

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. S. K. Jain
Chairman & Managing Director
Indo Borax Chemicals Limited
302, Link Rose, Linking Road,
Santacruz (West),
Mumbai - 400054

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 34th Annual General Meeting held on 22nd August, 2015

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a. Scrutinizing the remote e-voting process in terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
 - b. Conducting Poll through polling paper under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 6 as set out in the Notice of 34th Annual General Meeting (AGM) of the shareholders of the Company dated 30th May, 2015.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
3. The Notice dated 30th May, 2015 alongwith Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on Wednesday 29th July, 2015. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 24th July, 2015.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Free Press Journal" and Marathi newspaper "Navshakti" on Saturday 1st August, 2015.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 19th August, 2015 (09:00 am) to Friday, 21st August, 2015 (05:00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 14th August, 2015.
7. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Suchi Harlalka and Ms. Priyadatta Banerjee who are not in employment with the Company.



8. Summary of the e-voting and poll is as follows:

Resolution No. 1(a)

Particulars	a. Ordinary Resolution for consideration and adoption of Audited Financial Statements for financial year ended 31 st March, 2015 together with the Reports of the Board of Directors' and of the Auditors' thereon.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

Resolution No. 1(b)

Particulars	b. Ordinary Resolution for consideration and adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2015 and the Reports of the Auditors' thereon.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						



Resolution No. 2

Particulars	Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2015.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

Resolution No. 3

Particulars	Ordinary Resolution for appointment of a Director in place of Mrs. Sushila Jain, Director, (DIN: 00292483) who retires by rotation and being eligible, offers herself for re-appointment.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						



Resolution No. 4

Particulars	Ordinary Resolution for re-appointment of M/s. V.S Lalpuria & Company, Chartered Accountants (having FRN 105581W), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

Resolution No. 5

Particulars	Ordinary Resolution for approval of remuneration payable to Mr. R. M. Kandoi, Cost Accountants, (Membership No. 5427) for financial year 2015-16.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						




Resolution No. 6

Particulars	Ordinary Resolution for approval of remuneration payable to Mr. R. M. Kandoi, Cost Accountants, (Membership No. 5427) for the financial year 2014-15.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	5	4	508	8	8	0
E-voting	14	14	17,78,363	17,78,363	17,78,363	0
Total	19	18	17,78,871	17,78,371 (100.00%)	17,78,371 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

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

Place : Mumbai
Date : 25th August, 2015

For Manish Ghia & Associates
Company Secretaries



CS Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531