



**Kiran Amarpuri**

Company Secretary in whole time practice

V-56, First Floor, West Patel Nagar,  
New Delhi- 110 008  
Ph. Off. - 011 451 40214  
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FORM No. MGT-13

**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Chairman cum Managing Director  
M/s. Indag Rubber Limited  
11, Community Centre, Saket,  
New Delhi-110017

Thirty Fifth Annual General Meeting of the Equity Shareholders of Indag Rubber Limited held on Friday, the 25<sup>th</sup> July, 2014 at 10:00 a. m. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

Dear Sir,

I, Kiran Amarpuri, a Company Secretary in practice, have been appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Indag Rubber Limited, held on 25<sup>th</sup> July, 2014 at 10:00 a. m. at Sai International Centre, Pragati Vihar, Lodhi Vihar, New Delhi-110003, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately





4. The result of the poll is as under:

**5. ORDINARY BUSINESS**

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

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
54	3925827	99.999

(ii) Voted **against** the Resolution : :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
5	72



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

(i) Voted in **favour** of the Resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
54	3925827	99.999

(ii) Voted **against** the Resolution : :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
9	9	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were	Total number of votes cast by them
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Resolution No. 3 - Re-appointment of Sh. K.K. Kapur, who retires by rotation –

(i) Voted in **favour** of the Resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
54	3925827	99.999

(ii) Voted **against** the Resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
9	9	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were	Total number of votes cast by them
5	72





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

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
54	3925827	99.999

(ii) Voted **against** the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
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**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 :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
54	3925827	99.999

(ii) Voted **against** the Resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
9	9	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were	Total number of votes cast by them
5	72





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

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
54	3925827	99.999

(ii) Voted **against** the Resolution : :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
5	72





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

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
54	3925827	99.999

(ii) Voted **against** the Resolution : :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
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Resolution No. 8 - Appointment of Shri. K.M.S Ahluwalia (Din 00104762) as an Independent Director for a period of five years.

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
54	3925827	99.999

(ii) Voted **against** the Resolution : :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
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**Special Resolution No. 9 - Increase in borrowing powers in terms of section 180(1)(c) of the Companies Act, 2013**

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
54	3925827	99.999

(ii) Voted **against** the Resolution : :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
5	72





**Special 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.**

(i) Voted in **favour** of the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
54	3925827	99.999

(ii) Voted **against** the Resolution :

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
9	9	0.0001

(iii) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were</b>	<b>Total number of votes cast by them</b>
5	72





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(6) A soft copy of list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to Compliance Officer of the Company.

(7) The poll papers and all other relevant records were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

I shall hand over the Postal Ballot forms and other related papers/registers and records 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 result of the voting by Postal Ballot and E-Voting

Thanking you,

Yours faithfully,

Kiran Amarpuri  
Practicing Company  
Secretary



Place: New Delhi

Date: 25<sup>th</sup> July, 2014