

**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT AND POLL AT ANNUAL GENERAL MEETING OF
M/S INDAG RUBBER LIMITED HELD ON FRIDAY, 25TH JULY, 2014 AT SAI INTERNATIONAL CENTRE, PRAGATI
VIHAR, LODHI ROAD, NEW DELHI - 110003**

ORDINARY BUSINESS

Resolution No. 1- Adoption of financial statements for the year ended 31st March, 2014 –

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	0	57	3925827	1733	0	3927560	99.9998
Dissent	9	0	0	9	9	0	0	9	0.0002
Total	63	3	0	66	3925836	1733	0	3927569	100.000

Accordingly, out of the 3927569, Evotes and Polling Papers 3927560 votes were cast ASSENTING to the Resolution constituting 99.9998% of the votes polled. 9 votes were cast DISSENTING to the Resolution constituting 0.0002% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.1 is passed with requisite majority.



Resolution No. 2 - Declaration of final dividend for the financial year 2013-14 -

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	0	57	3925827	1733	0	3927560	99.9998
Dissent	9	0	0	9	9	0	0	9	0.0002
Total	63	3	0	66	3925836	1733	0	3927569	100.000

Accordingly, out of the 3927569, Evotes and Polling Papers 3927560 votes were cast ASSENTING to the Resolution constituting 99.9998% of the votes polled. 9 votes were cast DISSENTING to the Resolution constituting 0.0002% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.2 is passed with requisite majority.



Resolution No. 3 - Re-appointment of Sh. K.K. Kapur, who retires by rotation –

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	0	57	3925827	1733	0	3927560	99.9972
Dissent	9	0	0	9	9	0	0	9	0.0027
Total	63	3	0	66	3925836	1733	0	3927569	100.000

Accordingly, out of the 3927569, Evotes and Polling Papers 3927560 votes were cast ASSENTING to the Resolution constituting 99.9972% of the votes polled. 9 votes were cast DISSENTING to the Resolution constituting 0.0027% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.3 is passed with requisite majority.



Resolution No. 4 - Appointment of M/s. S.R. Batliboi & Co LLP, Chartered Accountants as auditors for a period of three years. –

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	0	57	3925827	1733	0	3927560	99.9972
Dissent	9	0	0	9	9	0	0	9	0.0027
Total	63	3	0	66	3925836	1733	0	3927569	100.000

Accordingly, out of the 3927569, Evotes and Polling Papers 3927560 votes were cast ASSENTING to the Resolution constituting 99.9972% of the votes polled. 9 votes were cast DISSENTING to the Resolution constituting 0.0027% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.4 is passed with requisite majority.



SPECIAL BUSINESS

Resolution No.5 - Fixation of Remuneration of M/s. Shome & Banerjee, Cost auditors of the company

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	77	134	3925827	1733	3684	3931244	99.9997
Dissent	9	0	1	10	9	0	1	10	0.0002
Total	63	3	78	144	3925836	1733	3685	3931254	100.000

Accordingly, out of the 3931254, Evotes, Postal Ballot and Polling Papers 3931244 votes were cast ASSENTING to the Resolution constituting 99.9997% of the votes polled. 10 votes were cast DISSENTING to the Resolution constituting 0.0002% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.5 is passed with requisite majority.



Resolution No. 6 - Appointment of Shri. P. R. Khanna (Din 00048800) as an Independent Director for a period of five years.

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	2	77	133	3925827	1663	3585	3931075	99.9954
Dissent	9	1	1	11	9	70	100	179	0.0045
Total	63	3	78	144	3925836	1733	3685	3931254	100.000

Accordingly, out of the 3931254, Evotes, Postal Ballot and Polling Papers 3931075 votes were cast ASSENTING to the Resolution constituting 99.9954% of the votes polled. 179 votes were cast DISSENTING to the Resolution constituting 0.0045% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.6 is passed with requisite majority.



Resolution No.7 - Appointment of Shri. R. Parameswar (Din 01879913) as an Independent Director for a period of five years.

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	2	76	132	3925827	1663	3584	3931074	99.9954
Dissent	9	1	2	12	9	70	101	180	0.0045
Total	63	3	78	144	3925836	1733	3685	3931254	100.000

Accordingly, out of the 3931254, Evotes, Postal Ballot and Polling Papers 3931074 votes were cast ASSENTING to the Resolution constituting 99.9954% of the votes polled. 180 votes were cast DISSENTING to the Resolution constituting 0.0045% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.7 is passed with requisite majority.



Resolution No. 8 - Appointment of Shri. K.M.S Ahluwalia (Din 00104762) as an Independent Director for a period of five years.

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	2	76	132	3925827	1663	3584	3931074	99.9954
Dissent	9	1	2	12	9	70	101	180	0.0045
Total	63	3	78	144	3925836	1733	3685	3931254	100.000

Accordingly, out of the 3931254, Evotes, Postal Ballot and Polling Papers 3931074 votes were cast ASSENTING to the Resolution constituting 99.9954% of the votes polled. 180 votes were cast DISSENTING to the Resolution constituting 0.0045% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.8 is passed with requisite majority.



Resolution No. 9 - Increase in borrowing powers in terms of section 180(1)(c) of the Companies Act, 2013

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	76	133	3925827	1733	3444	3931004	99.9934
Dissent	9	0	3	12	9	0	251	260	0.0066
Total	63	3	79	145	3925836	1733	3695	3931264	100.000

Accordingly, out of the 3931264, Evotes, Postal Ballot and Polling Papers 3931004 votes were cast ASSENTING to the Resolution constituting 99.9934% of the votes polled. 260 votes were cast DISSENTING to the Resolution constituting 0.0066% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.9 is passed with requisite majority.



Resolution No. 10 - Creation of charge/mortgage etc. on company's movable or immovable properties in terms of section 180 (1) (a) of the Companies Act, 2013.

Particulars	No. of				No. of votes contained in				Percentage
	Polling Papers	E-Voting	Postal Ballot	Total	Polling Papers	E-Voting	Postal Ballot	Total	
Assent	54	3	76	133	3925827	1733	3195	3930755	99.9871
Dissent	9	0	3	12	9	0	500	509	0.0129
Total	63	3	79	145	3925836	1733	3695	3931264	100.000

Accordingly, out of the 3931264, Evotes, Postal Ballot and Polling Papers 3930755 votes were cast ASSENTING to the Resolution constituting 99.9871% of the votes polled. 509 votes were cast DISSENTING to the Resolution constituting 0.0129% of the votes polled on the Resolution.

Thus, the Resolution as contained in Item No.10 is passed with requisite majority.

For KIRAN AMARPURI

Kiran
Company Secretary
C.P. No. 7348

