

ELGI ULTRA INDUSTRIES LIMITED

CIN: U29253TZ1981PLC001104

Regd. Office : INDIA HOUSE, 1443/1, Trichy Road, Coimbatore - 641 018, Tamilnadu, India.

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Website : www.elgiultra.com E-mail : info@elgiultra.com



Declaration of results of voting at the Meeting of Equity Shareholders convened by the National Company Law Tribunal, Chennai Bench held on 18th January 2019

Pursuant to the order of the National Company Law Tribunal, Chennai Bench dated 19th November 2018, the Meeting of Equity Shareholders of the Company was held on 18th January 2019 at 9.30 AM at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore – 641018, Tamilnadu, India for obtaining their approval for the Scheme of Arrangement ('Demerger') between Elgi Ultra Industries Limited ('the Demerged Company') and Elgi Ultra Limited ('the Resulting Company') and their respective Shareholders.

The Company had provided the facility of voting through Postal Ballot, Remote E-voting and Poll at the said meeting to all the shareholders of the company in respect of the Special Resolution as set out in the Notice of the meeting of equity shareholders dated 23rd November 2018.

The company had availed the services of Link Intime India Private Limited for providing the facility of voting through remote e-voting for the meeting.

Sri.M.D.Selvaraj, FCS Proprietor of M/s.MDS & Associates, Practising Company Secretaries, Coimbatore, was appointed as "Scrutinizer" for conducting the Postal Ballot, Remote E-voting and Poll at the Meeting.


In this regard, we enclose herewith the Scrutinizer's Report on the votes cast by the equity shareholders at the said meeting through Postal Ballot, Remote E-voting and Poll pursuant to Sections 230-232 of the Companies Act, 2013 read with the relevant rules made thereunder as **Annexure 1.**

Accordingly, based on the Scrutinizer's Report dated 21st January 2019, the resolution approving the said Scheme of Arrangement (Demerger) was passed with requisite majority by the Equity Shareholders of the Company at the meeting.

For ELGI ULTRA INDUSTRIES LIMITED

Place: Coimbatore

Date: 21st January 2019


B BALAKRISHNAN
MANAGING DIRECTOR
DIN: 00005278





**CONSOLIDATED SCRUTINIZER'S REPORT FOR POSTAL BALLOT, REMOTE
E-VOTING AND POLL CONDUCTED AT THE MEETING OF EQUITY
SHAREHOLDERS OF ELGI ULTRA INDUSTRIES LIMITED CONVENED BY
THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ON 18TH
JANUARY 2019**

[Pursuant to Section(s) 108, 109, 110 and 230-232 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Date: 21st January 2019

To

Mr.P.Vijay Raghunath

The Chairman of the Meeting of the Equity Shareholders convened pursuant to order of the National Company Law Tribunal, Chennai Bench in CA/188/CAA/2018 dated 19-11-2018

M/s. ELGI ULTRA INDUSTRIES LIMITED

CIN: U29253TZ1981PLC001104

"India House", New No.1443/1,

Trichy Road, Coimbatore - 641018,

Tamilnadu, India

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Postal Ballot, Remote E-voting and voting conducted through Poll at the Meeting of Equity Shareholders of the Company convened by the National Company Law Tribunal, Chennai Bench.

I, M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Practising Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. ELGI ULTRA INDUSTRIES LIMITED** ("the Company") pursuant to the directions of the National Company Law Tribunal, Chennai Bench vide order dated 19th November 2018 in CA/188/CAA/2018, as the Scrutinizer for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting process and



voting conducted through Poll at the meeting of the equity shareholders of the Company convened by the National Company Law Tribunal, Chennai Bench ("the meeting") held on Friday the 18th day of January, 2019 at 9.30 AM at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641018, Tamilnadu, India in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the Special Resolution as set out in the meeting Notice dated 23rd November 2018.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot, Remote E-voting and Poll at the meeting on the Resolution as set out in the meeting Notice dated 23rd November 2018.

Responsibility as a Scrutinizer

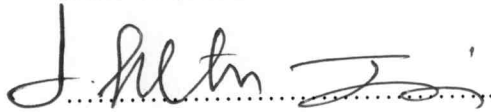
My responsibility, as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated 23rd November 2018, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing e-voting facility, the Postal Ballot forms received up to 17:00 hours on Thursday, 17th January 2019 and polling papers received at the time of poll taken at the meeting.

Further in addition to the above, I submit my report as under:

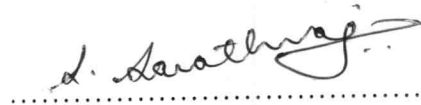
- The Company has on Saturday, 15th December 2018 completed the dispatch by registered post of the Notice of the meeting and Postal Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members on Friday, 14th December 2018 through its Registrar and Transfer Agent viz. M/s. Link Intime India Private Limited, Coimbatore.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 14th December 2018 were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated 23rd November 2018.



- The remote e-voting period remained open from Wednesday, 19th December 2018 at 9:00 hours and ended on Thursday, 17th January 2019 at 17:00 hours. The Postal Ballot forms received up to 17:00 Hours on Thursday, 17th January 2019 and voting conducted through Poll at the meeting held on 18th January 2019 were considered valid for scrutiny. The postal ballot forms which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of LI IPL was disabled on Thursday, 17th January 2019 at 17:00 hours and I, as the Scrutinizer, unblocked the votes cast, on Friday, 18th January 2019 at 11:27 Hours in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Mr.S.Sarathraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

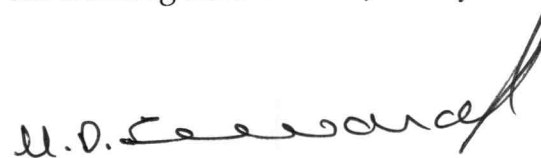
Name: Mr. A Selten Jayaraj

Witness No.2

Name: Mr. S Sarathraj

- I have scrutinized the remote e-voting, postal ballot papers and voting conducted through Poll at the meeting held on 18th January 2019 and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- I have already issued a separate scrutiniser's report dated 21st January 2019 in the prescribed form No.MGT-13 on the poll taken at the meeting.

I now hereby submit my Consolidated Report on the Result of the remote e-voting, postal ballot and voting conducted through Poll at the meeting held on 18th January 2019 in respect of the said resolution, as under:



MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD,COIMBATORE - 641 028

SPECIAL BUSINESS

Special resolution

Approval of the Scheme of Arrangement ('Demerger') between Elgi Ultra Industries Limited ('the Demerged Company') and Elgi Ultra Limited ('the Resulting Company') and their respective Shareholders

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	38	14,294	87.73
E-Voting	17	14,61,500	97.15
Poll	40	4,450	100.00
Total Voting	95	14,80,244	97.06

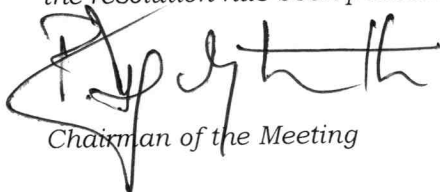
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	9	2,000	12.27
E-Voting	12	42,850	2.85
Poll	0	0	0.00
Total Voting	21	44,850	2.94

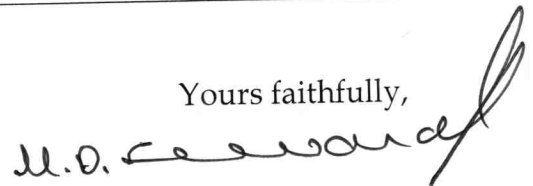
INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Postal Ballot Form	0	0
E-Voting	0	0
Poll	1	200
Total Voting	1	200

Based on the Scrutinizer's Report
the resolution has been passed with requisite majority


Chairman of the Meeting

Yours faithfully,



MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
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