

3<sup>rd</sup> August 2019

To  
Listing Department  
BSE Limited  
25<sup>th</sup> Floor, PJ Towers, Dalal Street  
Mumbai – 400 001

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

Dear Sir

**Sub: Proceedings of the 59<sup>th</sup> Annual General Meeting of the Company held on 2<sup>nd</sup> August 2019**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 59<sup>th</sup> Annual General Meeting of the Company was duly held on Friday, 2<sup>nd</sup> August 2019 at 3:30 PM at “ARDRA”, No. 9, North Huzur Road, (Near Codissia Building), Coimbatore – 641018, Tamil Nadu, India.

Mr.Jairam Varadaraj, (DIN: 00003361), Managing Director, chaired the 59<sup>th</sup> Annual General Meeting. He further informed that 89 members are present in person and 2 members are present through proxies. Requisite quorum in accordance with Section 103 of the Companies Act, 2013 being present, the Chairman called the 59<sup>th</sup> Annual General Meeting to order and conducted the proceedings.

All the items of business as mentioned in the Annual General Meeting Notice dated 24<sup>th</sup> June 2019 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by remote e-voting and through poll at the Annual General Meeting.

1.	<b>Detail of the Agenda:</b>	<b>Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM.
2.	<b>Detail of the Agenda:</b>	<b>Declaration of dividend for the financial year ended 31<sup>st</sup> March, 2019</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM.

3	<b>Detail of the Agenda:</b>	<b>Re-appointment of Mr. Sudarsan Varadaraj, (DIN: 00133533) as a Director on retirement by rotation.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
4	<b>Detail of the Agenda:</b>	<b>Ratification of the remuneration payable to M/s. STR &amp; Associates, (Firm Registration No.000029) Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2020.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM.
5	<b>Detail of the Agenda:</b>	<b>Re-appointment of Mr.M.Ramprasad (DIN: 00004275) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
6	<b>Detail of the Agenda:</b>	<b>Re-appointment of Dr.Ganesh Devaraj (DIN: 00005238) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
7	<b>Detail of the Agenda:</b>	<b>Re-appointment of Mr.B.Vijayakumar (DIN: 00015583) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
8	<b>Detail of the Agenda:</b>	<b>Re-appointment of Mr.N.Mohan Nambiar (DIN: 00003660) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019 until 10<sup>th</sup> April, 2023, the day he attains 75 years of age.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
9	<b>Detail of the Agenda:</b>	<b>Appointment of Mrs.Aruna Thangaraj (DIN: 07444726) as an Independent Director of the Company for a term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.

10	<b>Detail of the Agenda:</b>	<b>Approval for payment of consultancy fees to Mr. Harjeet Singh Wahan (DIN: 00003358), Non-executive Director of the Company, with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 59<sup>th</sup> Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully

**For ELGI EQUIPMENTS LIMITED**

  
**DIRECTOR**



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE 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

59<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. ELGI EQUIPMENTS LIMITED**

(CIN: L29120TZ1960PLC000351)

Held on Friday, the 2<sup>nd</sup> August, 2019 at 3:30 PM at

"ARDRA", No. 9, North Huzur Road,

(Near Codissia Building), Coimbatore - 641018,

Tamil Nadu, India.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 59<sup>th</sup> Annual General Meeting of M/s. ELGI EQUIPMENTS**  
**LIMITED held on 2<sup>nd</sup> August 2019.**

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 remote e-voting process held between Tuesday, the 30<sup>th</sup> day of July, 2019 at 9:00 AM to Thursday, the 01<sup>st</sup> day of August 2019 till 5:00 PM and for the poll taken at the 59<sup>th</sup> Annual General Meeting of the Company held on Friday, the 2<sup>nd</sup> day of August, 2019 at 3:30 PM at "ARDRA", No. 9, North Huzur Road, (Near Codissia Building), Coimbatore - 641018, Tamil Nadu, India on the resolution(s) set out under Item No.1 to Item No.10 in the Notice convening the said 59<sup>th</sup> Annual General Meeting dated 24<sup>th</sup> June, 2019.



**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 remote e-voting process and through poll process, on the resolution(s) as set out in the Notice convening the 59<sup>th</sup> Annual General Meeting dated 24<sup>th</sup> June, 2019.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 59<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) set out under Item No.1 to Item No.10 in the Notice convening the 59<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 59<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 3<sup>rd</sup> August, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 3<sup>rd</sup> August, 2019 in the prescribed Form No.MGT-13 on the Poll taken at the 59<sup>th</sup> Annual General Meeting of the Company.

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



**Ordinary Business**

**Resolution No: 1**

**Ordinary resolution**

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	140	10,52,22,371	100.00
<b>Poll</b>	67	10,811	100.00
<b>Total Voting</b>	207	10,52,33,182	100.00

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	0	0	0.00
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	0	0	0.00

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Total Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	7	1,08,394
<b>Total Voting</b>	7	1,08,394



**Ordinary Business**

**Resolution No: 2**

**Ordinary resolution**

Declaration of dividend for the financial year ended 31<sup>st</sup> March, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	140	10,52,22,371	100.00
<b>Poll</b>	67	10,811	100.00
<b>Total Voting</b>	207	10,52,33,182	100.00

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	0	0	0.00
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	0	0	0.00

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Total Number of Members whose votes were declared INVALID</b>	<b>- Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	7	1,08,394
<b>Total Voting</b>	7	1,08,394



**Ordinary Business****Resolution No: 3****Ordinary resolution**

Re-appointment of Mr. Sudarsan Varadaraj, (DIN: 00133533) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	132	10,21,98,526	97.13
<b>Poll</b>	67	10,811	100.00
<b>Total Voting</b>	199	10,22,09,337	97.13

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	8	30,23,845	2.87
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	8	30,23,845	2.87

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Total Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	7	1,08,394
<b>Total Voting</b>	7	1,08,394





**Special Business**

**Resolution No: 4**

**Ordinary resolution**

Ratification of the remuneration payable to M/s. STR & Associates, (Firm Registration No.000029) Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2020.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	140	10,52,22,371	100.00
<b>Poll</b>	67	10,811	100.00
<b>Total Voting</b>	207	10,52,33,182	100.00

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	0	0	0.00
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	0	0	0.00

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Total Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	7	1,08,394
<b>Total Voting</b>	7	1,08,394



**Special Business**

**Resolution No: 5**

**Special resolution**

Re-appointment of Mr.M.Ramprasad (DIN: 00004275) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019.

**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 valid votes cast
E-Voting	128	9,10,16,666	86.50
Poll	67	10,811	100.00
<b>Total Voting</b>	<b>195</b>	<b>9,10,27,477</b>	<b>86.50</b>

**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 valid votes cast
E-Voting	12	1,42,05,705	13.50
Poll	0	0	0.00
<b>Total Voting</b>	<b>12</b>	<b>1,42,05,705</b>	<b>13.50</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	7	1,08,394
<b>Total Voting</b>	<b>7</b>	<b>1,08,394</b>



**Special Business**

**Resolution No: 6**

**Special resolution**

Re-appointment of Dr.Ganesh Devaraj (DIN: 00005238) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	121	8,79,96,886	83.63
<b>Poll</b>	67	10,811	100.00
<b>Total Voting</b>	188	8,80,07,697	83.63

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	19	1,72,25,485	16.37
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	19	1,72,25,485	16.37

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Total Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	7	1,08,394
<b>Total Voting</b>	7	1,08,394



**Special Business**

**Resolution No: 7**

**Special resolution**

Re-appointment of Mr.B.Vijayakumar (DIN: 00015583) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019

**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 valid votes cast
E-Voting	128	9,10,16,666	86.50
Poll	67	10,811	100.00
<b>Total Voting</b>	<b>195</b>	<b>9,10,27,477</b>	<b>86.50</b>

**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 valid votes cast
E-Voting	12	1,42,05,705	13.50
Poll	0	0	0.00
<b>Total Voting</b>	<b>12</b>	<b>1,42,05,705</b>	<b>13.50</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	7	1,08,394
<b>Total Voting</b>	<b>7</b>	<b>1,08,394</b>



**Special Business**

**Resolution No: 8**

**Special resolution**

Re-appointment of Mr.N.Mohan Nambiar (DIN: 00003660) as an Independent Director of the Company, for a second term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019 until 10<sup>th</sup> April, 2023, the day he attains 75 years of age.

**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 valid votes cast
E-Voting	121	8,79,96,886	83.63
Poll	67	10,811	100.00
<b>Total Voting</b>	<b>188</b>	<b>8,80,07,697</b>	<b>83.63</b>

**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 valid votes cast
E-Voting	19	1,72,25,485	16.37
Poll	0	0	0.00
<b>Total Voting</b>	<b>19</b>	<b>1,72,25,485</b>	<b>16.37</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	7	1,08,394
<b>Total Voting</b>	<b>7</b>	<b>1,08,394</b>



**Special Business**

**Resolution No: 9**

**Ordinary resolution**

Appointment of Mrs.Aruna Thangaraj (DIN: 07444726) as an Independent Director of the Company for a term of 5 consecutive years with effect from 2<sup>nd</sup> August 2019

**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 valid votes cast
E-Voting	135	10,50,76,194	99.86
Poll	67	10,811	100.00
<b>Total Voting</b>	<b>202</b>	<b>10,50,87,005</b>	<b>99.86</b>

**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 valid votes cast
E-Voting	5	1,46,177	0.14
Poll	0	0	0.00
<b>Total Voting</b>	<b>5</b>	<b>1,46,177</b>	<b>0.14</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	7	1,08,394
<b>Total Voting</b>	<b>7</b>	<b>1,08,394</b>



**Special Business****Resolution No: 10****Special resolution**

Approval for payment of consultancy fees to Mr. Harjeet Singh Wahan (DIN: 00003358), Non-executive Director of the Company, with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020

**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 valid votes cast
E-Voting	136	10,23,44,693	97.27
Poll	67	10,811	100.00
<b>Total Voting</b>	<b>203</b>	<b>10,23,55,504</b>	<b>97.27</b>

**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 valid votes cast
E-Voting	4	28,77,678	2.73
Poll	0	0	0.00
<b>Total Voting</b>	<b>4</b>	<b>28,77,678</b>	<b>2.73</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	7	1,08,394
<b>Total Voting</b>	<b>7</b>	<b>1,08,394</b>

Place : Coimbatore

Date : 3<sup>rd</sup> August, 2019

Based on the Scrutinizer's Report

Resolution Nos. 1 to 10 have been duly passed with requisite majority

For **ELGI EQUIPMENTS LIMITED**

  
DIRECTOR

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