



ISO 9001 : 2008

Indag Rubber Limited

Regd. Office : Khemka House, 11, Community Centre, Saket, New Delhi - 110017, India
Phone : 26963172-73, 26961211, 26863310, 41664818, 41664043, **Fax :** 011- 26856350
E-mail : info@indagrubber.com, **Website:** www.indagrubber.com, **CIN-L74899DL1978PLC009038**

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

May 27, 2016

The Bombay Stock Exchange

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Ref. File No- **(Comp. Code. 509162)**

Re: Outcome of voting of 37th Annual General Meeting held on 27th May, 2016

Dear Sir,


In Compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice dated 14th April, 2016 of the 37th Annual General Meeting (AGM) of the Company held on 27th May, 2016 at 10:00 a.m. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

As per the requirements of the Companies Act, 2013 and the Listing Regulation 2015, the Company had provided remote e-voting facility and voting through ballot process at the AGM to its members on the business transacted at the AGM of the Company. The 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 reports, all resolution as set out in the Notice of 37th Annual General Meeting have been duly approved by the members with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, please find attached the consolidated outcome of voting held through remote e-voting and voting through ballot process at the 37th 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

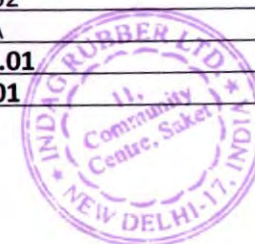
Trade World, 4th Floor, Kamla Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai-400013

Voting Results of AGM

Date of the AGM	27th May, 2016
Total number of shareholders on record date	7990
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	11 878
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NA

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			Resolution-1:- Adoption of Financial Statements for the financial year ended 31 st March, 2016 (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled 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	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	9309	199884	4.45	95.55
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	10508	199915	4.99	95.01
Total		26250000	19833861	75.56	19633946	199915	98.99	1.01



Resolution required: (Ordinary/ Special)			Resolution-2:- Re-appointment of Shri K.K.Kapur, who retires by rotation (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	209174	19	99.99	0.01
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	210373	50	99.97	0.03
Total		26250000	19833861	75.56	19833811	50	99.99	0.01



Resolution required: (Ordinary/ Special)			Resolution-3:- Recommendation of Final Dividend for the Financial Year 2015-2016 (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	209168	25	99.99	0.01
	Poll		1230	0.019	1220	10	99.19	0.81
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	210388	35	99.98	0.02
Total		26250000	19833861	75.56	19833826	35	99.99	0.01



Resolution required: (Ordinary/ Special)			Resolution-4:- Ratification of the appointment of M/s. S R Batliboi & CO. LLP, Chartered Accountant as Statutory Auditors of the Company (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	209168	25	99.99	0.01
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	210367	56	99.97	0.03
Total		26250000	19833861	75.56	19833805	56	99.99	0.01



Resolution required: (Ordinary/ Special)			Resolution-5:- Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	209168	25	99.99	0.01
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	210367	56	99.97	0.03
Total		26250000	19833861	75.56	19833805	56	99.99	0.01



Resolution required: (Ordinary/ Special)			Resolution-6:- Appointment of Mr. Shiv Vikram Khemka (DIN-01214671) as a Director of the Company (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	9274	199919	4.43	95.57
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	10473	199950	4.98	95.02
Total		26250000	19833861	75.56	19633911	199950	98.99	1.01



Resolution required: (Ordinary/ Special)			Resolution-7:- Re-appointment of Shri.K.K.Kapur (DIN-0745117) as a Whole Time Director of the Company (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19623438	19623438	100	19623438	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19623438	19623438	100	19623438	0	100	0
Public-Institutions	E-Voting	60605	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	60605	0	0	0	0	0	0
Public-Non Institutions	E-Voting	6565957	209193	3.19	205022	4171	98.01	1.99
	Poll		1230	0.019	1199	31	97.48	2.52
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	6565957	210423	3.20	206221	4202	98.00	2.00
Total		26250000	19833861	75.56	19829659	4202	99.98	0.02





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 24th May, 2016 to 26th May, 2016 and;
- ii) voting by poll at the Thirty Seventh Annual General Meeting of the Equity Shareholders of Indag Rubber Limited held on Friday the 27th Day of May 2016 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 Seventh Annual General Meeting of the Equity Shareholders, 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 30th April, 2016 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 20th May, 2016 (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 Seventh Annual General Meeting.

1.3 Remote E-voting period commenced on Tuesday 24th May, 2016 (09:00 a.m.) and ended on Thursday 26th May, 2016 (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 26th May, 2016, 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 Ms. Richa Arya and Mr. Tanuj Kathuria, both of whom are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence:



Richa Arya



Tanuj Kathuria

2. Voting through Poll at AGM:

2.1 After the time fixed for closing of the poll by the Chairman, 03 (Three) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2.2 The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / 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: Adoption of Financial Statements for the year ended 31st March, 2016

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	46	19632747	99.99
Poll at AGM	44	1199	0.01
Total	90	19633946	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	199884	99.98
Poll at AGM	11	31	0.02
Total	12	199915	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	2	10
Total	2	10





Resolution No. 2: Re-appointment of Mr. K.K. Kapur, who retires by rotation.

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	45	19832612	99.99
Poll at AGM	44	1199	0.01
Total	89	19833811	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	2	19	38
Poll at AGM	11	31	62
Total	13	50	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	2	10
Total	2	10





Resolution No. 3: Declaration of Final Dividend for the Financial Year 2015-2016

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	46	19832606	99.99
Poll at AGM	53	1220	0.01
Total	99	19833826	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	25	71.43
Poll at AGM	2	10	28.57
Total	3	35	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	2	10
Total	2	10





**Resolution No. 4: Ratification of the appointment of M/s. S.R. Batliboi & Co. LLP,
Chartered Accountants, as Statutory 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	46	19832606	99.99
Poll at AGM	44	1199	0.01
Total	90	19833805	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	25	44.64
Poll at AGM	11	31	55.36
Total	12	56	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	2	10
Total	2	10





II. Special Business

Resolution No. 5: Fixation of remuneration of M/s Shome & Banerjee, Cost 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	46	19832606	99.99
Poll at AGM	44	1199	0.01
Total	90	19833805	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	25	44.64
Poll at AGM	11	31	55.36
Total	12	56	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	2	10
Total	2	10





Resolution No. 6: Appointment of Mr. Shiv Vikram Khemka DIN No. 01214671 as a Non-Executive Director 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	44	19632712	99.99
Poll at AGM	44	1199	0.01
Total	88	19633911	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	3	199919	99.98
Poll at AGM	11	31	0.02
Total	14	199950	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	2	10
Total	2	10





Resolution No. 7: Re-Appointment of Mr. K.K. Kapur, DIN No. 00745117 as a Whole Time Director (Key Managerial Personnel designated as Chief Executive Officer) for a period of 3 years.

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	45	19828460	99.99
Poll at AGM	44	1199	0.01
Total	89	19829659	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	2	4171	99.26
Poll at AGM	11	31	0.74
Total	13	4202	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	2	10
Total	2	10





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

Particulars	No. of Votes in Favour		No. of Votes Against		Invalid Votes
	No. of Shares	% of total no. of valid votes cast	No. of Shares	% of total no. of valid votes cast	
Item No. 1: Adoption of Financial Statements for the year ended 31 st March, 2016					
Remote E-voting:	19632747	99.99	199884	99.98	0
Poll at AGM:	1199	0.01	31	0.02	10
Total	19633946	100.00	199915	100.00	10
Item No. 2: Re-appointment of Mr. K.K. Kapur, who retires by rotation.					
Remote E-Voting:	19832612	99.99	19	38.00	0
Poll at AGM:	1199	0.01	31	62.00	10
Total	19833811	100.00	50	100.00	10
Item No. 3 Declaration of Final Dividend for the Financial year 2015-2016					
Remote E-Voting:	19832606	99.99	25	71.43	0
Poll at AGM:	1220	0.01	10	28.57	10
Total	19833826	100.00	35	100.00	10
Item No. 4 Ratification of the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors					





Remote E-Voting:	19832606	99.99	25	44.64	0
Poll at AGM:	1199	0.01	31	55.36	10
Total	19833805	100.00	56	100.00	10
Item No. 5:					
Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors					
Remote E-Voting:	19832606	99.99	25	44.64	0
Poll at AGM:	1199	0.01	31	55.36	10
Total	19833805	100.00	56	100.00	10
Item No. 6:					
Appointment of Mr. Shiv Vikram Khemka DIN No. 01214671 as a Non-Executive Director of the company					
Remote E-Voting:	19632712	99.99	199919	99.98	0
Poll at AGM:	1199	0.01	31	0.02	10
Total	19633911	100.00	199950	100.00	10
Item No. 7:					
Re-Appointment of Mr. K.K. Kapur DIN No. 00745117 as a Whole Time Director (Key Managerial Personnel designated as Chief Executive Officer) for a period of 3 years					
Remote E-Voting:	19828460	99.99	4171	99.26	0
Poll at AGM:	1199	0.01	31	0.74	10
Total	19829659	100.00	4202	100.00	10

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 records for safe custody of the Company to the Company Secretary of the Company once the Chairman consider, approve and sign 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

M. No. 31006
CoP No. 13253.

Date: 27th May, 2016
Place: New Delhi