



**Kiran Amarpuri**

Company Secretary in whole time practice

V-56, First Floor, West Patel Nagar,  
New Delhi- 110 008  
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### SCRUTINIZER'S REPORT

To,  
The Chairman cum Managing Director  
Indag Rubber Limited  
11, Community Centre, Saket  
New Delhi

Dear Sir,

1. The Board of Directors of the company by means of the resolution dated April, 14, 2014 has appointed the undersigned as scrutinizer for conducting the postal ballot and E-Voting.
2. I submit my report as under:
  - 2.1 The Company mailed notices to all the members of the Company on June 17, 2014 through Registered Post as well as through Emails, along with the postal ballot form and a self-addressed prepaid business reply envelop, together with username and password for e-voting.
  - 2.2 E-voting facility was provided to the members of the company whose names appear on the Register of Members as on 13<sup>th</sup> June 2014 (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 35<sup>th</sup> Annual General Meeting.
  - 2.3 E-voting period commenced on Friday, July 18, 2014 (10:00 am) and ended on Sunday, July 20, 2014 (6:00 pm). Thereafter the portal was disabled by NSDL for voting.
  - 2.4 Particulars of all the postal ballots along with e-voting data received from the members have been entered in a register separately maintained for the purposes.





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- 2.5 The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
- 2.6 The postal ballot forms were unsealed on July 21, 2014 and e-votes were unblocked on July 21, 2014 in the presence of Ms. Chetna Mann, and Ms. Monika Chanana who are not in the employment of the Company.
- 2.7 The postal ballots, including e-voting were duly opened/accessed in my presence and scrutinized and the shareholding were matched/confirmed with the Register of Members /list of beneficiaries of the company as on June 13, 2014.
- 2.8 All postal ballots forms received upto the close of working hours i.e 6:00 pm on July 20, 2014, being the last date and time fixed by the company for receipt of the forms, were considered for scrutiny.
- 2.8.1 (a) Envelops containing postal ballot forms received after close of working hours on July 20, 2014 treated as if the reply from such shareholder(s) has not been received as per the instruction in the postal ballot form.
- (b) Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.

**THE RESULT OF E-VOTING ON RESOLUTION NO.1 TO 10 AND  
RESULT OF POSTAL BALLOT ON RESOLUTION NO.5 TO 10 IS  
AS UNDER-**



**3. ORDINARY BUSINESS**

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

|    | Particulars                           | No. of Members Voted | No. Of votes cast | % of Total number of valid votes cast through e-voting |
|----|---------------------------------------|----------------------|-------------------|--|
| 1. | Electronic Voting                     | 3                    | 1733              | 100  |
| 2. | Less: Invalid voting                  | -                    | -                 | -  |
| 3. | Net Valid Votes                       | 3                    | 1733              | 100  |
| 4. | Votes with Assent for the Resolution  | 3                    | 1733              | 100  |
| 5. | Votes with Dissent for the Resolution | -                    | -                 | -  |



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

| S. No. | Particulars                           | No. of Members Voted | No. Of votes cast | % of Total number of valid votes cast through e-voting |
|--------|---------------------------------------|----------------------|-------------------|--|
| 1.     | Electronic Voting                     | 3                    | 1733              | 100  |
| 2.     | Less: Invalid voting                  | -                    | -                 | -  |
| 3.     | Net Valid Votes                       | 3                    | 1733              | 100  |
| 4.     | Votes with Assent for the Resolution  | 3                    | 1733              | 100  |
| 5.     | Votes with Dissent for the Resolution | -                    | -                 | -  |



Resolution No. 3 - Re-appointment of Sh. K.K. Kapur, who retires by rotation –

| S. No. | Particulars                           | No. of Members Voted | No. Of votes cast | % of Total number of valid votes cast through e-voting |
|--------|---------------------------------------|----------------------|-------------------|--|
| 1.     | Electronic Voting                     | 3                    | 1733              | 100  |
| 2.     | Less: Invalid voting                  | -                    | -                 | -  |
| 3.     | Net Valid Votes                       | 3                    | 1733              | 100  |
| 4.     | Votes with Assent for the Resolution  | 3                    | 1733              | 100  |
| 5.     | Votes with Dissent for the Resolution | -                    | -                 | -  |





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

| S. No. | Particulars                           | No. of Members Voted | No. Of votes cast | % of Total number of valid votes cast through e-voting |
|--------|---------------------------------------|----------------------|-------------------|--|
| 1.     | Electronic Voting                     | 3                    | 1733              | 100  |
| 2.     | Less: Invalid voting                  | -                    | -                 | -  |
| 3.     | Net Valid Votes                       | 3                    | 1733              | 100  |
| 4.     | Votes with Assent for the Resolution  | 3                    | 1733              | 100  |
| 5.     | Votes with Dissent for the Resolution | -                    | -                 | -  |



**SPECIAL BUSINESS**

**Resolution No.5 - Fixation of Remuneration of M/s. Shome & Banerjee, Cost auditors of the company**

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 6                    | 560               | 9.37   |
| 4       | Net Valid Votes                       | 81                   | 5418              | 90.63  |
| 5       | Votes with Assent for the Resolution  | 80                   | 5417              | 90.61  |
| 6.      | Votes with Dissent for the Resolution | 1                    | 1                 | 0.02   |



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

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 6                    | 560               | 9.37   |
| 4       | Net Valid Votes                       | 81                   | 5418              | 90.63  |
| 5       | Votes with Assent for the Resolution  | 79                   | 5248              | 87.79  |
| 6.      | Votes with Dissent for the Resolution | 2                    | 170               | 2.84   |





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

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 6                    | 560               | 9.37   |
| 4       | Net Valid Votes                       | 81                   | 5418              | 90.63  |
| 5       | Votes with Assent for the Resolution  | 78                   | 5247              | 87.77  |
| 6.      | Votes with Dissent for the Resolution | 3                    | 171               | 2.86   |



**Resolution No. 8 - Appointment of Shri. K.M.S Ahluwalia (Din 00104762) as an Independent Director for a period of five years.**

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 6                    | 560               | 9.37   |
| 4       | Net Valid Votes                       | 81                   | 5418              | 90.63  |
| 5       | Votes with Assent for the Resolution  | 78                   | 5247              | 87.77  |
| 6.      | Votes with Dissent for the Resolution | 3                    | 171               | 2.86   |





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**Resolution No. 9 – Special Resolution for Increase in borrowing powers  
in terms of section 180(1)(c) of the Companies Act, 2013**

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 5                    | 550               | 9.20   |
| 4       | Net Valid Votes                       | 82                   | 5428              | 90.80  |
| 5       | Votes with Assent for the Resolution  | 79                   | 5177              | 86.60  |
| 6.      | Votes with Dissent for the Resolution | 3                    | 251               | 4.20   |





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Resolution No. 10 – Special Resolution for Creation of charge/mortgage etc. on company's movable or immovable properties in terms of section 180 (1) (a) of the Companies Act, 2013.

| Sr. No. | Particulars                           | No. Of Members voted | No. Of Votes Cast | % of Total number of valid votes cast through e-voting and Postal Ballot |
|---------|---------------------------------------|----------------------|-------------------|--|
| 1       | Total Postal Ballots received         | 84                   | 4245              | 71.01  |
| 2       | Add: Electronic Voting                | 3                    | 1733              | 28.99  |
| 3       | Less: Invalid Postal Ballots          | 5                    | 550               | 9.20   |
| 4       | Net Valid Votes                       | 82                   | 5428              | 90.80  |
| 5       | Votes with Assent for the Resolution  | 79                   | 4928              | 82.43  |
| 6.      | Votes with Dissent for the Resolution | 3                    | 500               | 8.37   |





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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: 22<sup>nd</sup> July, 2014