



ISO 9001 : 2008

Indag Rubber Limited

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March 22, 2019

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

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

Sub: Minutes of the Postal Ballot

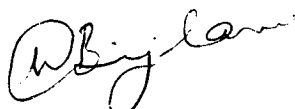
Dear Sir,

Enclosed herewith please find certified copy of the Minutes of the result of the voting on the resolution(s), passed by Postal Ballot/ Remote E-voting, declared on February 22, 2019.

Scrutinizer Report along with the voting result of Postal Ballot were duly intimated on February 22, 2019.

You are requested to kindly take the same on record.

Yours faithfully
For **Indag Rubber Limited**


Manali D. Bijlani
Company Secretary

MINUTES OF THE RESULT OF VOTING ON THE RESOLUTION(S), PASSED BY POSTAL BALLOT/ REMOTE E-VOTING, DECLARED ON FEBRUARY 22, 2019

Background:

Pursuant to Section 110 of the Companies Act, 2013, Postal Ballot Notice dated January 15, 2019 was dispatched to the Members of the Company on January 23, 2019.

The Company also provided remote e-voting facility to its members through National Security Depository Limited (NSDL), enabling them to cast their vote electronically instead of dispatching physical postal ballot forms.

The Board of Directors in its meeting held on January 15, 2019 appointed Mr.Kanishk Arora, Practicing Company Secretary as Scrutinizer for conducting Postal Ballot/ Remote E-voting process in a fair and transparent manner.

The Schedule of Events for e-voting was as under-

Benpose Date for Sending Notice	January 18, 2019
Date of Completion of dispatch	January 23, 2019
Cut-off date	January 18, 2019
Remote e-Voting Start Date	January 23, 2019
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	February 21, 2019
Remote e-Voting End Time	5:00 P.M.
Date of declaration of results	February 22, 2019

Members were requested to send duly completed Postal Ballot Forms to the Scrutinizer and the last date for receipt of the Postal Ballot Form was February 21, 2019.

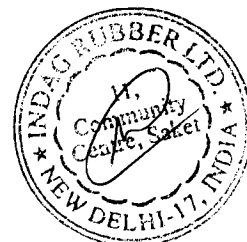
After scrutiny of all the postal ballot forms received from members and on the basis of details of remote e-voting received from NSDL, the Scrutinizer submitted his report on the postal ballot to the CEO & Whole Time Director of the company on February 22, 2019.

The CEO & Whole Time Director after receiving the Scrutinizer's Report announced that the Resolution was duly passed by the requisite majority on February 22, 2019.

Ordinary Resolution was duly approved by the Members. None of the Promoters or Promoters group Members casted their vote.

1. Approval of Material Related Party Transaction(s) with Elcom Systems (P) Ltd.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provision of the Companies Act, 2013 and other applicable Rules, if any and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on Related Party Transaction(s), approval of the Members be and is



hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Elcom Systems (P) Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(2c) of the Listing Regulations, for sublease of State-of-Art Maintenance, Repair and Overhaul (MRO) facility at Bhiwadi (Rajasthan) to be constructed in two phases with estimated capital cost of Rupees Thirty crores (Rs.30,00,00,000) admeasuring approximately 1,50,000 sq.ft. for a lease period of 9 years 6 months, with lock-in-period of 9 years, on a monthly rent of Rs.36/- per sq.ft. (basic rent of Rs.20/- per sq.ft and rent premium upto Rs.16/- per sq.ft) from the financial year 2019-2020 and onwards till the expiry of lease period, which shall be increased by 12% after every 3 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to authorize any person to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

The result of the Postal Ballot was as follow-

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	1331698	70.045
Postal Ballot	32	135792	07.142
Total	78	1467490	77.187

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	7	433441	22.798
Postal Ballot	2	251	0.013
Total	9	433692	22.811

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
Postal Ballot	5	251850
Total	5	251850

The Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was as follow:



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transaction(s) with Elcom Systems (P) Ltd.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on 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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	19623438	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	288475	288475	100.0000	288475	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	288475	288475	100.0000	288475	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6338087	1476664	23.2983	1043223	433441	70.6473	29.3527
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		136043	2.1464	135792	251	99.8155	0.1845
	Total	6338087	1612707	25.4447	1179015	433692	73.1078	26.8922
Total	Total	26250000	1901182	7.2426	1467490	433692	77.1883	22.8117
Whether resolution is Pass or Not.							Passed	

The resolution was passed with requisite majority.

Sd/-
K.K.Kapur
CEO & Whole Time Director

Place: New Delhi
Date: March 22, 2019

Certified True Copy
For Indag Rub Ltd.

DB
Company Secretary