900, GIDC, Ankleshwar, Dist. Bharuch, Gujarat State “ON AS IS WHERE IS BASIS” for such considerations/ price and on such terms and conditions and to such person/ persons as the Board of Directors of the company in their absolute discretion, may deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to, perform and execute all such acts, deeds, documents matters and things as may be necessary, desirable or appropriate (including making requisite applications to appropriate authorities and accepting such terms and conditions as may be imposed or given by them), to give effect to this resolution.”

On behalf of the Board of Directors,

sd/-

Mahendra K. Khatau

Chairman and Managing Director

Date: 30.3.2015

Place: Mumbai.

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

CIN: L31300MH1964PLC013088

Website: www.indokem.co.in

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution, is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 27th day of March 2015.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement

with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.

4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the 'Investors' section on the Company's website www.indokem.co.in.
5. It is clarified that votes may be cast by shareholders either by postal ballot or e-voting. It is further clarified that votes through postal ballot cannot be permitted through a proxy.
6. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through postal ballot shall be considered by the Scrutinizer. The e-voting period commences on 27th April, 2015 (9.00 am) and ends on 29th April, 2015 (5.00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
7. Please refer to the instructions given for e-voting provided in the Annexure-A for the purpose and the manner in which e-voting has to be carried out. Shareholders opting to vote through physical mode i.e. sending the Postal Ballot Form are requested to carefully read the instructions printed on Annexure-A sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 p.m. on Thursday, 30th April, 2015. The postage will be borne and paid for by the Company. Postal ballots received after this date will be treated as invalid.
8. The Scrutinizer will submit his report to the Chairman of the Company, or in his absence to any other Director authorized by the Chairman, after completion of the scrutiny. The results of the Postal Ballot and e-voting will be announced on 2nd May, 2015 and will be subsequently published in at least one English and one Marathi newspaper circulating in Mumbai. The result of the Postal Ballot will also be displayed at the Registered Office of the Company, website of the Company besides being communicated to BSE. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

EXPLANATORY STATEMENT

Explanatory Statement for Resolution pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") Background to the explanatory statements:

As a part of restructuring of the finances and manufacturing operations of the Company, your directors consider it necessary and prudent to sell/ assign the land at plot no. 2900, GIDC, Ankleshwar, Gujarat – 393002.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of members of the company accorded by way of a Special Resolution and as per the provisions of Section 110 of the Act read with rule 22 (16)(i) of the Companies (Management and Administration Rule) 2014, such a permission by way of Special Resolution needs to be accorded by way of Postal Ballot.

The Members had already accorded their consent on the matter by their resolution passed by way of Postal Ballot on the 17th of March, 2011 as per the provisions of Section 293 (1) (a) of the companies Act, 1956. However as per the clarification issued by the Ministry of Corporate Affairs vide their circular No. 4 of 2014 dated 25th March, 2014, any of the previous resolutions shall be valid only for a period of one year from the notification of Section 180 i.e. till 11.09.2014.

The members are hence requested to authorise the Board of Directors to sell/ assign the land belonging to the company located at Plot No. 2900, GIDC, Ankleshwar, Gujrat, - 393 002, for such consideration, price and on such terms and conditions and to such person or persons as the Board of Directors of the company in their absolute discretion, may deem fit in the best interest of the Company.

The Board of Directors recommend passing of the enclosed resolution as a Special resolution.

None of the Directors are concerned or interested in passing of the resolution.

On behalf of the Board of Directors,

sd/-

**Mahendra K Khatau
Chairman and Managing Director**

Date: 30.03.2015

Place: Mumbai.

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

CIN: L31300MH1964PLC013088

Website: www.indokem.co.in

For Instructions on Voting by way of Postal Ballot and E-Voting please refer Annexure-A

ANNEXURE-A
INSTRUCTIONS FOR VOTING

Kindly note that each Equity Shareholder can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. If you opt for E-voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) casting their vote via both modes i.e. Physical Ballot as well as E-voting, then voting done through physical postal ballot shall prevail and e-voting of that member shall be treated as invalid.

VOTING THROUGH POSTAL BALLOT

The detailed procedure is as under:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mrs. Samita Tanksale, Practicing Company Secretary having Membership No. A26044; in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Applicant Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Applicant Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.30 p.m. on Thursday, 30th April, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received.
6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Shareholder(s).
7. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
9. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours i.e. 5.30 p.m. on Thursday, 30th April, 2015.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on cut-off date i.e. 27th March, 2015.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extrapaper found in such envelope would be destroyed by the Scrutinizer.
12. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
15. The result of the Postal Ballot will also be posted on the website of the Applicant Company www.indokem.co.in and also in the newspaper(s) for the information of the Shareholders.
16. The Applicant Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

VOTING THROUGH E-VOTING

The Company is pleased to offer E-voting facility as an alternate mode of voting, for its Equity Shareholders, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instructions for the same are as follows:

- (i) The voting period begins on 27th April, 2015 (9.00 am) and ends on 29th April, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii)After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "Indokem Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv)After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi)You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii)If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii)Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix)In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.