

Amit R. Dadheech & Associates
Company Secretaries

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

September 16, 2015

Mr. K. K. Modi
Chairman
Indofil Industries Limited
Kalpataru Square, 4th Floor,
Off Andheri Kurla Road, Andheri (East)
Mumbai - 400059

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Voting by the Equity Shareholders at the Annual General Meeting (AGM) of the Company held on September 16, 2015 at 'Hall of Culture' Nehru Centre Dr. A.B. Road, Worli, Mumbai 400 018

I, Amit R. Dadheech, Practicing Company Secretary, Mumbai was appointed as Scrutinizer by the Board of Directors of **Indofil Industries Limited** (the Company) for the purpose of the e-voting and voting taken place during the AGM on the resolutions as mentioned in the Annexure, at the AGM of the Equity Shareholders of the Company, held on September 16, 2015 at 11.00 a.m. at 'Hall of Culture' Nehru Centre Dr. A.B. Road, Worli, Mumbai 400 018, submit my report as under:

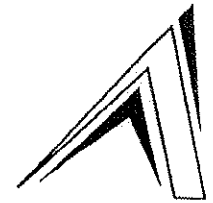
1. After the time fixed for closing of the Ballot by the Chairman, One Ballot box kept for voting was sealed in my presence with due identification marks placed by me.
2. The sealed ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar & Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The ballot papers which were incomplete and /or which were other found defective have been treated as invalid and kept separately.
4. The consolidated results of e-voting and ballot is given in the Annexure.
5. A soft copy containing a list of shareholders who voted "FOR", "AGAINST" and those who votes were declared invalid for each resolution is sent separately
6. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe custody.

For Amit R. Dadheech & Associates

Amit R. Dadheech
M. No.: 22889; C.P.: 8952



Place: Mumbai
Date: September 16, 2015



Indofil Industries Limited – Details of Outcome of AGM

Annexure to Scrutinizer's Report dated September 16, 2015

Date of AGM	September 16, 2015	
Total Number of shareholders on record date for ROM for e-voting (September 9, 2015)	8148	
No. of Shareholders present in the meeting either in person or through proxy:	In Person	In Proxy
	37	11

Resolution No. 1 in the Notice of AGM dated August 11, 2015

Details of Agenda	Adoption of Audited Financial Statements, Report of Board of Directors and Auditors for the year ended March 31, 2015
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor on Votes polled	% of Votes against on Votes polled
(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
22958222	16387170	71.38	16387084	86	99.99	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Resolution No. 2 in the Notice of AGM dated August 11, 2015

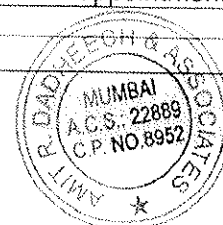
Details of Agenda	Approval of Dividend on Equity Shares for the financial year ended March 31, 2015
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

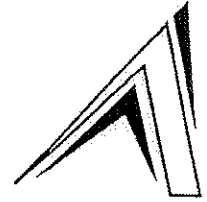
No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
22958222	16387170	71.38	16387170	0	100	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Resolution No. 3 in the Notice of AGM dated August 11, 2015

Details of Agenda	Appoint a Director in Place of Mr. Samir Modi (DIN: 00029554), who retires by rotation and being eligible seeks re-appointment
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot 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
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
22958222	16387170	71.38	16386934	236	99.99	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Resolution No. 4 in the Notice of AGM dated August 11, 2015

Details of Agenda	Appoint M/s. Bansi S. Mehta & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot 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
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
22958222	16387170	71.38	16387084	86	99.99	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Resolution No. 5 in the Notice of AGM dated August 11, 2015

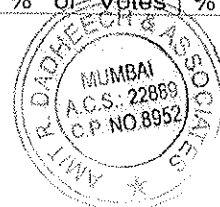
Details of Agenda	Resolution withdrawn by the Company – Shareholders were requested not to vote as this resolution has been withdrawn
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

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
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
22958222	0	0	0	0	0	0

Resolution No. 6 in the Notice of AGM dated August 11, 2015

Details of Agenda	Approve revision in terms of remuneration of Ms. Charu Modi, Executive Director from October 1, 2015 to March 31, 2019
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
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shares held	votes polled*	Polled on outstanding shares	Votes in favour	Votes against	in favour on Votes polled	against on Votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
22958222	16387170	71.38	16386453	556	99.99	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Resolution No. 7 in the Notice of AGM dated August 11, 2015

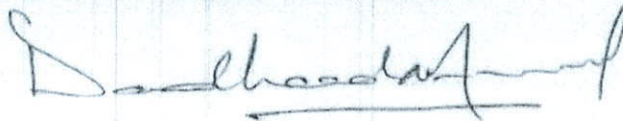
Details of Agenda	Approve the remuneration of M/s. Kalpana P. Mehta & Company, Cost Accountants, Mumbai as Cost Auditors for the Financial year ending March 31, 2016
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

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
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
22958222	16420651	71.52	16420565	86	99.99	*0.00

*Percentage of Votes Polled Against the resolution are rounded off upto 2 (two) decimals.

Thanking You.

For Amit R. Dadheech & Associates



Amit R. Dadheech
ACS: 22889, CP: 8952



Approved
For Indofil Industries Limited



K.V. Pradi
CHAIRMAN

Place: Mumbai

Date: September 16, 2015