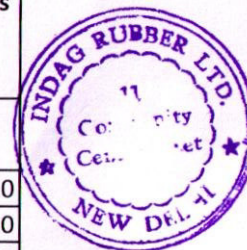


Details of Voting pursuant to Clause- 35A of the Listing Agreement

Date of the Declaration of Postal Ballot Result:		March 20, 2015					
Total number of shareholders on record date (23 January, 2015) :		6064					
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable					
Promoters and Promoter Group: Public:							
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable					
Promoters and Promoter Group: Public:							
Agenda wise details:		The details of the resolutions are appended below.					
Mode of Voting:		The mode of voting on all resolutions was through e-voting and Postal Ballot					
Resolution No.:1 - Sub-division of Shares of the Company (Ordinary Resolution)							
Promoter/Public	No. of Shares Held	No. of Shares 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
Promoter and Promoter Group	3925200	3925200	100	3925200	0	100	0
Public - Institutional Holders	50517	40550	80.27	40550	0	100	0
Public - Others	1274283	27693	2.173	27593	100	99.639	0.361
Total	5250000	3993443	76.066	3993343	100	99.997	0.003

Resolution No:2 - Alteration of the Memorandum of Association of the Company (Special Resolution)							
Promoter/Public	No. of Shares Held	No. of Shares 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
Promoter and Promoter Group	3925200	3925200	100	3925200	0	100	0
Public - Institutional Holders	50517	40550	80.27	40550	0	100	0
Public - Others	1274283	27693	2.173	27636	57	99.794	0.206
Total	5250000	3993443	76.066	3993386	57	99.998	0.002



Resolution No:3 - Alteration of the Articles of Association of the Company (Special Resolution)							
Promoter/Public	No. of Shares Held	No. of Shares 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
Promoter and Promoter Group	3925200	3925200	100	3925200	0	100	0
Public - Institutional Holders	50517	40550	80.27	40550	0	100	0
Public - Others	1274283	27693	2.173	27636	57	99.794	0.206
Total	5250000	3993443	76.066	3993386	57	99.998	0.002

Resolution No:4 - Re-appointment of Shri Nand Khemka (Din: 00211084) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2015 to March 31, 2020 (Special Resolution)							
Promoter/Public	No. of Shares Held	No. of Shares 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
Promoter and Promoter Group	3925200	3921499	99.906	3921499	0	100	0
Public - Institutional Holders	50517	40550	80.27	40550	0	100	0
Public - Others	1274283	27693	2.173	26713	980	96.461	3.539
Total	5250000	3989742	75.995	3988762	980	99.975	0.025

All resolutions were approved with requisite majority.

Kindly take the information on records.

Regards,
For Indag Rubber Limited

Kunal Kaur
K K Kapur
CEO & Whole Time Director



PRADEEP KUMAR JAIN
Company secretary

174, GF, Ashoka Enclave I, Power Hs
Road, Sector 34, Faridabad , Haryana
Mob. No : 09810480099
jainpradeepasha@gmail.com

To,

The CEO & Whole Time Director
Indag Rubber Limited
Khemka House
11, Community Centre, Saket
New Delhi-110017

Re: Scrutinizers' Report

Dear Sir,

I, P.K.Jain of M/s. P.K.Jain & Associates appointed as Scrutinizer by the Board of Director of Indag Rubber Limited (Company) for scrutinizing the Postal Ballot process including e-voting for seeking approval of the shareholders on the resolutions as mentioned in the Notice dated 10 January, 2015.

I hereby submit my report as under-

1. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility to its members
2. The Postal Ballot Notice was sent to the members, whose name appears on the Register of Members as on the relevant date of 23 January, 2015. The dispatch of the Postal Ballot Notices was completed on 3 February, 2015. For the members whose e-mail ID are registered with the Company, the Postal Ballot Notice was also sent through electronic means. A public Notice to the effect was released in Financial Express both English and Hindi newspaper on 10 February, 2015.
3. The e-voting period commenced from on 13 February, 2015 from 10:00 A.M. and concluded 14 March, 2015 at 6:00 P.M.
4. Particulars of all the postal ballot forms received from the members at the address of the Scrutinizers viz. Indag Rubber Limited, Khemka House, 11, Community Center, Saket, New Delhi -110017 upto the cut off time of 6:00 P.M. on 14 March, 2015 have been entered in a register separately maintained in electronic mode and were considered for the purpose of my scrutiny.
5. The votes received through e-voting upto 6:00 P.M. on 14 March, 2015 were downloaded from the NSDL website and unblocked.
6. The Postal Ballot forms received after 6:00 P.M. on 14 March, 2015 were not considered for my scrutiny.



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7. I have not found any defaced or mutilated Postal Ballot Forms.

Based on all the above, I have compiled the results of the voting by postal ballot/ e-voting and the same is furnished as under:

ITEM NO. 1

Ordinary Resolution

Sub-division of Shares of the Company

"RESOLVED THAT pursuant to the provisions of Section 61(d) and other provisions, if any, of the Act, or any statutory modification(s), amendment or re-enactment thereof and Article 50 of the Articles of Association of the Company and subject to such approvals, permissions, and sanctions, if any, as may be necessary from concerned authorities, each Equity Share of the Company having a nominal face value of Rs.10/- (Rupees ten only) fully paid-up, be sub-divided into Equity Shares of nominal face value of Rs.2/- (Rupee two only) each fully paid-up.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of a nominal face value of Rs. 10/- (Rupees ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date ("Record Date") fixed for the purpose and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions laid down in the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and in the case of shares held in dematerialized form, appropriate number of sub- divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, by debiting the Equity Shares of the Company held on the Record Date.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) or any Key Managerial Personnel be and are hereby authorised to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters and difficulties arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

The result of the Postal Ballot is as follows:



A handwritten signature in blue ink, appearing to be "Pradeep", written over a horizontal line.

Particulars	Number of members voted	Total number of votes	Number of votes cast in favour of the resolution	% of votes cast in favour	Number of votes cast against the resolution	% of votes cast against the resolution
Total number of votes received through Postal Ballot	172	3949410	3949310	99.997 %	100	0.003 %
Total number of votes received through E-voting	37	44035	44035	100 %	Nil	Nil
Less - Total number of invalid votes	1	2	2	-	Nil	-
Total number of valid votes through Postal ballot and E-voting	208	3993443	3993343	99.997%	100	0.003 %

ITEM NO. 2

Special Resolution

Alteration of the Memorandum of Association of the Company

"RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting in place thereof the following new Clause V as mentioned hereunder:

'V. The Authorised Share Capital of the Company is Rs.700,00,000/- (Rupees Seven Crores) divided into 350,00,000 (Three crores fifty lacs only) equity shares of Rs. 2/-(Rupee two) each.'



(Handwritten signature)

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

The result of the Postal Ballot is as follows:

Particulars	Number of members voted	Total number of votes	Number of votes cast in favour of the resolution	% of votes cast in favour	Number of votes cast against the resolution	% of votes cast against the resolution
Total number of votes received through Postal Ballot	172	3949410	3949353	99.998 %	57	0.002 %
Total number of votes received through E-voting	37	44035	44035	100 %	Nil	Nil
Less - Total number of invalid votes	1	2	2	-	Nil	-
Total number of valid votes through Postal ballot and E-voting	208	3993443	3993386	99.998%	57	0.002 %

ITEM NO. 3



Pradeep Kumar Jain

Special Resolution

Alteration of the Articles of Association of the Company

"RESOLVED THAT the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting in place thereof the following new Article 4:

'4. The Authorised Share Capital of the Company is Rs. 700,00,000/- (Rupees Seven Crores) divided into 350,00,000 (Three crore fifty lacs only) equity shares of Rs. 2/- (Rupee two) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

The result of the Postal Ballot is as follows:

Particulars	Number of members voted	Total number of votes	Number of votes cast in favour of the resolution	% of votes cast in favour	Number of votes cast against the resolution	% of votes cast against the resolution
Total number of votes received through Postal Ballot	172	3949410	3949353	99.998 %	57	0.002 %
Total number of votes received through E-voting	37	44035	44035	100 %	Nil	Nil
Less - Total number of invalid votes	1	2	2	-	Nil	-
Total number of valid votes through	208	3993443	3993386	99.998%	57	0.002 %



Postal ballot and E-voting						
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ITEM NO. 4

Special Resolution

Re-appointment of Shri Nand Khemka (DIN: 00211084) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2015 to March 31, 2020

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications thereof, or any other law and subject to the approval of the Central Government, the Members hereby approves the reappointment of Shri. Nand Khemka, (DIN: 00211084) a Non-Resident Indian, aged 80 years, as Chairman cum Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 1st April, 2015 till 31st March, 2020 on following remuneration and terms & conditions as under -

REMUNERATION

- i) Salary :Rs.8,00,000/- per month (Rupees Eight lacs only per month)
- ii) Car and Driver : The Company shall provide car(s) with driver(s) and telephone(s) for official and personal purposes.
- iii) Premium paid on Director's and Officer's Liability policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.
- iv) Bonus : The Chairman cum Managing Director will also be entitled to bonus, which shall be computed as follows :-

Ceiling under Section 197 of the Companies Act, 2013 of 5% (Five percent) of the net profits computed in accordance with Section 198 of the Companies Act, 2013 reduced by the remuneration actually paid and perquisites (if any) actually reimbursed to him.

Resolved further that the above remuneration payable to Shri. Nand Khemka is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto or any other provisions may be applicable.

Resolved further that notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Shri. Nand Khemka as Chairman cum Managing Director, the Company incurs losses or its profits are inadequate, the Company shall pay to Shri. Nand Khemka, the above remuneration by way of Fixed salary, Perquisites, allowances and other benefits payable as a minimum remuneration, subject to complying with restrictions / requirements in this regard under relevant provision of the Companies Act, 2013 and related statutory regulations.

Other terms and conditions:



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i) The Chairman cum Managing Director shall not become interested or otherwise concerned directly or through his wife and/or children in any buying and selling agency of the Company in future without the prior approval of the Board of Directors or subject to such other approvals as may be considered necessary.

ii) The Chairman cum Managing Director shall not be entitled to fees payable to Directors for attending Board Meetings and all other committees Committees appointed by the Board.

iii) The Agreement may be terminated by either party by giving to the other three months notice of such termination or three months salary in lieu thereof at the Company's option, which may be given at any time. The Chairman cum Managing Director will not be entitled to any compensation for loss of office due to termination Section 202 of the Company Act, 2013 or otherwise.

"Resolved further that the Board be and is authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and other benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

The result of the Postal Ballot is as follows:

Particulars	Number of members voted	Total number of votes	Number of votes cast in favour of the resolution	% of votes cast in favour	Number of votes cast against the resolution	% of votes cast against the resolution
Total number of votes received through Postal Ballot	171	3945709	3945245	99.988 %	464	0.012 %
Total number of votes received through E-voting	37	44035	43519	98.83 %	516	1.17%
Less - Total number of invalid votes	1	2	2	-	Nil	-
Total number of valid votes through	207	3989742	3988762	99.976%	980	0.024%



[Handwritten Signature]

Postal ballot and E-voting						
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Based on the foregoing, the resolutions as outlined under Items 1, 2, 3 and 4 above may be considered as carried by the requisite of members under Companies Act, 2013.

The relevant records relating to postal ballot and all other papers including voting by electronics means shall be under my safe custody till CEO & Whole Time Director considers, approves and signs the minutes and thereafter the same be handed over to the Company Secretary

Place: New Delhi
Date: 20 March, 2015


P. K. Jain
Practicing Company Secretary
FCS no. 1929

