

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.228OF 2015

In the matter of the Companies Act, 1956 (1 of 1956) or any corresponding provisions of the Companies Act, 2013

And

In the matter of Sections 391 to 394 read with Section 100 to 103 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013;

And

In the matter of Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited and Indokem Exports Limited and Indokem Limited and their respective Shareholders

Indokem Limited, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Khatau House, Plot No. 410/411, Mogul Lane, Mahim (West), Mumbai, Maharashtra - 400 016] ... Applicant Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF INDOKEM LIMITED, THE APPLICANT COMPANY

NOTICE is hereby given that by an order made on the 20th day of March, 2015, in the above Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay, has directed that a meeting be held of the Equity Shareholders of the Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s) the arrangement embodied in the Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited and Indokem Exports Limited and Indokem Limited and their respective Shareholders('the Scheme').

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held at Khatau House, Plot No. 410/411, Mogul Lane, Mahim (West), Mumbai - 400016, on Thursday, 30th April, 2015 at 11.00 AM, at which place, day and time the Equity Shareholders are requested to attend.

Copies of the Scheme of Amalgamation and Arrangement, Explanatory Statement under Section 393 of the Companies Act, 1956 and form of proxy can be obtained free of charge at the Registered Office of the Applicant Company, during business hours and/ or at the office of its Advocate M/S HEMANT SETHI & CO. having their office at 1602, Nav Parmanu Building, Behind Amar Cinema Chembur, Mumbai - 400 071.

Person(s) entitled to attend and vote at the meeting may vote in person or by proxy or through an authorized representative provided that a proxy in the prescribed form / authorization duly signed by the persons entitled to attend and vote at the meeting is deposited at the Registered Office of the Applicant Company at Khatau House, Plot No. 410/411, Mogul Lane, Mahim (West), Mumbai - 400016, not later than 48 hours before the meeting.

The Court has appointed Mr. Mahendra K. Khatau, Chairman and Managing Director of the Applicant Company, and failing him, Mrs. Asha M. Khatau, Director of the Applicant Company, and failing her, Mrs. Leelabai K. Khatau, Director, of the Applicant Company to be the Chairman of the said meeting.

The above-mentioned Scheme of Amalgamation and Arrangement, if approved by the Equity Shareholders at the meeting, will be subject to subsequent approval of the Hon'ble High Court of Judicature at Bombay.

Dated this 2nd day of April, 2015

Place: Mumbai

Sd/-
Mr. Mahendra K. Khatau
Chairman appointed for the meeting