



ISO 9001 : 2008

Indag Rubber Limited

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E-mail : info@indagrubber.com, Website: www.indagrubber.com, CIN-L74899DL1978PLC009038

Works : Village Jhiriwala, Tehsil, Nalagarh, Distt. Solan, Himachal Pradesh - 174101, India
Phone : 09318757174,

June 20, 2017

The Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Towers
Mumbai-400001

(Company code-1321)
(Scrip code-509162)

Re: Scrutinizer's Report on voting of 38th Annual General Meeting held on 19th June, 2017

Dear Sir,

As per the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Company had provided remote e-voting facility and voting through ballot process to its members on the business transacted at the 38th Annual General Meeting (AGM) of the Company held on June 19, 2017 at 10:00 a.m. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003. Company had appointed Mr. Kanishk Arora, Practicing Company Secretary as the scrutinizer for the remote e-voting and voting through ballot process at the AGM. As per the Scrutinizer's Report, all resolutions as set out in the Notice of 38th Annual General Meeting have been duly approved by the members with requisite majority.

Please find attached the Scrutinizer's Report on voting held through remote e-voting and voting through ballot process at the 38th AGM of the Company.

You are requested to kindly take above information on your records.

Yours faithfully,

For Indag Rubber Limited


Manali D. Bijlani
Company Secretary

CC: National Securities Depository Limited

Trade World, 4th Floor, Kamla Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai-400013

Central Depository Securities Limited

Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai-400023



SCRUTINIZER'S REPORT

To,
Chairman cum Managing Director
Indag Rubber Limited
Khemka House, 11 Community Centre,
Saket, New Delhi-110017.

Scrutinizer's Report on:

- i) voting done through remote e-voting conducted between Friday, 16th June, 2017 (09: A.M.) to Sunday, 18th June, 2017 (05:00 P.M.) and;
- ii) voting by poll at the Thirty Eighth Annual General Meeting of the Members of Indag Rubber Limited held on Monday the 19th Day of June 2017 at 10.00 A.M. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003.

Dear Sir,

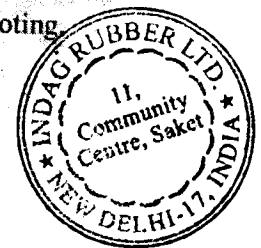
I, Kanishk Arora, Company Secretary in Practice appointed as Scrutinizer(s) for the purpose of voting done through remote e-voting and voting by poll at the Thirty Eighth Annual General Meeting of the Members, hereby submit my combined report as under:

1. Remote E-voting:

1.1 The Company has mailed notices to all the members of the Company on 23rd May, 2017 through Registered Post as well as through E-mails.

1.2 Remote E-voting facility was provided to the members of the company whose names appear on the Register of Members as on Friday, 09th June, 2017 (end of day) being the record date fixed for the purpose to exercise their right to vote in respect of the resolutions to be passed at the Thirty Eighth Annual General Meeting.

1.3 Remote E-voting period commenced on Friday, 16th June, 2017 (09:00 a.m.) and ended on Sunday, 18th June, 2017 (05:00 p.m.). Thereafter the portal was disabled by NSDL for voting.



1.4 After the time fixed for closing of the remote e-voting i.e. 05:00 p.m. on 18th June, 2017, a final report of the e-voting was generated by me through the NSDL e-voting website, <https://www.evoting.nsdl.com> in the presence of Mr. Manpreet Singh and Mr. Vijay Kumar, both of whom are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence:


Manpreet Singh


Vijay Kumar

2. Voting through Poll at AGM:

2.1 After the time fixed for closing of the poll by the Chairman, 01 (One) ballot box kept for polling was locked in my presence with due identification mark placed by me.

2.2 The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

2.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

COMBINED RESULTS OF THE REMOTE E-VOTING & POLL AT AGM AS UNDER:



I. **Ordinary Business**

Resolution No. 1: Consider and adopt the audited Standalone and Consolidated Financial Statement(s) as on March 31, 2017 along with reports of the Board of Directors and Auditors.

i) **Voted in Favour of the Resolution:**

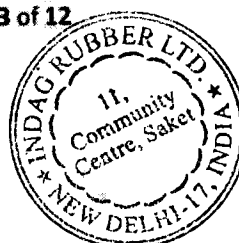
Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	42	19626425	99.99
Poll at AGM	50	1848	0.01
Total	92	19628273	100.00

ii) **Voted against the Resolution:**

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	0	0	0
Poll at AGM	2	2	100.00
Total	2	2	100.00

iii) **Invalid Votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Resolution No. 2: Re-appointment of Mr. Uday Khemka (DIN-00323609), who retires by rotation and being eligible has offered for reappointment.

iv) Voted in Favour of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	42	19626425	99.99
Poll at AGM	50	1848	0.01
Total	92	19628273	100.00

v) Voted against the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	0	0	0
Poll at AGM	2	2	100.00
Total	2	2	100.00

vi) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Resolution No. 3: Declaration of Final Dividend for the Financial Year 2016-17.

i) **Voted in Favour** of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	41	19625925	99.99
Poll at AGM	50	1848	0.01
Total	91	19627773	100.00

ii) **Voted against** the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	1	500	99.60
Poll at AGM	2	2	0.40
Total	3	502	100.00

iii) **Invalid Votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Resolution No. 4: Appointment of M/s Khanna & Annadhanam, Chartered Accountants, as the Statutory Auditors of the Company in place of M/s S.R. Batliboi & Co. LLP.

i) Voted in Favour of the Resolution:

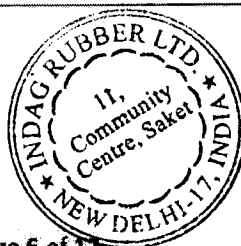
Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	41	19625925	99.99
Poll at AGM	50	1848	0.01
Total	91	19627773	100.00

ii) Voted against the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	1	500	99.60
Poll at AGM	2	2	0.40
Total	3	502	100.00

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Special Business

Resolution No. 5: Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company.

i) Voted in Favour of the Resolution:

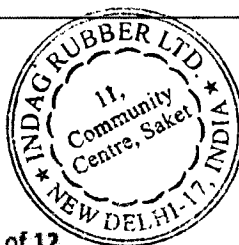
Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	42	19626425	99.99
Poll at AGM	50	1848	0.01
Total	92	19628273	100.00

ii) Voted against the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	0	0	0
Poll at AGM	2	2	100.00
Total	2	2	100.00

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Resolution No. 6: Appointment of Mr. Harjiv Singh (DIN 00507695) as an Independent Director of the Company to hold office till March 31, 2019.

i) Voted in Favour of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	42	19626425	99.99
Poll at AGM	50	1848	0.01
Total	92	19628273	100.00

ii) Voted against the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	0	0	0
Poll at AGM	2	2	100.00
Total	2	2	100.00

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



Resolution No. 7: Maintain and keep the Company's registers and copies of annual returns or any one or more of them, at a place other than Company's Registered Office.

i) **Voted in Favour of the Resolution:**

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	42	19626425	99.99
Poll at AGM	50	1848	0.01
Total	92	19628273	100.00

ii) **Voted against the Resolution:**

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	0	0	0
Poll at AGM	2	2	100.00
Total	2	2	100.00

iii) **Invalid Votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll at AGM	4	261
Total	4	261



3. The consolidation of the aforesaid results is given as under-

Ordinary Resolution-1 Consider and adopt the audited Standalone and Consolidated Financial Statement(s) as on March 31, 2017 along with reports of the Board of Directors and Auditors

Particulars	E-voting	Poll	Total	%
Assent	19626425	1848	19628273	99.9987
Dissent	0	2	2	0.0000

Results- Passed with requisite majority

Ordinary Resolution-2 Re-appointment of Mr.Uday Khemka (DIN-00323609), who retires by rotation and being eligible has offered for reappointment.

Particulars	E-voting	Poll	Total	%
Assent	19626425	1848	19628273	99.9987
Dissent	0	2	2	0.0000

Results- Passed with requisite majority

Ordinary Resolution-3 Declaration of Final Dividend of Rs. 1.50/- per equity share of Rs. 2/- each for the financial year 2016-2017

Particulars	E-voting	Poll	Total	%
Assent	19625925	1848	19627773	99.9961
Dissent	500	2	502	0.0026

Results- Passed with requisite majority



Ordinary Resolution-4 Appointment of M/s.Khanna & Annadhanam, Chartered Accountant, as the Statutory Auditors of the Company in place of M/s.S.R.Batliboi & Co. LLP

Particulars	E-voting	Poll	Total	%
Assent	19625925	1848	19627773	99.9961
Dissent	500	2	502	0.0026

Results- Passed with requisite majority

Ordinary Resolution-5 Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company

Particulars	E-voting	Poll	Total	%
Assent	19626425	1848	19628273	99.9987
Dissent	0	2	2	0.0000

Results- Passed with requisite majority

Ordinary Resolution-6 Appointment of Mr. Harjiv Singh (DIN 00507695) as an Independent Director of the Company to hold office till March 31, 2019

Particulars	E-voting	Poll	Total	%
Assent	19626425	1848	19628273	99.9987
Dissent	0	2	2	0.0000

Results- Passed with requisite majority

Special Resolution-7 Maintain and keep the Company's registers and copies of annual returns or any one or more of them, at a place other than Company's Registered Office

Particulars	E-voting	Poll	Total	%
Assent	19626425	1848	19628273	99.9987
Dissent	0	2	2	0.0000

Results- Passed with more than 3/4th of total votes in favour of the resolution



4. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Compliance Officer of the company.
5. The Poll papers and all other relevant records were sealed and handed over to the Compliance Officer authorised by the Board for safe keeping.
6. I shall hand over other related papers/registers and record for safe custody to the Company Secretary of the Company once the Chairman considers, approves and signs the Minutes of the Meeting.

You may accordingly declare the results of the voting by postal ballot and remote E-voting.

Thanking You.

Yours Faithfully.

For Kanishk Arora & Co.
Company Secretaries

Kanishk Arora
Scrutinizer



Kanishk

*Report received on 20.06.17
on behalf of Chairman.
For Indag Rubber Ltd.*

Kunal Kumar
Whole Time Director

M. No. 31006
CoP No. 13253.

Date: 20th June, 2017
Place: New Delhi