

Virendra Bhatt

Company Secretary

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To,
The Chairman
CHEMBOND CHEMICALS LIMITED

40th Annual General Meeting of the members of **CHEMBOND CHEMICALS LIMITED** (CIN: L24100MH1975PLC018235) held at EL-37, MIDC MAHAPE, NAVI MUMBAI 400 710 on Saturday, 8th August, 2015 at 03.00 p.m.

Sub: Passing of Resolution(s) through electronic voting/postal ballot pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended and the Listing Agreement.

The Board of Directors of Chembond Chemicals Limited (hereinafter referred to as the "Company") at its meeting held on 21st May, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballots forms received from the member through postal ballot and at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

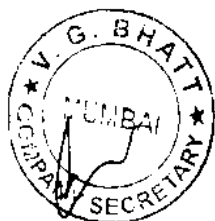
Report on Scrutiny:

- The company has appointed Central Depository Services (India) Limited as the Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. M/s. TSR Darashaw Limited (TSRDL) are the Registrar and Share Transfer Agents of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 40th Annual General Meeting (AGM) of the company, which was held on Saturday, August 8, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company has uploaded all the items of the business



to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.

- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting (AGM) was 26th June, 2015 (Physical & Email) and as on that date, there were 1686 members of the Company. The Service Provider had sent the notices of the AGM along with Annual Report and E-Voting details by email to 782 members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered their email Ids with the RTA. In respect of 904 members, Email Ids are not available, the notices were sent by courier. In respect of 77 members' cases, where transmissions through email had failed, the company had sent the notice of the AGM along with Annual Report and E-Voting details through physical form by courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 1st August, 2015
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Wednesday, 5th August, 2015 (09:00 a.m.) and ends Friday, 7th August, 2015 (5:00 p.m.).
- The Company completed the dispatch of the notices in physical to the members on (Date) 13th July, 2015 and through e-mail on 14th July, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'The Free Press Journal' newspaper dated 16th July, 2015 having country-wide circulation and in Maharashtra in 'Navshakti' newspaper dated 17th July, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the end of the e-voting period on 7th August, 2015 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 40th Annual General Meeting of the Company held 8th August, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting/Postal Ballot to record their votes.



- On 8th August, 2015, after counting of the votes conducted at the venue of the AGM through ballot paper, the votes cast through Remotes E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Meghna Suresh Mistry and Ms. Ashika Anand Shetty who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (one) ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly complied details of Remote E-Voting and voting through postal ballots carried out by the Members, and the facility of physical voting was provided at the venue of the AGM by way of Ballot paper. At AGM only 1 person voted through the poll. The details are as follows:

The results of the Remote E-voting & postal ballot together with that of the voting conducted at venue of the AGM by way of Ballot papers are as under:

Details	Remote E-voting	Physical Ballot/Voting through ballot paper at AGM	Total voting
Number of member who cast their votes	46	13	59
Total number of shares held by them	3321265	1264359	4585624
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	Various as mentioned under each Resolution		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.



1) Item no. 1 of the Notice (As an Ordinary Resolution)

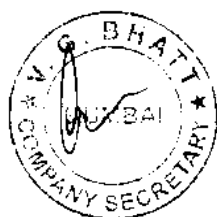
To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



2) Item no. 2 of the Notice (As an Ordinary Resolution)

To declare dividend on equity shares

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



3) Item no. 3 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Perviz Dastur (DIN:00961016) who retires by rotation and, being eligible, offers himself for re-appointment

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	75.00%	-	0%	-	-
Physical Voting	1107299	25.00%	-	0%	-	-
TOTAL	4428564	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	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 & Promoter Group	4581217	4420357	96.49%	4420357	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4428564	-	4428564	0	-	-

NOTE: Vote cast by Mr. Perviz Homi Dastur have not been considered as he is an interested party in this resolution.



4) Item no. 4 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Ashwin Nagarwadia (DIN:00466681) who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2780633	68.74%	-	0%	-	-
Physical Voting	1264359	31.26%	-	0%	-	-
TOTAL	4044992	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4036785	88.16%	4036785	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4044992	-	4044992	0	-	-

NOTE: Vote cast by Mr. Ashwin Ratilal Nagarwadia have not been considered as he is an interested party in this resolution.



5) Item no. 5 of the Notice (As an Ordinary Resolution)

To appoint Statutory Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



- **SPECIAL BUSINESS**

6) **Item no. 6 of the Notice (As an Ordinary Resolution)**

To appoint Mrs. Saraswati Sankar (DIN:07133249) as Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



7) Item no. 7 of the Notice (As an Ordinary Resolution)

To appoint Dr. Prakash D. Trivedi (DIN:00231288) as Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



8) Item no. 8 of the Notice (As an Ordinary Resolution)

To ratify payment of remuneration to the Cost Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3321265	72.43%	-	0%	-	-
Physical Voting	1264359	27.57%	-	0%	-	-
TOTAL	4585624	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4577417	99.92%	4577417	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4585624	-	4585624	0	-	-



9) Item no. 9 of the Notice (As Special Resolution)

To revise the remuneration of Mr. Sameer V. Shah (DIN:00105721), Managing Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3011631	70.43%	-	0%	-	-
Physical Voting	1264359	29.57%	-	0%	-	-
TOTAL	4275990	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4267783	93.16%	4267783	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4275990	-	4275990	0	-	-

Note: Mr. Sameer V. Shah has not voted for the above resolution as he is the interested party.



10) Item no. 10 of the Notice (As Special Resolution)

To revise the remuneration of Mr. Nirmal V. Shah (DIN:00083853), Managing Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3006200	70.39%	-	0%	-	-
Physical Voting	1264359	29.61%	-	0%	-	-
TOTAL	4270559	100.00%	-	0%	-	-

The Votes cast in favour are more than the votes cast Against the resolution.

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	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 & Promoter Group	4581217	4262352	93.04%	4262352	0	100%	0%
Financial Institutions	23800	0	0%	0	0	0%	0%
Public- Others	2071345	8207	0.40%	8207	0	100%	0%
TOTAL	6676362	4270559	-	4270559	0	-	-

Note: Mr. Nirmal V. Shah has not voted for the above resolution as he is the interested party.



All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting/ Postal Ballot and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid /abstained for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting/Postal Ballot and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

MUMBAI

Virendra Bhatt

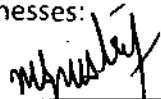
ACS- 1157

COP-124

Date: 10/08/2015

Place: Mumbai

Witnesses:



1. Ms. Meghna Suresh Mistry



2. Ms. Ashika Anand Shetty