

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

Details of Results of postal ballot and e-voting by public shareholders as per Clause 35A of the Listing Agreement. Total no. of shareholders as on March 27, 2015 (cut off date for reckoning the voting rights of the members) – 26,365

Sr. No.	Details of Agenda	Resolution required
1	Under Section 180 (1)(a) of the Companies Act, 2013 to approve disposal of undertaking situated at Plot No. 2900, GIDC, Ankleshwar, Gujarat – 393002	Votes cast for the resolution should not be less than three times the votes cast against it

Votes cast for the resolution are more three times the votes cast against it, hence the resolution is passed.

The complete details of voting are given in Annexure A.

Thanking you,

Yours faithfully,

FOR INDOKEM LIMITED,



Sugandha Vaidya
Company Secretary

Encl.: As above

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Annexure A

Resolution No. 1:

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 favour 4	No. of votes against 5	% of Votes in favour $= (4/2) * 100$ 6	% of Votes in against $= (5/2) * 100$ 7
Promoter and Promoter Group	1,74,06,297	1,67,28,254	96.10%	1,67,28,254	0	100.00%	0%
Public – Institutional Shareholders	67,800	-	0%	0	0	0%	0%
Public – Others	70,23,091	1,07,109	1.52%	97,276	7,224	90.82%	6.74%
Total	2,44,97,188	1,68,35,363	-	1,68,25,530	7,224	-	-

Thanking you,
Yours faithfully,
FOR INDOKEM LIMITED,


Sugandha Vaidya
Company Secretary

Encl.: As above

Note:

Out of the total votes polled 2609 votes were invalid.

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CERTIFIED TRUE COPY OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY EQUITY SHAREHOLDERS (PUBLIC) OF INDOKEM LIMITED ON APRIL 30, 2015

"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."

**Certified True Copy
FOR INDOKEM LIMITED,**



**Sugandha Vaidya
Company Secretary**

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Sr. No.	Details of Agenda	Resolution required
1	Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited and Indokem Exports Limited and Indokem Limited and their respective shareholders as circulated to the shareholders along with the notice of CCM.	Votes cast for the resolution should be more than the votes cast against it by public shareholders.
2	Reduction in share capital of Indokem Limited as per the Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited and Indokem Exports Limited and Indokem Limited and their respective shareholders.	Votes cast for the resolution should be more than the votes cast against it by public shareholders.

* Votes cast for the resolution are more than the votes cast against it by public shareholders. Hence the resolutions are passed in terms of para 5.16 of Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of Circular No. CIR/CFD/DIL/8/2013 issued by SEBI and conditions laid down in observation letters dated January 23, 2015 issued by BSE Ltd.

The complete details of voting are given in Annexure A.

Thanking you,

Yours faithfully,

FOR INDOKEM LIMITED,



Sugandha Vaidya
Company Secretary

Encl.: As above

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Annexure A

Resolution No. 1:

Category of shareholders	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favour	No. of votes against	% of Votes in favour = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,74,06,297	1,67,28,254	96.10%	1,67,28,254	0	100.00%	0%
Public – Institutional Shareholders	67,800	-	0%	0	0	0%	0%
Public – Others	70,23,091	1,13,966	1.62%	1,05,441	7,574	92.52%	6.64%
Total	2,44,97,188	1,68,42,220	-	1,68,33,695	7,574	-	-


Out of the total votes poled 951 votes were invalid

Resolution No. 2:

Category of shareholders	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares 3 = {2/1}*100 3	No. of votes in favour	No. of votes against	% of Votes in favour = (4/2)*100 6	% of Votes in against = (5/2)*100 7
Promoter and Promoter Group	1,74,06,297	1,67,28,254	96.10%	1,67,28,254	0	100%	0%
Public – Institutional Shareholders	67,800	-	0%	0	0	0%	0%
Public – Others	70,23,091	1,13,966	1.62%	1,05,441	7,624	92.520%	6.69%
Total	2,44,97,188	1,68,42,220	-	1,68,33,695	7,624	-	-

Out of the total votes poled 901 votes were invalid

Thanking you,
Yours faithfully,
FOR INDOKEM LIMITED,


Sugandha Vaidya
Company Secretary
Encl.: As above

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"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 and other relevant provisions of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified), the enabling provisions in the Company's Memorandum and Articles of Association, and subject to the requisite approval of the Hon'ble High Court of Judicature at Bombay or such other competent authority, as the case may be, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited ("Khatau Capacitors") and Indokem Exports Limited ("Indokem Exports") and Indokem Limited ("Indokem") and their respective shareholders (hereinafter referred to as the "Scheme") for the amalgamation of Khatau Capacitors and Indokem Exports with Indokem (as defined in Scheme) be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary and / or Authorised Representative be and are/is hereby jointly and severally authorized by the Company to undertake such acts, deeds and matters, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with authorities that may be required to give effect to the aforesaid resolution."

Certified True Copy
FOR INDOKEM LIMITED,



Sugandha Vaidya
Company Secretary

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"RESOLVED THAT pursuant to the provisions of Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be notified and the Articles of Association of the Company and subject to the approval of the Scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited ("Khatau Capacitors") and Indokem Exports Limited ("Indokem Exports") and Indokem Limited ("Indokem") and their respective shareholders (hereinafter referred to as the "Scheme") by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 read with Sections 100 to 103 and other relevant provisions of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be notified, the equity shares held by Khatau Capacitors in Indokem as on the Effective Date (as defined in the Scheme), if any, shall be cancelled without further act or deed and consequently Indokem is not required to add words "And Reduced" as suffix to its name and Indokem shall carry on its old name. The reduction in the share capital of the Indokem shall be effected as an integral part of the Scheme, pursuant to and in accordance with the terms of the Scheme.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary and / or Authorised Representative be and are/is hereby jointly and severally authorized by the Company to undertake such acts, deeds and matters, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrar of Companies, that may be required to give effect to the aforesaid resolution."

**Certified True Copy
FOR INDOKEM LIMITED,**



**Sugandha Vaidya
Company Secretary**