

From Design to Delivery
An Indus Mandhana Enterprises

INDUSFILA/ BSE/NSE/0310/2016-17

Monday, October 03, 2016

To,
The Department of Corporate Relations

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers
Dalal Street, Fort
MUMBAI - 400 001

National Stock Exchange of India Ltd.
Exchange Plaza
Plot No. C/1 , G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400 051

Sub.	Declaration of results of e-voting and Poll by Chairman
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Enclosed, please find, Declaration of results of e-voting and Poll held in connection with resolutions passed at the 17th Annual General Meeting of the Company held on Friday, 30th September, 2016.

This is for your information and records.

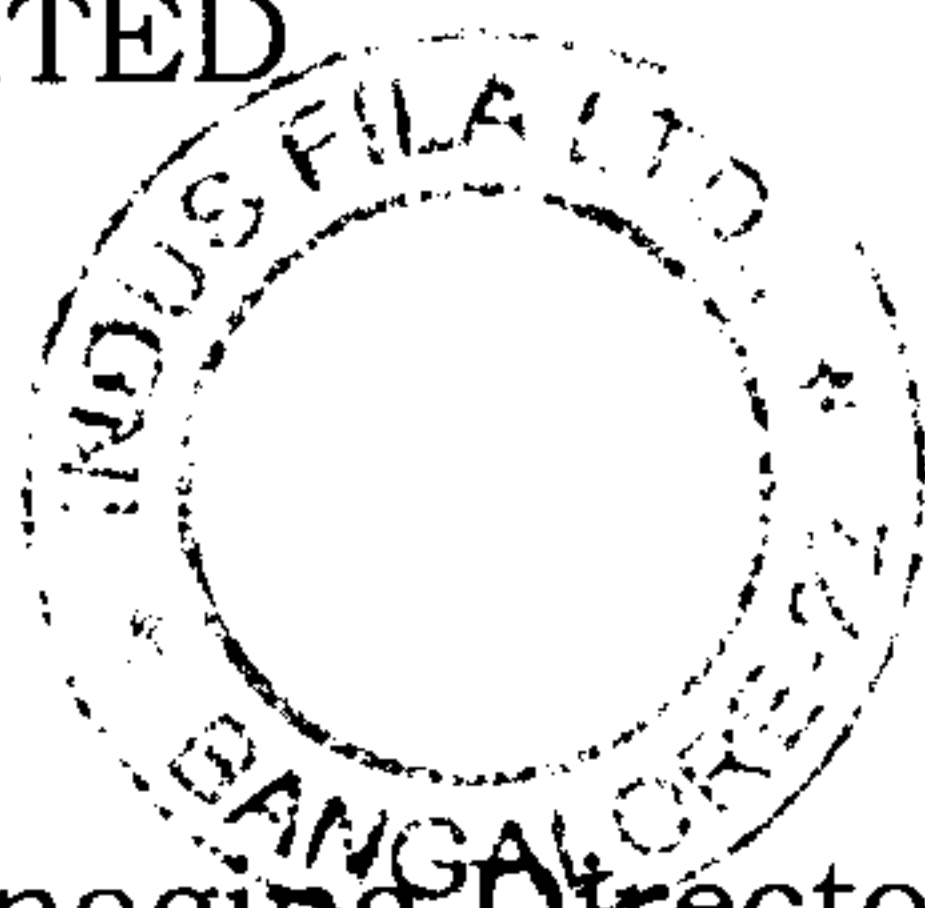
Thanks & regards.

Thanking you

For INDUS FILA LIMITED

Nitin Mandhana

Vice Chairman & Managing Director



Indus Fila

From Design to Delivery

An Indus Mandhana Enterprises

17th Annual General Meeting held on 30th September, 2016

Declaration of results of remote e-Voting and Poll

As per the provisions of Companies Act, 2013 also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions moved proposed in the Notice of the 17th Annual General Meeting (AGM). The remote e-voting was open from 27th September, 2016 to 29th September, 2016.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, voting at the 17th Annual General Meeting was conducted by means of poll.

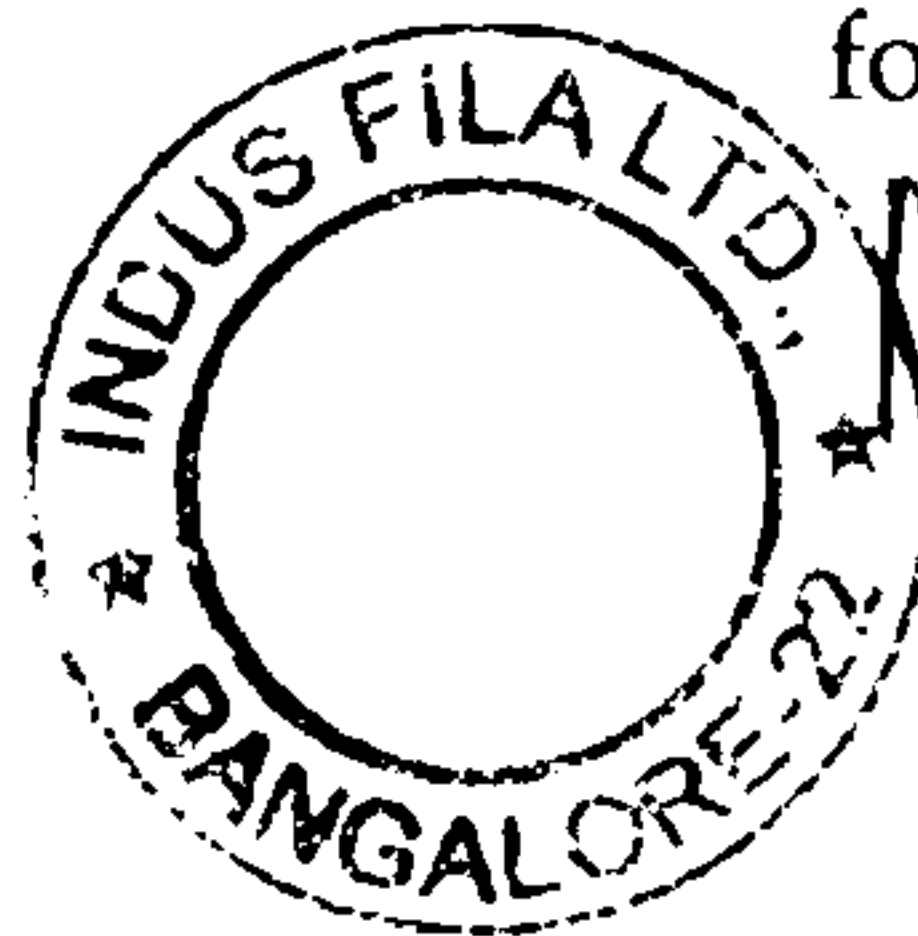
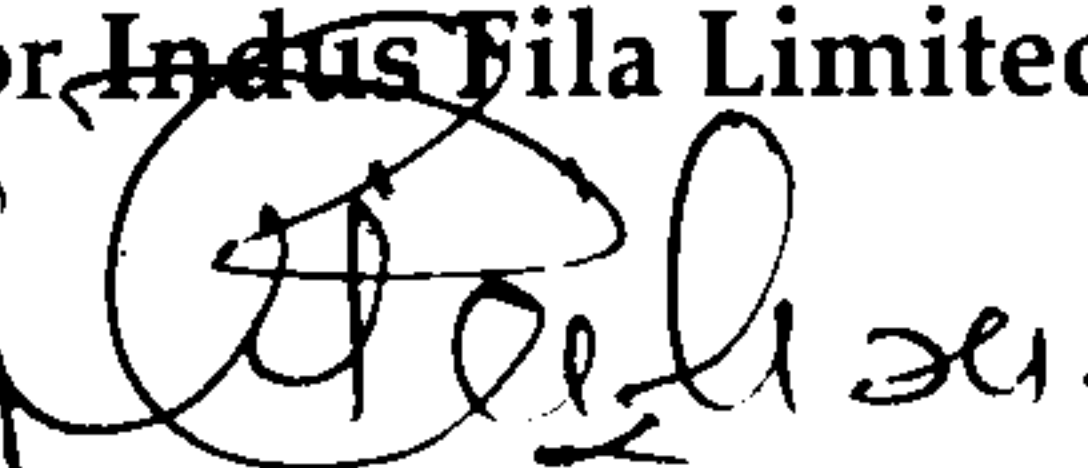
The Board of Directors had appointed Mr. Naveen K Shenoy, Practicing Company Secretary as Scrutinizer for remote e-voting and Poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of working hours (5.00 p.m.) on 29th September, 2016 and poll received till the conclusion of the meeting and submitted his report on 1st October, 2016.

The Consolidated Results as per the Scrutinizers' Report dated 1st October, 2016 is as follows:

Particulars	% Votes in favour	% Votes Against
Resolution 1: Adoption of Audited Financial Statements for the year ended March 31, 2016	100.00	0.00
Resolution 2: Appointment of Mr. Nitin Mandhana as a Director, who retires by rotation and being eligible offers himself for re-appointment	100.00	0.00
Resolution 3: Re-appointment of Auditors and fix their remuneration	100.00	0.00

Based on the consolidated Report of the Scrutinizer, all the resolutions set out in the Notice of the 17th Annual General Meeting have been duly approved with requisite majority.

Date: 3rd October, 2016

for Indus Fila Limited


Nitin Mandhana
Chairman

**Indus Fila Ltd., # 107, Industrial Suburb, II Stage, Yeshwanthpur,
Bangalore - 560 022, India. Tel : +91 (0) 80 4136 9700 Fax : +91 (0) 80 4136 9800
E-mail : info@indusfila.com www.indusfila.com**



Naveen K Shenoy
Practicing Company Secretary

Flat No.407, Ashok Heights, No.11, 9th Cross, Srikanteshwar Nagar, Mahalakshmi Layout,
Bangalore 560 096. Phone: 080-23478660, Mobile: 9901070457, E-mail: shenoykn@hotmail.com

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

October 1, 2016

To,
The Chairman,
17th Annual General Meeting of Equity Shareholders of
Indus Fila Limited
Held at No. 285, 37th KM Stone, T. Begur Village
Kasaba Hobli, Nelamangala, Bangalore 562 123

Dear Sir,

I, Naveen K Shenoy, Practicing Company Secretary (Membership No: 10817, CP: 16588) was appointed as scrutinizer in connection with the 17th Annual General Meeting of the Members of **"Indus Fila Limited"** held on Friday, September 30, 2016 at 9.00 A.M at No. 285, 37th KM Stone, T. Begur Village Kasaba Hobli, Nelamangala, Bangalore 562 123, in terms of provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed Companies are required to provide remote e-voting facility and ballot paper to their Members on all the resolutions to be passed at general meeting or through Poll. Since **"Indus Fila Limited"** falls within the requirement as specified in the Companies Act, 2013 and the above mentioned SEBI Regulations, **"Indus Fila Limited"** has provided e-voting and ballot voting facility to its members in respect of business to be transacted at the AGM. I hereby submit my combined report on the basis of poll conducted by me at the 17th Annual General Meeting and scrutinizer report for e-voting submitted by me to the Chairman as under:

1. The e-voting opened on 27th September, 2016 at 9.00 A.M and closed on 29th September, 2016 at 5.00 P.M.
2. The Shareholders holding shares as on the "Cut of date", i.e 23rd September, 2016 were entitled to vote on the proposed Three (3) resolutions.



3. The E-votes were unblocked on 30th September, 2016 at 12.00 Noon in the presence of two witnesses, namely Ms. Veena H K, 46/2, Narasimha Towers", 2nd Floor, 4th Cross, Malleshwaram, Bangalore-560003 and Mr. Manoj Kumar Mahali, 46/2, Narasimha Towers", 2nd Floor, 4th Cross, Malleshwaram, Bangalore-560003 who are not in employment of the Company.
4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "against", were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.com>).
5. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means and physical ballot as follows:

ORDINARY BUSINESS:

(a) Item 1- Adoption of Audited Financial Statements for the year ended March 31, 2016 – ORDINARY RESOLUTION

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	24	4493296	99.01%
Physical Ballot	7	44943	0.99%
Total	31	4538239	100.00%

(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	200	0.00%
Physical Ballot	0	0	0.00%
Total	1	200	0.00%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A



(b) Item 2- Appointment of Mr. Nitin Mandhana as a Director, who retires by rotation and being eligible offers himself for re-appointment – ORDINARY RESOLUTION

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19*	4470342*	99.01%
Physical Ballot	7	44943	0.99%
Total	26*	4515285	100.00%

(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	200	0.00%
Physical Ballot	0	0	0.00%
Total	1	200	0.00%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(c) Item 3 – Re-Appointment of Auditors and fix their remuneration – ORDINARY RESOLUTION

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	24	4493296	99.01%
Physical Ballot	7	44943	0.99%
Total	31	4538239	100.00%



(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	200	0.00%
Physical Ballot	0	0	0.00%
Total	1	200	0.00%

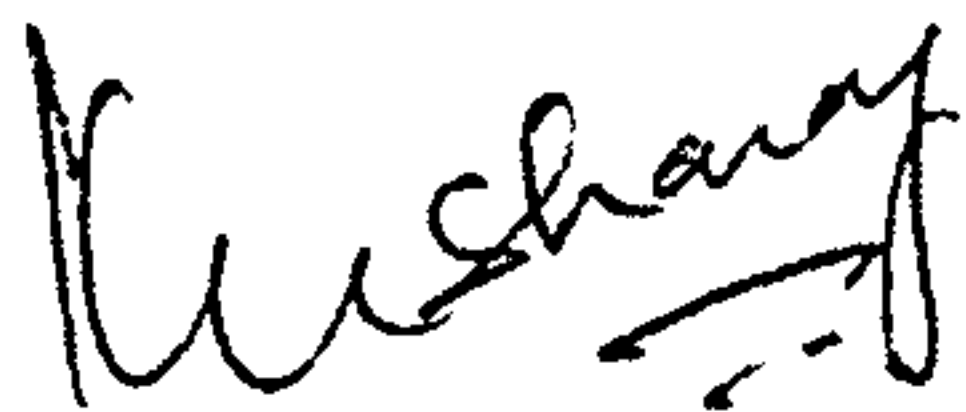
(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

6. All relevant papers and records were sealed and handed over to the Director authorized by the Board for safe keeping

*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party cannot vote for the resolutions on contracts or arrangements which tantamount to 'related party transaction'. For the resolution number 2 there is voting by related/interested parties. Hence voting of related/interested party are disallowed and only voting by other than related parties/interested parties are considered in this report.

Thanking You,
Yours Faithfully,



Naveen K Shenoy
Practising Company Secretary
Membership No: 10817, C.P.No.16588

Naveen K. Shenoy
Practicing Company Secretary
ACS No. 10817, CP No. 16588

