



ISO 9001 : 2008

Indag Rubber Limited

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

August 16, 2018

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

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

Re: Scrutinizer's Report on voting of 39th Annual General Meeting held on 14th August, 2018


Dear Sir,

As per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided remote e-voting facility and voting through ballot process to its members on the business transacted at the 39th Annual General Meeting (AGM) of the Company held on Tuesday, August 14, 2018 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 39th 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 39th 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

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 Saturday, 11th August, 2018 (09:00 A.M.) to Monday, 13th August, 2018 (05:00 P.M.) and;
- ii) voting by poll at the Thirty Ninth Annual General Meeting of the Members of Indag Rubber Limited held on Tuesday the 14th Day of August 2018 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 Ninth 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 16th July 2018 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 Wednesday, 08th August, 2018 (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 Ninth Annual General Meeting.

1.3 Remote E-voting period commenced on Saturday, 11th August, 2018 (09:00 a.m.) and ended on Monday, 13th August, 2018 (05:00 p.m.). Thereafter the portal was disabled by NSDL for voting.

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1.4 After the time fixed for closing of the remote e-voting i.e. 05:00 p.m. on 13th August, 2018, 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. Shalini Rai and Ms. Akriti Bhatia, both of whom are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence:


Shalini Rai


Akriti Bhatia

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, 2018 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	44	19626251	99.9959
Poll at AGM	42	786	0.004
Total	86	19627037	99.9999

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	0.00
Poll at AGM	17	21	0.0001
Total	17	21	0.0001

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	3	26
Total	3	26



Resolution No. 2: Re-appointment of Mr. Shiv Khemka (DIN-01214671), 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	18375256	99.9956
Poll at AGM	42	786	0.0042
Total	84	18376042	99.9998

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	0.00
Poll at AGM	17	21	0.0001
Total	17	21	0.0001

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	3	26
Total	3	26



Resolution No. 3: Declaration of Final Dividend for the Financial Year 2017-2018.

i) Voted in Favour of the Resolution:

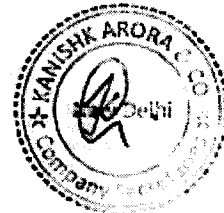
Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	44	19626251	99.9958
Poll at AGM	42	786	0.004
Total	86	19627037	99.9999

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	17	21	0.0001
Total	17	21	0.0001

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	3	26
Total	3	26



Special Business

Resolution No. 4: 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	43	19626006	99.9959
Poll at AGM	41	781	0.0039
Total	84	19626787	99.9998

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	18	26	0.0001
Total	18	26	0.0001

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	3	26
Total	3	26



Resolution No. 5: Appointment of Mr. Harjiv Singh (DIN 00507695) as an Independent Director of the Company for a second term.

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	43	19626006	99.9958
Poll at AGM	42	786	0.004
Total	85	19626792	99.9998

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	17	21	0.0001
Total	17	21	0.0001

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	3	26
Total	3	26



Resolution No. 6: Payment of profit related commission not exceeding 1% to Directors other than Managing Director/ Whole Time Director.

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	17124506	99.9952
Poll at AGM	41	781	0.0046
Total	82	17125287	99.9998

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	18	26	0.0001
Total	18	26	0.0001

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	3	26
Total	3	26



Resolution No. 7: Re-classification of certain Promoters and Promoter Group category shareholders of the company to Public Category.

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	29	2423	71.79
Poll at AGM	41	781	23.14
Total	70	3204	94.93

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	145	4.30
Poll at AGM	18	26	0.77
Total	19	171	5.07

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	3	26
Total	3	26

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, 2018 along with reports of the Board of Directors and Auditors.

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	19626251	786	19627037	99.9999
Dissent	0	21	21	0.0001

Results-Passed with requisite Majority



Ordinary Resolution 2: Re-appointment of Mr. Shiv Khemka (DIN-01214671), who retires by rotation and being eligible has offered for reappointment.

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	18375256	786	18376042	99.9999
Dissent	0	21	21	0.0001

Results-Passed with requisite Majority

Ordinary Resolution 3: Declaration of Final Dividend for the Financial Year 2017-2018

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	19626251	786	19627037	99.9999
Dissent	0	21	21	0.0001

Results-Passed with requisite Majority

Ordinary Resolution 4: Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company.

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	19626006	781	19626787	99.9959
Dissent	0	26	26	0.0039

Results-Passed with requisite Majority

Special Resolution 5: Appointment of Mr. Harjiv Singh (DIN 00507695) as an Independent Director of the Company for a second term.

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	19626006	786	19626792	99.9998
Dissent	0	21	21	0.0001

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

Ordinary Resolution 6: Payment of profit related commission not exceeding 1% to Directors other than Managing Director/ Whole Time Director.

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	17124506	781	17125287	99.9999
Dissent	0	26	26	0.0001

Results-Passed with requisite Majority



Special Resolution 7: Re-classification of certain Promoters and Promoter Group category shareholders of the company to Public Category

Particulars	E-Voting	Poll	Total	Percentage (%)
Assent	2423	781	3204	94.93
Dissent	145	26	171	5.07

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
Company Secretary

M. No. 9575

CoP No. 13253.

Date: 16th August, 2018

Place: New Delhi