

ELGI ULTRA INDUSTRIES LIMITED

CIN: U29253TZ1981PLC001104

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

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Declaration of results of voting at the Meeting of Unsecured Creditors 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 Unsecured Creditors of the Company was held on 18th January 2019 at 3.30 PM 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 Poll at the said meeting to the unsecured creditors of the company in respect of the Special Resolution as set out in the Notice of the meeting of Unsecured Creditors dated 23rd November 2018.

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

In this regard, we enclose herewith the Scrutinizer's Report on the votes cast by the Unsecured Creditors at the said meeting through 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 unanimously by the Unsecured Creditors of the Company at the meeting.

For ELGI ULTRA INDUSTRIES LIMITED

Place: Coimbatore

Date: 21st January 2019

A handwritten signature in black ink, appearing to read 'B. Balakrishnan'.

B BALAKRISHNAN
MANAGING DIRECTOR
DIN: 00005278





REPORT OF SCRUTINIZER

[Pursuant to Section 230-232 of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To

Mr.P.Vijay Raghunath

The Chairman of the Meeting of the Unsecured Creditors 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,

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 voting through poll taken on the below mentioned resolution, at the Meeting of Unsecured Creditors of the Company convened by the National Company Law Tribunal, Chennai Bench ("the Meeting") held on Friday the 18th day of January, 2019 at 3.30 PM at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641018, Tamilnadu, India, submit my report as under;

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) Ballot Boxes kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in the presence of myself and two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Authorizations /Proxies lodged with the Company.
3. There were no poll papers, which were incomplete and/or which were otherwise found defective.
4. The Result of the poll is as under;



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.

VOTED IN FAVOUR OF THE RESOLUTION

Number of Unsecured Creditors present and voting (in person or by proxy)	Value of votes cast by Unsecured Creditors (Rs.) (Being amount due as on 31.07.2018)	Percentage of value of votes cast
107	5,47,60,559.19	100.00

VOTED AGAINST THE RESOLUTION

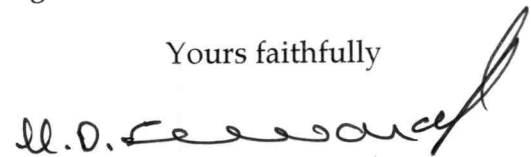
Number of Unsecured Creditors present and voting (in person or by proxy)	Value of votes cast by Unsecured Creditors (Rs.) (Being amount due as on 31.07.2018)	Percentage of value of votes cast
0	0	0.00

INVALID VOTES

Total number of Unsecured Creditors (in person or by proxy) whose votes were declared invalid	Total value of votes cast by Unsecured Creditors (Rs.) (Being amount due as on 31.07.2018)
0	0.00

- The Register containing the list of Unsecured Creditors who have voted "For", "Against" and those votes which were declared invalid, in respect of the Resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

Yours faithfully



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

Date : 21st January 2019

Place : Coimbatore

Based on the Scrutinizer's Report
 the resolution has been passed unanimously



Chairman of the meeting