

1<sup>st</sup> February 2020

To

The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

Scrip Code: 522074

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra-East,  
Mumbai- 400 051  
Symbol: ELGIEQUIP

Dear Sir,

**Sub: Submission of voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the postal ballot and remote e-voting of the Company.**

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The Board of Directors had sought approval of the shareholders of the Company by postal ballot process pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions set out in the Postal Ballot Notice dated 16<sup>th</sup> December 2019.

The Board of Directors had appointed Mr. M. D. Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as scrutinizer to conduct the voting through postal ballot process and remote e-voting in a fair and transparent manner.

The Company had authorised Central Depository Services (India) Limited, for providing e-voting facilities to the shareholders of the Company. The postal ballot and Remote E-voting was conducted between Thursday, 2<sup>nd</sup> January 2020 at 9.00 AM and Friday, 31<sup>st</sup> January 2020 at 5.00 PM. The results of the Postal Ballot and remote e-voting were declared on Saturday, 1<sup>st</sup> February 2020 at the Registered Office of the Company and through the Company's website [www.elgi.com](http://www.elgi.com).

The resolutions have been duly passed by the shareholders with requisite majority and the details of voting results of the resolutions passed through postal ballot process including e-voting are given hereunder:

|    |  |   |
|----|--|---|
| 1. | Date of declaration of Postal Ballot Results   | Saturday, 1 <sup>st</sup> February 2020 |
| 2. | Total number of Members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights | 18,815                                  |
| 3. | No. of shareholders in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public   | Not Applicable                          |
| 4. | No. of shareholders attended the meeting through Video Conferencing:<br>Promoters and Promoter Group:<br>Public  | Not Applicable                          |

### **Item No.1 Adoption of Elgi Equipments Limited Employee Stock Option Plan 2019**

| Resolution required: Ordinary / Special                                     |                |                    |                     |   |                        | Special              |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / Resolution |                |                    |                     |   |                        | No                   |                                      |                                    |
| Category  | Mode of voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|   |                | (1)                | (2)                 | (3)<br>=2/1*100                         | (4)                    | (5)                  | (6)<br>=4/2*100                      | (7)<br>=5/2*100                    |
| Promoter & Promoter Group   | E-voting       | 50548471           | 50460271            | 99.8255                                 | 50460271               | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>50548471</b>     | <b>50460271</b>                         | <b>99.8255</b>         | <b>50460271</b>      | <b>0</b>                             | <b>100.00</b>                      |
| Public – Institutions   | E-voting       | 47936654           | 31612101            | 65.9456                                 | 16780213               | 14831888             | 53.0816                              | 46.9184                            |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>47936654</b>     | <b>31612101</b>                         | <b>65.9456</b>         | <b>16780213</b>      | <b>14831888</b>                      | <b>53.0816</b>                     |
| Public Non institutions   | E-voting       | 59969383           | 9671502             | 16.1274                                 | 9671341                | 161                  | 99.9983                              | 0.0017                             |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 131390              | 0.2191                                  | 131216                 | 174                  | 99.8676                              | 0.1324                             |
|   | <b>Total</b>   |                    | <b>59969383</b>     | <b>9802892</b>                          | <b>16.3465</b>         | <b>9802557</b>       | <b>335</b>                           | <b>99.9966</b>                     |
| <b>TOTAL</b>  |                | <b>158454508</b>   | <b>91875264</b>     | <b>57.9821</b>                          | <b>77043041</b>        | <b>14832223</b>      | <b>83.8561</b>                       | <b>16.1439</b>                     |

#### **ELGI EQUIPMENTS LIMITED**

Trichy Road, Singanallur, Coimbatore - 641005, Tamilnadu, India

T : +91 422 2589 555, W : www.elgi.com, Toll - free No: 1800-425-3544, CIN : L29120TZ1960PLC000351

\*Excludes Invalid votes of 31479 equity shares.

\*\*2 Shareholders holding 51,683 shares abstained from voting for 51,683 shares through e-voting

**Result: Special Resolution passed by requisite majority**

**Item No.2 Extension of benefits of Elgi Equipments Limited Employee Stock Option Plan 2019 to the Eligible Employees of the Subsidiary and holding companies of Elgi Equipments Limited**

| Resolution required: Ordinary / Special                                     |                | Special            |                     |   |                        |                      |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / Resolution |                | No                 |                     |   |                        |                      |                                      |                                    |
| Category  | Mode of voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|   |                | (1)                | (2)                 | (3)<br>=2/1*100                         | (4)                    | (5)                  | (6)<br>=4/2*100                      | (7)<br>=5/2*100                    |
| Promoter & Promoter Group   | E-voting       | 50548471           | 50460271            | 99.8255                                 | 50460271               | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>50548471</b>     | <b>50460271</b>                         | <b>99.8255</b>         | <b>50460271</b>      | <b>0</b>                             | <b>100.00</b>                      |
| Public – Institutions   | E-voting       | 47936654           | 31663784            | 66.0534                                 | 16831896               | 14831888             | 53.1582                              | 46.8418                            |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>47936654</b>     | <b>31663784</b>                         | <b>66.0534</b>         | <b>16831896</b>      | <b>14831888</b>                      | <b>53.1582</b>                     |
| Public – Non institutions   | E-voting       | 59969383           | 9671502             | 16.1274                                 | 9671341                | 161                  | 99.9983                              | 0.0017                             |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 131390              | 0.2191                                  | 123316                 | 8074                 | 93.8549                              | 6.1451                             |
|   | <b>Total</b>   |                    | <b>59969383</b>     | <b>9802892</b>                          | <b>16.3465</b>         | <b>9794657</b>       | <b>8235</b>                          | <b>99.9160</b>                     |
| <b>TOTAL</b>  |                | <b>158454508</b>   | <b>91926947</b>     | <b>58.0147</b>                          | <b>77086824</b>        | <b>14840123</b>      | <b>83.8566</b>                       | <b>16.1434</b>                     |

\*Excludes Invalid votes of 31479 equity shares.

**Result: Special Resolution passed by requisite majority**

**ELGI EQUIPMENTS LIMITED**

Trichy Road, Singanallur, Coimbatore - 641005, Tamilnadu, India

T : +91 422 2589 555, W : www.elgi.com, Toll - free No: 1800-425-3544, CIN : L29120TZ1960PLC000351

**Item No.3 Approval for (i) the use of the Trust route for the implementation of the Elgi Equipments Limited Employee Stock Option Plan 2019 (Elgi ESOP 2019); (ii) Secondary acquisition of the Equity Shares of the Company by the Trust to be set up; and (iii) grant of financial assistance / provision of money by the Company to the Trust to fund the acquisition of its Equity shares, in terms of the Elgi ESOP 2019:**

| Resolution required: Ordinary / Special                                     |                |                    | Special             |   |                        |                      |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in the agenda / Resolution |                |                    | No                  |   |                        |                      |                                      |                                    |
| Category  | Mode of voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|   |                | (1)                | (2)                 | (3)<br>=2/1*100                         | (4)                    | (5)                  | (6)<br>=4/2*100                      | (7)<br>=5/2*100                    |
| Promoter & Promoter Group   | E-voting       | 50548471           | 50460271            | 99.8255                                 | 50460271               | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>50548471</b>     | <b>50460271</b>                         | <b>99.8255</b>         | <b>50460271</b>      | <b>0</b>                             | <b>100.00</b>                      |
| Public – Institutions   | E-voting       | 47936654           | 31663784            | 66.0534                                 | 16831896               | 14831888             | 53.1582                              | 46.8418                            |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>47936654</b>     | <b>31663784</b>                         | <b>66.0534</b>         | <b>16831896</b>      | <b>14831888</b>                      | <b>53.1582</b>                     |
| Public Non institutions   | E-voting       | 59969383           | 9671502             | 16.1274                                 | 9671316                | 186                  | 99.9981                              | 0.0019                             |
|   | Poll           |                    | 0                   | 0.00                                    | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot  |                    | 129470              | 0.2159                                  | 121386                 | 8084                 | 93.7561                              | 6.2439                             |
|   | <b>Total</b>   |                    | <b>59969383</b>     | <b>9800972</b>                          | <b>16.3433</b>         | <b>9792702</b>       | <b>8270</b>                          | <b>99.9156</b>                     |
| <b>TOTAL</b>  |                | <b>158454508</b>   | <b>91925027</b>     | <b>58.0135</b>                          | <b>77084869</b>        | <b>14840158</b>      | <b>83.8562</b>                       | <b>16.1438</b>                     |

\*Excludes Invalid votes of 31479 equity shares.

\*\*1 Shareholder holding 1,920 shares abstained from voting for 1,920 shares through postal ballot form

**Result: Special Resolution passed by requisite majority**

Date: 01.02.2020

Place: Coimbatore

For ELGI EQUIPMENTS LIMITED



**DIRECTOR**

DIN: 07444726

**ELGI EQUIPMENTS LIMITED**

Trichy Road, Singanallur, Coimbatore - 641005, Tamilnadu, India

T : +91 422 2589 555, W : www.elgi.com, Toll - free No : 1800-425-3544, CIN : L29120TZ1960PLC000351



*MDS & Associates*  
Company Secretaries in Practice

*M.D. Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

**SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING**  
**[Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20**  
**and 22 of the Companies (Management and Administration) Rules, 2014 (as**  
**amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure**  
**Requirements) Regulations, 2015]**

Date: 1<sup>st</sup> February 2020

To  
The Managing Director  
**M/s. ELGI EQUIPMENTS LIMITED**  
(CIN: L29120TZ1960PLC000351)  
Elgi Industrial Complex III,  
Trichy Road, Singanallur,  
Coimbatore-641005

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted**  
**pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013**  
**("the Act") read with Rule 20 & 22 of the Companies (Management and**  
**Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, M. D. Selvaraj, FCS 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 the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolutions as set out in the Postal ballot Notice dated 16<sup>th</sup> December 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 Postal Ballot and electronic means on the resolutions as set out in the Postal ballot Notice dated 16<sup>th</sup> December 2019.

**Responsibility as a Scrutinizer**

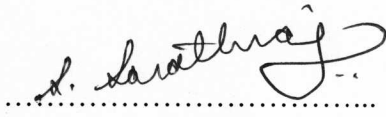
My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as set out in the Postal Ballot Notice dated 16<sup>th</sup> December 2019, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the Authorised Agency engaged by the Company for providing Remote e-voting facilities and of the Postal Ballot forms received up to 5:00 PM on Friday, 31<sup>st</sup> January 2020.

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

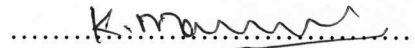
- The Company has on Wednesday, 1<sup>st</sup> January 2020, (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 27<sup>th</sup> December, 2019, and who had not registered their email ID with the Company / Depositories; and (ii) sent electronic mail, of Postal Ballot Notice and Ballot Form to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 27<sup>th</sup> December 2019, and who had registered their email ID with the Company / Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 27<sup>th</sup> December 2019 were entitled to vote on the proposed resolutions as set out in Item No. 1, 2 & 3 of the Postal Ballot Notice.
- The remote e-voting period remained open from Thursday, 2<sup>nd</sup> January 2020, 9:00 AM to Friday, 31<sup>st</sup> January 2020, 5:00 PM. During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 27<sup>th</sup> December 2019 were entitled to vote on the resolutions set out in the Notice of Postal ballot.



- The Postal Ballot forms received up to 5:00 PM on Friday, 31<sup>st</sup> January 2020 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 Central Depository Services (India) Limited ("CDSL") was disabled on Friday, 31<sup>st</sup> January 2020 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Friday, 31<sup>st</sup> January 2020 at 5:26 PM in the presence of Mr. S.Sarathraj (the undersigned as Witness No.1) and Mr. K. Masilamani (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****Witness No.2**

Name: Mr. S. Sarathraj



Name: Mr. K. Masilamani

- I have scrutinized the postal ballot papers and remote e-voting 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 now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said resolutions, as under:



**SPECIAL BUSINESS**

**Resolution No: 1**

**Special resolution**

Adoption of Elgi Equipments Limited Employees Stock Option Plan 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 123  | 7,69,11,825          | 83.83  |
| Postal Ballot Form  | 144  | 1,31,216             | 99.87  |
| <b>Total Voting</b> | <b>267</b>   | <b>7,70,43,041</b>   | <b>83.86</b>                                   |

**VOTES CAST AGAINST THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 21   | 1,48,32,049          | 16.17  |
| Postal Ballot Form  | 4  | 174                  | 0.13   |
| <b>Total Voting</b> | <b>25</b>  | <b>1,48,32,223</b>   | <b>16.14</b>                                   |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared invalid | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | -   | -                    |
| Postal Ballot Form  | 15  | 31,479               |
| <b>Total Voting</b> | <b>15</b>   | <b>31,479</b>        |

Note: 2 shareholders holding 51,683 shares have abstained from voting for 51,683 shares through e-voting





**SPECIAL BUSINESS**

**Resolution No: 2**

**Special resolution**

Extension of benefits of Elgi Equipments Limited Employee Stock Option Plan 2019 to the Eligible Employees of the subsidiary and holding companies of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 125  | 7,69,63,508          | 83.84  |
| Postal Ballot Form  | 144  | 1,23,316             | 93.85  |
| <b>Total Voting</b> | <b>269</b>   | <b>7,70,86,824</b>   | <b>83.86</b>                                   |

**VOTES CAST AGAINST THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 21   | 1,48,32,049          | 16.16  |
| Postal Ballot Form  | 4  | 8,074                | 6.15   |
| <b>Total Voting</b> | <b>25</b>  | <b>1,48,40,123</b>   | <b>16.14</b>                                   |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared invalid | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | -   | -                    |
| Postal Ballot Form  | 15  | 31,479               |
| <b>Total Voting</b> | <b>15</b>   | <b>31,479</b>        |



**SPECIAL BUSINESS**

**Resolution No: 3**

**Special resolution**

Approval for (i) the use of the Trust route for the implementation of the Elgi Equipments Limited Employee Stock Option Plan 2019 (Elgi ESOP 2019); (ii) secondary acquisition of the Equity Shares of the Company by the Trust to be set up; and (iii) grant of financial assistance/ provision of money by the Company to the Trust fund the acquisition of its Equity Shares, in terms of the Elgi ESOP 2019;

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 124  | 7,69,63,483          | 83.84  |
| Postal Ballot Form  | 142  | 1,21,386             | 93.76  |
| <b>Total Voting</b> | <b>266</b>   | <b>7,70,84,869</b>   | <b>83.86</b>                                   |

**VOTES CAST AGAINST THE RESOLUTION**

| Mode of Voting      | Number of Members voted through electronic means and Postal Ballot | Number of votes cast | Percentage of total number of valid votes cast |
|---------------------|--|----------------------|--|
| E-Voting            | 22   | 1,48,32,074          | 16.16  |
| Postal Ballot Form  | 5  | 8,084                | 6.24   |
| <b>Total Voting</b> | <b>27</b>  | <b>1,48,40,158</b>   | <b>16.14</b>                                   |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared invalid | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | -   | -                    |
| Postal Ballot Form  | 15  | 31,479               |
| <b>Total Voting</b> | <b>15</b>   | <b>31,479</b>        |

Note: 1 shareholder holding 1,920 shares has abstained from voting for 1,920 shares through postal ballot form

Based on the Scrutinizer's Report  
Resolution nos. 1, 2 & 3 has been passed  
with requisite majority

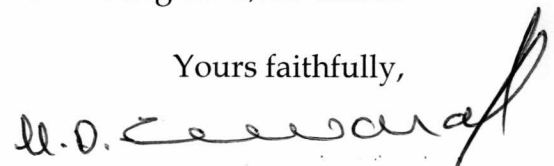
For **ELGI EQUIPMENTS LIMITED**



**DIRECTOR**

DIN: 071444726

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

UDIN: F000960B000114909