

Listing Department National Stock Exchange Limited Exchange Plaza, C-1 Block G BandraKurla Complex, Bandra, East Mumbai - 400 051	
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Dear Sir

Sub : Proceedings of 55th Annual General Meeting of the Company held on 31st July 2015

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 55th Annual General Meeting of the Company was duly held on Friday, 31st July 2015 at 3:45 P:M at ARDRA, No.9, North Huzur Road (Near Codissia Building), Coimbatore -641 018, Tamilnadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 29th May 2015 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through poll at Annual General Meeting.

1.	Detail of the Agenda: Resolution Required: Mode of voting:	Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and auditors thereon. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.Kathirvel and seconded by Mr.Natarajan)
2.	Detail of the Agenda: Resolution Required: Mode of voting:	Declaration of dividend for the year ended 31st March 2015. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr. S.M.Alagappan and seconded by Mr.V.S.Kasi Vishwanathan)
3.	Detail of the Agenda: Resolution Required: Mode of voting:	Re-appointment of Dr T Balaji Naidu (holding DIN 00002755) as a Director on retirement by rotation Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.Shanmugasundaram.K. and seconded by Mr.P.Balasubramanian)
4.	Detail of the Agenda:	Ratification of the appointment of Messrs. RJC Associates, (Firm Registration No.003496S) Chartered Accountants as

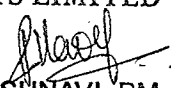
	Resolution Required: Mode of voting:	the Statutory Auditors of the Company for the financial year 2015-2016 and fixation of their remuneration Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.J.Muruganadhan and seconded by Mr.Subramaniam C.N.)
5.	Detail of the Agenda: Resolution Required: Mode of voting:	Appointment of Mr.Harjeet Singh Wahan (holding DIN 00003358) as a Director of the Company. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.L.Venkatesh and seconded by Mr.C.Sanathanan Pillai)
6.	Detail of the Agenda: Resolution Required: Mode of voting:	Payment of consultancy fees to Mr.Harjeet Singh Wahan, Non-executive director of the Company. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.P.Balasubramanian and seconded by Mr.Rajmohan)
7.	Detail of the Agenda: Resolution Required: Mode of voting:	Appointment of Dr. Madhavi Gopinath (holding DIN 00096061) as an Independent Director of the Company for a period of 5 consecutive years with effect from 31st July 2015. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr. D.Ranganathan and seconded by Mr.R.Raghuathan)
8.	Detail of the Agenda: Resolution Required: Mode of voting:	Re-appointment of Mr Jairam Varadaraj (having DIN: 00058056) as Managing Director of the Company for a period of five years with effect from 1st April 2016. Ordinary Resolution Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM (The resolution was proposed by Mr.Lakshminarayan and seconded by Mr.A.Thenappan)

Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement on 3rd August 2015.

A copy of the Scrutinizer Report is also attached.
 Kindly take this intimation on record.

Thanking you
 Yours faithfully

For ELGI EQUIPMENTS LIMITED


VAISHNAVI. PM
COMPANY SECRETARY

ELGI EQUIPMENTS LIMITED

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COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To

The Chairman

55th Annual General Meeting of the Equity Shareholders of
M/s.ELGI EQUIPMENTS LIMITED

(L29120TZ1960PLC000351)

Held on Friday the 31st day of July, 2014 at 03.45 PM at

"Ardra" No.9, North Huzur Road

(Near Codissia Building) Coimbatore - 641018.

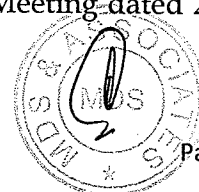
Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 55th Annual General Meeting of M/s.ELGI EQUIPMENTS LIMITED held on 31st July, 2015

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. ELGI EQUIPMENTS LIMITED ("the Company") as a Scrutinizer for the e-voting process held between Tuesday, the 28th day of July, 2015 at 9.00 AM to Thursday, the 30th Day of July 2015 till 5 PM and for poll taken at the 55th Annual General Meeting of the Company held on Friday the 31st day of July, 2015 at 3.45 pm at "Ardra" No.9, North Huzur Road, (Near Codissia Building) Coimbatore - 641018 on the Resolution Nos 1 to 8 as set out in the Notice dated 29th May 2015 convening the said meeting.

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 electronic means and poll on the Resolution(s) as set out in the Notice convening the 55th Annual General Meeting dated 29th May, 2015.

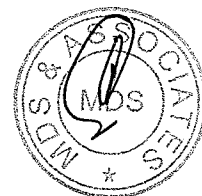


Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 55th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 55th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 55th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 1st August, 2015 on the e-voting process and also a separate Scrutinizer's Report dated 1st August, 2015 in the prescribed Form MGT-13 on the Poll taken at the 55th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, and the Reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	131	83,972,662	100
Poll	45	14,243,367	100
Total Voting	176	98,216,029	100

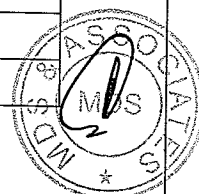
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706

- One shareholder holding 9300 shares abstained from voting.



Item No.2

ORDINARY RESOLUTION:

Declaration of dividend for the year ended 31st March 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

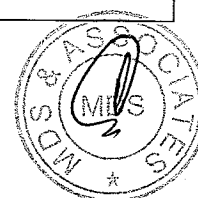
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	132	83,981,962	100
Poll	45	14,243,367	100
Total Voting	177	98,225,329	100

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



Item No.3**ORDINARY RESOLUTION:**

Re-appointment of Dr T Balaji Naidu (holding DIN 00002755) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

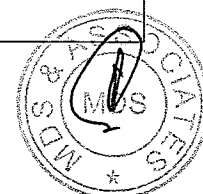
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	130	83,194,325	99.06
Poll	45	14,243,367	100
Total Voting	175	97,437,692	99.20

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	2	787,637	0.94
Poll	0	0	0
Total Voting	2	787,637	0.80

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



Item No.4**ORDINARY RESOLUTION:**

Ratification of the appointment of Messrs. RJC Associates, (Firm Registration No.003496S) Chartered Accountants as the Statutory Auditors of the Company for the financial year 2015-2016 and fixation of their remuneration.

VOTES CAST IN FAVOUR OF THE RESOLUTION

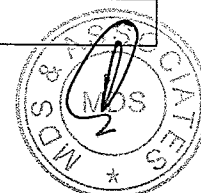
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	131	83,972,662	99.99
Poll	45	14,243,367	100.00
Total Voting	176	98,216,029	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	1	9,300	0.01
Poll	0	0	0.00
Total Voting	1	9,300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



SPECIAL BUSINESS:**Item No.5****ORDINARY RESOLUTION:**

Appointment of Mr.Harjeet Singh Wahan (holding DIN 00003358) as a Director of the Company

VOTES CAST IN FAVOUR OF THE RESOLUTION

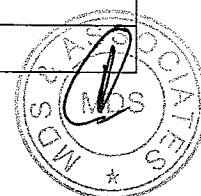
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	130	83,194,325	99.06
Poll	45	14,243,367	100.00
Total Voting	175	97,437,692	99.20

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	2	787,637	0.94
Poll	0	0	0
Total Voting	2	787,637	0.80

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



Item No.6**ORDINARY RESOLUTION:**

Payment of consultancy fees to Mr.Harjeet Singh Wahan, Non-executive director of the Company

VOTES CAST IN FAVOUR OF THE RESOLUTION

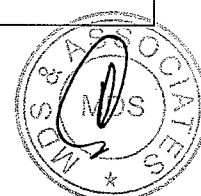
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	126	82,778,567	98.57
Poll	45	14,243,367	100
Total Voting	171	97,021,934	98.77

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	6	1,203,395	1.43
Poll	0	0	0.00
Total Voting	6	1,203,395	1.23

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



Item No.7**ORDINARY RESOLUTION:**

Appointment of Dr.Madhavi Gopinath (holding DIN 00096061) as an Independent Director of the Company for a period of five consecutive years with effect from 31st July 2015

VOTES CAST IN FAVOUR OF THE RESOLUTION

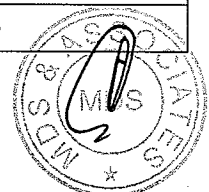
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	132	83,981,962	100
Poll	45	14,243,367	100
Total Voting	177	98,225,329	100

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706



Item No.8**ORDINARY RESOLUTION:**

Re-appointment of Mr Jairam Varadaraj (having DIN: 00058056) as Managing Director of the Company for a period of five years with effect from 1st April 2016.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	131	83,981,952	100
Poll	45	14,243,367	100
Total Voting	176	98,225,319	100

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	1	10	0.00
Poll	0	0	0.00
Total Voting	1	10	0.00

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	3	706
Total Voting	3	706

Based on the Scrutinizers report resolution Nos. 1 to 8 have been passed with requisite majority.

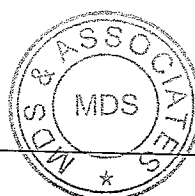
Yours faithfully

Date : 1st August, 2015

Place : Coimbatore

For ELGI EQUIPMENTS LIMITED

Jairam Varadaraj
JAIRAM VARADARAJ
Managing Director



M. D. Selvaraj
M D SELVARAJ