INDAG®

Indag Rubber Limited

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E-mail : info@indagrubber.com, Website: www.indagrubber.com, CIN-L74899DL1978PLC009038

Works : Village Jhiriwala, Tehsil, Nalagarh, Distt. Solan, Himachal Pardesh - 174101, India
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ISO 9001 : 2008

July 24, 2019

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

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

Re: Scrutinizer's Report on voting of 40th Annual General Meeting held on July 23, 2019

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 40th Annual General Meeting (AGM) of the Company held on Tuesday, July 23, 2019 at 11:00 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 40th Annual General Meeting have been duly approved by the members of the Company.

Please find attached the Scrutinizer's Report on voting held through remote e-voting and voting through ballot process at the 40th 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, 20th July, 2019 (09:00 A.M.) to Monday, 22nd July, 2019 (05:00 P.M.) and;

ii) voting by poll at the Fortieth Annual General Meeting of the Members of Indag Rubber Limited held on Tuesday the 23rd Day of July 2019 at 11:00 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 Fortieth Annual General Meeting of the Members, hereby submit my combined report as under:

I submit my report as under:

1. Remote E-Voting:

1.1 The Company has mailed notices to all the members of the Company on Friday 21st of June, 2019 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, 17th July, 2019 being the record date fixed for the purpose to exercise their right to vote in respect of the resolutions to be passed at Fortieth Annual General Meeting.

1.3 Remote E-voting period commenced on Saturday, 20th July, 2019 (09:00 A.M.) to Monday, 22nd July, 2019 (05:00 P.M.). Thereafter the portal was disabled by NSDL for voting.

KANISHK ARORA & CO. New Delhi Company Secretaries

Office : 208, IInd Floor, Ganga Chamber, 6A/1 WEA, Above Union Bank ATM, Karol Bagh, New Delhi-110005.
Ph: 011-45049331; Mob. : +91-9873128780 E-mail: cs.kanishkarora@gmail.com.

1.4 After the time fixed for closing of the remote e-voting i.e. 05:00 p.m. 22nd July, 2019, a final report of the e-voting was generated by me on Tuesday, 23rd July, 2019 through the NSDL e-voting website, https://www.evoting.nsdl.com in the presence of Ms. Shalini Gupta and Mr. Nitin Kumar Singh, 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

Shalini Gupta

Nitin Kumar Singh

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 Share 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.

KANISHK ARORA & CO. New Delhi Company Secretaries

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 31st March, 2019 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	40	19643928	99.997
Ballot Papers	18	505	0.003
Total	**58**	**19644433**	**100.00**

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	0.000
Ballot Papers	0	0	0.000
Total	**0**	**0**	**0.000**

iii) Invalid Votes:

Particulars	**Total number of members whose votes were declared invalid**	**Total number of votes cast bythem**
Remote E-voting	0	0
Ballot Papers	7	39
Total	7	**39**

KANISHK ARORA & CO. New Delhi Company Secretaries

Resolution No. 2: To Appoint a Director in place of Mr. K.K. Kapur (DIN: 00745117) who retires by rotation and being eligible, offers himself for re-appointment.

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	40	19643928	99.997
Ballot Papers	18	505	0.003
Total	**58**	**19644433**	**100.00**

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	0.000
Ballot Papers	0	0	0.000
Total	**0**	**0**	**0.000**

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast bythem
Remote E-voting	0	0
Ballot Papers	7	39
Total	7	**39**

Resolution No. 3: Declaration of Final Dividend for the Financial Year 2018-19.

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	40	19643928	99.997
Ballot Papers	18	505	0.003
Total	**58**	**19644433**	**100.00**

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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	0.000
Ballot Papers	0	0	0.000
Total	**0**	**0**	**0.000**

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast bythem
Remote E-voting	0	0
Ballot Papers	7	39
Total	7	**39**

II. Special Business

Resolution No.4: Fixation of Remuneration of Shome & Banerjee, Cost Auditors of the Company for the Financial Year 2019-20.

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	40	19643928	99.997
Ballot Papers	18	505	0.003
Total	**58**	**19644433**	**100.00**

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	0.000
Ballot Papers	0	0	0.000
Total	**0**	**0**	**0.000**

KANISHK ARORA & CO. New Delhi Company Secretaries

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast bythem
Remote E-voting	0	0
Ballot Papers	7	39
Total	7	**39**

Resolution No.5: To re-appoint Mr. K.K. Kapur (DIN: 00745117) as a Whole Time Director (Key Managerial Personnel designated as Chief Executive Officer) of the Company for a period of 2 years with effect from 01st June, 2019.

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	40	19643928	99.997
Ballot Papers	18	505	0.003
Total	**58**	19644433	**100.00**

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	0.000
Ballot Papers	0	0	0.000
Total	**0**	**0**	**0.000**

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast bythem
Remote E-voting	0	0
Ballot Papers	7	39
Total	7	**39**

KANISHK ARORA & CO. New Delhi Company Secretaries

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

Ordinary Resolution No. 1: Consider and adopt the audited Standalone and Consolidated Financial Statement(s) as on 31st March, 2019 along with reports of the Board of Directors and Auditors.

Particulars	E-Voting	Ballot Papers	Total	Percentage (%)
Assent	19643928	505	**19644433**	100.00
Dissent	0	0	**0**	0

Results- Resolution was passed unanimously.

Ordinary Resolution No. 2: To Appoint a Director in place of Mr. K.K. Kapur (DIN: 00745117) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	E-Voting	Ballot Papers	Total	Percentage (%)
Assent	19643928	505	**19644433**	100.00
Dissent	0	0	**0**	0

Results- Resolution was passed unanimously.

Ordinary Resolution No. 3: Declaration of Final Dividend for the Financial Year 2018-19.

Particulars	E-Voting	Ballot Papers	Total	Percentage (%)
Assent	19643928	505	**19644433**	100.00
Dissent	0	0	**0**	0

Results- Resolution was passed unanimously.

Ordinary Resolution No. 4: Fixation of Remuneration of Shome & Banerjee, Cost Auditors of the Company for the Financial Year 2019-20.

Particulars	E-Voting	Ballot Papers	Total	Percentage (%)
Assent	19643928	505	**19644433**	100.00
Dissent	0	0	**0**	0

Results- Resolution was passed unanimously.

KANISHK ARORA & CO. ★ New Delhi ★ Company Secretaries

Special Resolution 5: To re-appoint Mr. K.K. Kapur (DIN: 00745117) as a Whole Time Director (Key Managerial Personnel designated as Chief Executive Officer) of the Company for a period of 2 years with effect from 01st June, 2019.

Particulars	E-Voting	Ballot Papers	Total	Percentage (%)
Assent	19643928	505	19644433	100.00
Dissent	0	0	0	0

Results- Resolution was passed unanimously.

Notes:

1. 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.

2. The Poll Papers and all other relevant records were sealed and handed over to the Compliance Officer authorised by the Board for safe keeping.

3. 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 & CO. New Delhi Company Secretaries

Kanishk Arora
Scrutinizer

Kanishk
KANISHK ARORA
Company Secretary
M.No.: 9575 COP No.: 13253

For Indag Rubber Ltd.
Company Secretary

M. No. 9575
CoP No. 13253.

Date: 24th July, 2019
Place: New Delhi