

ISO 9001 : 2008  
August 18, 2015

## 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,

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

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

### Re: Outcome of voting of 36<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> August, 2015

Dear Sir,


In Compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice dated 11<sup>th</sup> April, 2015 of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on 14<sup>th</sup> August, 2015 at 10:00 a.m. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

As per the requirement of the Companies Act, 2013 and the Listing Agreement, the Company had provided remote e-voting facility and voting through ballot paper at the AGM to its shareholder 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 paper at the AGM. As per the scrutinizer reports, all resolution as set out in the Notice of 36<sup>th</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.

Pursuant to Clause 35 A of the Listing Agreement, please find attached the consolidated outcome of voting held through remote e-voting and ballot paper at the 36<sup>th</sup> AGM of the Company.

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

Yours faithfully,  
For **Indag Rubber Limited**

  
**Manali D Bjlani**  
Company Secretary

#### **CC: National Securities Depository Limited**

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

#### **Central Depository Securities Limited**

Phiroze Jeejeebhoy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai-400023

## Outcome of Voting of Annual General Meeting (As per Clause 35A of the Listing Agreement)

Date of Annual General Meeting:	14th August, 2015		
Total number of shareholders on the date of Book Closure:	7566		
No. of shareholders present in the meeting either in person or through proxy:			
Shareholders	In person	Proxy	Total
Promoters and Promoter Group:	8	1	9
Public:	647	16	663
No. of Shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	Not arranged		
Public:	Not arranged		
Agenda wise details:	The details of the resolutions are appended below.		
Mode of Voting:	Remote e-voting conducted between 11th August, 2015 to 13th August, 2015 and the voting was conducted at Meeting through Poll.		

Resolution No. 1 - Adoption of Financial Statements for the financial year ended 31st March, 2015 (Ordinary Resolution)							
Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	71231	1.09	71231	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694669</b>	<b>75.03</b>	<b>19694669</b>	<b>-</b>	<b>100</b>	<b>-</b>



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Resolution No. 2 - Re-appointmnet of Shri K K Kapur, who retires by rotation (Ordinary Resolution)							
Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	71231	1.09	71231	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694669</b>	<b>75.03</b>	<b>19694669</b>	<b>-</b>	<b>100</b>	<b>-</b>

Resolution No. 3 - Recommendation of Final Dividend for the Financial Year 2014-2015 (Ordinary Resolution)							
Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	70881	1.09	70881	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694319</b>	<b>75.03</b>	<b>19694319</b>	<b>-</b>	<b>100</b>	<b>-</b>



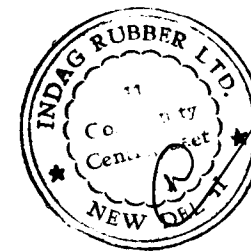
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**Resolution No. 4 - Ratification of the appointment of M/s. S R Batloboi & CO. LLP, Chartered Accountant as Statutory Auditors of the Company (Ordinary Resolution)**

Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	71231	1.09	71231	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694669</b>	<b>75.03</b>	<b>19694669</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Resolution No. 5 - Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company (Ordinary Resolution)**

Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	70876	1.09	70876	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694314</b>	<b>75.03</b>	<b>19694314</b>	<b>-</b>	<b>100</b>	<b>-</b>



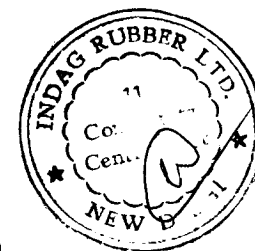
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**Resolution No. 6 - Appointment of Sh. Uday Khemka DIN NO. 000323609 as a Non-Executive Director of the Company (Ordinary Resolution)**

Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	-	-	-	-	-	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	71231	1.09	71231	-	100	-
<b>Total</b>	<b>26250000</b>	<b>71231</b>	<b>0.27</b>	<b>71231</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Resolution No. 7 - Appointment of Ms. Bindu Saxena DIN No. 000167802 as an Independent Director of the Company for a period of 5 year (Ordinary Resolution)**

Promoter/Public	No. of Shares Held (1)	No. of Shares polled (2)	% of Votes Polled on 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	19623438	19623438	100	19623438	-	100	-
Public - Institutional Holders	115540	-	-	-	-	-	-
Public - Others	6511022	71231	1.09	71231	-	100	-
<b>Total</b>	<b>26250000</b>	<b>19694669</b>	<b>75.03</b>	<b>19694669</b>	<b>-</b>	<b>100</b>	<b>-</b>



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**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 11<sup>th</sup> August, 2015 to 13<sup>th</sup> August, 2015 and;
- ii) voting by poll at the Thirty Sixth Annual General Meeting of the Equity Shareholders of Indag Rubber Limited held on Friday the 14<sup>th</sup> Day of August 2015 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 Sixth 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 11<sup>th</sup> July, 2015 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 07<sup>th</sup> August, 2015 (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 36<sup>th</sup> Annual General Meeting.

1.3 Remote E-voting period commenced on Tuesday 11<sup>th</sup> August, 2015 (09:00 a.m.) and ended on Thursday 13<sup>th</sup> August, 2015 (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 13<sup>th</sup> August, 2015, 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.

**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 31<sup>st</sup> March, 2015**

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

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>No. of votes cast by them</b>	<b>% of total No. of Valid Votes Cast</b>
Remote E-voting	23	19599616	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>62</b>	<b>19694669</b>	<b>100.00</b>

ii) **Voted against** the Resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>No. of votes cast by them</b>	<b>% of total No. of Valid Votes Cast</b>
Remote E-voting	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) **Invalid Votes:**

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----







**Resolution No. 2: Re-appointment of Shri 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	23	19599616	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>62</b>	<b>19694669</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----





**Resolution No. 3: Declaration of Final Dividend for the Financial Year 2014-2015**

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	22	19599266	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>61</b>	<b>19694319</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----





**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	23	19599616	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>62</b>	<b>19694669</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----



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	21	19599261	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>60</b>	<b>19694314</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----

**Resolution No. 6: Appointment of Shri Uday Khemka DIN No. 00323609 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	11	3866	5.43
Poll at AGM	38	67365	94.57
<b>Total</b>	<b>49</b>	<b>71231</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----



**Resolution No. 7: Appointment of Ms. Bindu Saxena DIN No. 00167802 as an Independent Director for a period of 5 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	23	19599616	99.52
Poll at AGM	39	95053	0.48
<b>Total</b>	<b>62</b>	<b>19694669</b>	<b>100.00</b>

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	-----	-----	-----
Poll at AGM	-----	-----	-----
<b>Total</b>	-----	-----	-----

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-----	-----
Poll at AGM	-----	-----
<b>Total</b>	-----	-----





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

Particulars	No. of Votes in Favour	No. of % of total Shares of valid votes cast	No. of % of total Shares of valid votes cast	Invalid Votes	
				No. of Votes Against	% of total Shares of valid votes cast
<b>Item No. 1:</b> Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2015	19599616	99.52	95053	0.48	
<b>Total</b>	19694669	100.00			
<b>Item No. 2:</b> Re-appointment of Shri K.K. Kapur, who retires by rotation.	19599616	99.52	95053	0.48	
<b>Total</b>	19694669	100.00			
<b>Item No. 3:</b> Declaration of Final Dividend for the financial year 2014-2015	19599266	99.52	95053	0.48	
<b>Total</b>	19694319	100.00			
<b>Item No. 4:</b> Ratification of the appointment of M/s. S.R. Bahboi & Co. LLP, Chartered Accountants, as Statutory Auditors	19599616	99.52	95053	0.48	
<b>Total</b>	19694669	100.00			





<b>Item No. 5:</b> Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors					
Remote E-Voting:	19599261	99.52	-----	-----	-----
Poll at AGM:	95053	0.48	-----	-----	-----
<b>Total</b>	<b>19694314</b>	<b>100.00</b>	-----	-----	-----
<b>Item No. 6:</b> Appointment of Shri Uday Khemka DIN no. 00323609 as a Non-Executive Director of the company					
Remote E-Voting:	3866	5.43			
Poll at AGM:	67365	94.57			
<b>Total</b>	<b>71231</b>	<b>100.00</b>			
<b>Item No. 7:</b> Appointment of Ms. Bindu Saxena DIN no. 000167802 as an Independent Director for a period of 5 years					
Remote E-Voting:	19599616	99.52	-----	-----	-----
Poll at AGM:	95053	0.48	-----	-----	-----
<b>Total</b>	<b>19694669</b>	<b>100.00</b>	-----	-----	-----

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,



**Kanishk Arora**  
Company Secretary in whole time Practice.

M. No. 31006

CoP No. 13253.

Date: 14<sup>th</sup> August 2015

Place: New Delhi