

**35<sup>TH</sup> ANNUAL GENERAL MEETING OF INDO BORAX & CHEMICALS LIMITED**

<b>Date of AGM : 13th August, 2016</b>
<b>Total number of shareholders on record date : 5994</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>
Promoters and Promoter Group: 5
Public: 32
<b>No. of shareholders attended the meeting through video conferencing :</b>
Promoters and Promoter Group: 0
Public: 0

Resolution required: (Ordinary/Special)			Ordinary Resolution for adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016 along with Reports of the Directors and of the Auditors.					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		1,778,342	100.00	1,778,342	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	1,778,342	-	0.00	-	-	0.00	0.00
	Total	1,778,342	1,778,342	100.00	1,778,342	-	100.00	0.00
Public- Institutions	E-Voting		-	0.00	-	-	0.00	0.00
	Poll	3500	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	3,500	-	0.00	-	-	0.00	0.00
Public- Non Institutions	E-Voting		4,007	0.28	4,007	-	100.00	0.00
	Poll	1,427,158	54,255	3.80	54,255	-	100.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	1,427,158	58,262	4.08	58,262	-	100.00	0.00
	Total	3,209,000	1,836,604	57.23	1,836,604	-	100.00	0.00



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Promoters and Promoter Group: 0
Public: 0

Resolution required: (Ordinary/Special)				Ordinary Resolution for declaration of Dividend @ Rs 1.50 per Equity Shares for the financial year ended 31 <sup>st</sup> March, 2016.					
Whether promoter/promoter group are interested in agenda / resolution?				No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
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Public- Institutions	E-Voting								
	Poll	3500	-	0.00	-	-	0.00	0.00	0.00
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	Total	3,500	-	0.00	-	-	0.00	0.00	0.00
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Resolution required: (Ordinary/Special)		Ordinary Resolution for re-appointment of Mr. S. K. Jain who is liable to retire by rotation.						
Whether promoter/promoter group are interested in agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes
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Resolution required: (Ordinary/Special)		Ordinary Resolution for re-appointment M/s V.S. Lalpuria & Company, Chartered Accountants, (having FRN: 105581W) 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.							
Whether promoter/promoter group are interested in agenda / resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
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Resolution required: (Ordinary/Special)		Ordinary Resolution to approve the remuneration of Cost Auditor for the financial year ended 31 March, 2017.						
Whether promoter/promoter group are interested in agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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**SCRUTINIZER'S REPORT**

*[Pursuant to Section 110 of the Companies Act, 2013 and  
Rule 22 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 - 400 054

Respected Sir,

**Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and voting by Poll at 35<sup>th</sup> Annual General Meeting (AGM) of members of Indo Borax & Chemicals Limited (the Company) held on Saturday, 13<sup>th</sup> August, 2016**

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
- b) Conducting Poll through polling papers under the provisions of Section 108 and 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 01 to 05 as set out in the Notice of 35<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 30<sup>th</sup> May, 2016.

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 30<sup>th</sup> May, 2016 alongwith Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders through courier on Monday, 18<sup>th</sup> July 2016 and sent through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent / Company / Depositories on Tuesday, 19<sup>th</sup> July, 2016. 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 15<sup>th</sup> July, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on Saturday, 23<sup>rd</sup> July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Wednesday, 10<sup>th</sup> August, 2016 (9.00 a.m.) till Friday, 12<sup>th</sup> August, 2016 (5.00 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, 05<sup>th</sup> August, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Priyanka Goenka and Ms. Nikita Somaiya who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



9. Summary of the remote e-voting and poll at the AGM is as follows:

Resolution No.1a & 1b

Particulars	Ordinary Resolution for adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016 along with Reports of the Directors and of the Auditors.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	6	3	96,352	54,255	54,255	0
E-voting	27	27	17,82,349	17,82,349	17,82,349	0
Total	33	30	18,78,701	18,36,604	18,36,604 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

Resolution No.2

Particulars	Ordinary Resolution for declaration of Dividend @ Rs. 1.50 per Equity Shares for the financial year ended 31 <sup>st</sup> March, 2016.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	6	3	96,352	54,255	54,255	0
E-voting	27	27	17,82,349	17,82,349	17,82,349	0
Total	33	30	18,78,701	18,36,604	18,36,604 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

Resolution No.3

Particulars	Ordinary Resolution for re-appointment of Mr. S.K Jain who is liable to retire by rotation.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	6	3	96,352	54,255	54,255	0
E-voting	27	27	17,82,349	17,82,349	17,82,349	0
Total	33	30	18,78,701	18,36,604	18,36,604 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						





Resolution No.4

Particulars	Ordinary Resolution for re-appointment M/s V.S Lalpuria & Company, Chartered Accountants, (having FRN: 105581W) 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.					
	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	6	3	96,352	54,255	54,255	0
E-voting	27	27	17,82,349	17,82,349	17,82,349	0
Total	33	30	18,78,701	18,36,604	18,36,604 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

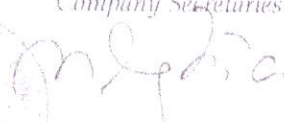
Resolution No.5

Particulars	Ordinary Resolution for approval of remuneration of the Cost Auditor for the financial year ended 31 <sup>st</sup> March, 2017.					
	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	6	3	96,352	54,255	54,255	0
E-voting	27	27	17,82,349	17,82,349	17,82,349	0
Total	33	30	18,78,701	18,36,604	18,36,604 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously.						

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the 35<sup>th</sup> Annual General Meeting and the same will be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you

For Manish Ghia & Associates  
Company Secretary

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

Place: Mumbai

Date: 13<sup>th</sup> August, 2016

*Countersigned & Received the Report*

For INDO BORAX & CHEMICALS LTD.

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MANAGING DIRECTOR

MUMBAI, 13<sup>th</sup> August, 2016.