

**Declaration of results of the voting on resolution(s) set out in the
Notice of the 61st Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 2nd August 2021**

The 61st Annual General Meeting of the Company was held on Monday the 2nd day of August, 2021 at 04:30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars dated 12th May, 2020 and 15th January 2021 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 18th June, 2021.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 61st Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 61st Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 61st Annual General Meeting held on 2nd August 2021 which has been attached hereto.

Based on the report of the Scrutinizer dated 3rd August 2021, it is hereby declared that the Resolution(s) under Item No(s).1 to 7 set out in the Notice dated 18th June 2021, as detailed herein below, have been duly passed by the shareholders with requisite majority.

Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,49,096	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	173	20,83,49,096	100.00
- Dissent	0	0	0

Note: 2 Shareholders holding 19,894 shares has abstained from voting through remote e-voting facility
1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

Item No.2 – Ordinary Resolution

Declaration of dividend for the financial year ended 31st March 2021

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	173	20,83,68,970	100.00
- Dissent	0	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility
1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

Item No.3 – Ordinary Resolution

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

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	160	20,57,37,933	98.74
- Dissent	13	26,31,037	1.26

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item 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 31st March 2022.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	172	20,83,68,945	100.00
- Dissent	1	25	Negligible

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.5 – Special Resolution

Approval for payment of consultancy fees to Mr. Harjeet Singh Wahan (DIN: 00003358), Non-Executive Director, for the rendering of services in the nature of Business Process Consulting with effect from 1st April 2021 to 31st March 2022.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	169	20,61,33,319	98.93
- Dissent	4	22,35,651	1.07

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority

Item No.6 – Ordinary Resolution

Appointment of Mr. Anvar Jay Varadaraj (DIN: 07273942) as an Executive Director of the Company for a period of 5 years with effect from 2nd August 2021

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	161	20,79,65,695	99.81
- Dissent	12	4,03,275	0.19

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.7 – Special Resolution

Approval for selling or disposing of the property of Pattons Inc, USA, a material subsidiary of the Company pursuant to Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	173	20,83,68,970	100.00
(b) Less: Invalid votes	0	0	0
(c) Net Valid E-Votes			
- Assent	157	20,56,74,474	98.71
- Dissent	16	26,94,496	1.29

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority

For ELGI EQUIPMENTS LIMITED


JAIRAM VARADARAJ
(DIN: 00003361)
MANAGING DIRECTOR

Date : 3rd August 2021

Place : Coimbatore



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

To

The Chairman

61st Annual General Meeting of the Equity Shareholders of

M/s. ELGI EQUIPMENTS LIMITED

(CIN: L29120TZ1960PLC000351)

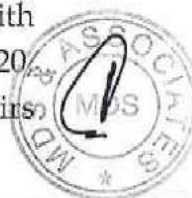
Held on Monday, 2nd August 2021 at 4:30 PM (IST)

through video conferencing (VC) / other audio-visual means (OAVM)

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 61st
Annual General Meeting of M/s. ELGI EQUIPMENTS LIMITED held on 2nd
August 2021.**

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 purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 61st Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 61st Annual General Meeting of the Company held on Monday, the 2nd day of August 2021 at 4:30 PM (IST) through video conferencing (VC) / other audio-visual means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars").



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, on the resolution(s) as set out in the Notice convening the 61st Annual General Meeting dated 18th June 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 61st Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 7 in the Notice convening the 61st Annual General Meeting of the Company dated 18th June 2021, based on the reports generated from the e-voting system provided by Link Intime India Private Limited (LIPL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

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

- a. The Notice dated 18th June 2021 convening the 61st Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 61st Annual General Meeting of the Company, were sent by the Registrar & Share Transfer agent viz. Link Intime India Private Limited (LIPL) through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars. The Company has also placed the notice of the 61st Annual General Meeting on the website of the Company.
- b. The Company has availed the e-voting services offered by the Link Intime India Private Limited (LIPL) for providing the remote e-voting and the facility of e-voting at the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Friday, the 30th day of July 2021 at 9:00 AM (IST) and ended on Sunday, the 1st day of August 2021 at 5:00 PM (IST). 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., 26th July 2021 were entitled to vote on the resolutions set out in the Notice of the 61st Annual General Meeting. The e-voting module of Link Intime India Private Limited (LIPL) was disabled on Sunday, 1st August 2021 at 5:00 PM.



- d. Upon the commencement of the 61st Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present in the 61st Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 2nd day of August 2021 at 5.23 PM in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Ms.Mridhula R (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

Name: Mr.A.Selten Jayaraj

Witness No.2

Name: Ms. Mridhula R

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Link Intime India Private Limited (LIPL).
- g. I have scrutinized the votes cast by remote e-voting and e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended)
- h. Based on the reports generated from the e-voting portal of Link Intime India Private Limited (LIPL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.7 in the Notice convening the 61st Annual General Meeting 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 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	158	20,73,76,291	100.00
E-voting at the AGM	15	9,72,805	100.00
Total Voting	173	20,83,49,096	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0
E-voting at the AGM	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 2 Shareholders holding 19,894 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed unanimously.



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend for the financial year ended 31st March 2021

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	158	20,73,96,165	100.00
E-voting at the AGM	15	9,72,805	100.00
Total Voting	173	20,83,68,970	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0
E-voting at the AGM	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed unanimously



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Dr. T. Balaji Naidu (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	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*145	20,47,65,128	98.73
E-voting at the AGM	15	9,72,805	100.00
Total Voting	160	20,57,37,933	98.74

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*13	26,31,037	1.27
E-voting at the AGM	0	0	0
Total Voting	13	26,31,037	1.26

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



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 31st March 2022.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*157	20,73,96,140	100.00
E-voting at the AGM	15	9,72,805	100.00
Total Voting	172	20,83,68,945	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*1	25	Negligible
E-voting at the AGM	0	0	0
Total Voting	1	25	Negligible

INVALID VOTES

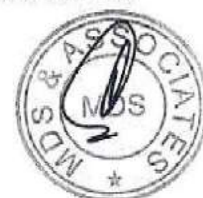
Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority



Special Business**Resolution No: 5****Special resolution**

Approval for payment of consultancy fees to Mr. Harjeet Singh Wahan (DIN: 00003358), Non-Executive Director, for the rendering of services in the nature of Business Process Consulting with effect from 1st April 2021 to 31st March 2022.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*154	20,51,60,514	98.92
E-voting at the AGM	15	9,72,805	100.00
Total Voting	169	20,61,33,319	98.93

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	*4	22,35,651	1.08
E-voting at the AGM	0	0	0
Total Voting	4	22,35,651	1.07

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

*1 shareholder voted partly in "favour" and partly "against"

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special Business

Resolution No: 6

Ordinary resolution

Appointment of Mr. Anvar Jay Varadaraj (DIN: 07273942) as an Executive Director of the Company for a period of 5 years with effect from 2nd August 2021

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	147	20,69,92,895	99.81
E-voting at the AGM	14	9,72,800	100.00
Total Voting	161	20,79,65,695	99.81

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	11	4,03,270	0.19
E-voting at the AGM	1	5	Negligible
Total Voting	12	4,03,275	0.19

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed with requisite majority



Special BusinessResolution No: 7Special resolution

Approval for selling or disposing of the property of Pattons Inc, USA, a material subsidiary of the Company pursuant to Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	142	20,47,01,669	98.70
E-voting at the AGM	15	9,72,805	100.00
Total Voting	157	20,56,74,474	98.71

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	16	26,94,496	1.30
E-voting at the AGM	0	0	0
Total Voting	16	26,94,496	1.29

INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Note: 1 Shareholder holding 20 shares has abstained from voting through remote e-voting facility

1 Shareholder holding 250 shares has abstained for 249 shares from voting through remote e-voting facility

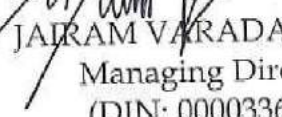
Note: Thus, the Special Resolution as given in Item No. 7 may be considered as passed with requisite majority.

Place : Coimbatore

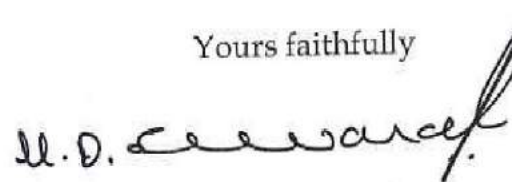
Date : 3rd August 2021

Based on the Scrutinizer's Report
Resolution Nos. 1 to 7 have been duly passed
with requisite majority

For ELGI EQUIPMENTS LIMITED


JAI RAM VARADARAJ
Managing Director
(DIN: 00003361)

Yours faithfully


M.D. SELVARAJ
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: F000960C000725871