

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.: Scrutinizer's Report for passing of resolutions through E-Voting process at Annual General Meeting to be held on 27th September, 2014

1. 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 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 5th August, 2014 for scrutinizing the e-voting process for passing of the resolutions as mentioned under item numbers 1 to 8 of the Notice of Annual General Meeting dated 5th August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and on the resolutions contained in the notice of the 33rd Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes casted '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 e-voting facility for e-voting.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depositories Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 22nd August, 2014 (the cut of date for the purpose of determination of



voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was sent through registered post on 28th August, 2014 and emailed on 30th August, 2014 to the shareholders at their registered addresses/email addresses.

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 3rd September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 2 (two) days from Monday, 22nd September, 2014 (9:00 am) to Tuesday, 23rd September, 2014 (5:00 pm).
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 24th September, 2014 in the presence of CS Priyanka Goenka and CS Suchi Harlalka, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Central Depository Services India) Limited (CDSL).
8. Summary of the e-voting received is as follows:

8.1. Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 and the Reports of the Directors' and of the Auditors' thereon.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						



8.2. Resolution No. 2

Particulars	Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2014.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

8.3. Resolution No. 3

Particulars	Ordinary Resolution for appointment of a director in place of Mrs. Sushila Jain, Director, who retires by rotation and being eligible, offers herself for re-appointment.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid*	In favour	Against
E-voting	11	10	17,78,412	14,89,519 (100.00%)	14,89,519 (100.00%)	0 (0.00%)
* Note: Voting by interested member excluded						
Result: May be considered passed unanimously.						

8.4. 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	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						



8.5. Resolution No. 5

Particulars	Special Resolution to approve the continuation of office held by Mr. Sushil Kumar Jain as a Chairman & Managing Director who has attained the age of seventy years, for a remaining period of his tenure from 1 st April, 2014 to 31 st March, 2017 .					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid*	In favour	Against
E-voting	11	10	17,78,412	12,68,061 (100.00%)	12,68,061 (100.00%)	0 (0.00%)
* Note: Voting by interested member excluded Result: May be considered passed with requisite majority.						

8.6. Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. Arun Sureka as an Independent Director of the Company w.e.f. 1 st April, 2014 up to 31 st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: Result: May be considered passed unanimously.						

8.7. Resolution No. 7

Particulars	Ordinary Resolution for appointment of Mr. Narendra Kumar Mittal as an Independent Director of the Company w.e.f. 1 st April, 2014 up to 31 st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: Result: May be considered passed unanimously.						




8.8. Resolution No. 8

Particulars	Ordinary Resolution for appointment of Mr. Govind Parmar as an Independent Director of the Company w.e.f. 1 st April, 2014 up to 31 st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	11	11	17,78,412	17,78,412 (100.00%)	17,78,412 (100.00%)	0 (0.00%)
Result: Result: May be considered passed unanimously.						

9. You may accordingly declare the result at the Annual General Meeting to be held on 27th September, 2014.

Place: Mumbai

Date: 24th September, 2014

For Manish Ghia & Associates
Company Secretaries

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