



# Elgi Rubber Company Limited

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 CIN : L25119TZ2006PLC013144

## Postal Ballot Form (in lieu of E-voting)

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder/Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I/We hereby exercise my/our votes in respect of the resolutions to be passed through postal ballot for the business stated in the notice of the 8<sup>th</sup> Annual General Meeting to be held on 27<sup>th</sup> September, 2014 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box given below:

Resolu- tion Number	Resolution	No. of Shares held	Nature of Voting Please tick (✓) in appropriate box below	
			For	Against
<b>Ordinary Business</b>				
1.	Adoption of Balance Sheet, Statement of Profit & Loss, report of Board of Directors and Auditors for the year ended March 31, 2014. <i>(Ordinary Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of dividend on equity shares for the year ended March 31, 2014. <i>(Ordinary Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
3.	Appointment of Dr Jairam Varadaraj, who retires by rotation and being eligible, offers himself for re-appointment. <i>(Ordinary Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
4.	Appointment of M/s Reddy, Goud and Janardhan, Chartered Accountants as Statutory Auditors of the Company for a period of 3 years and fix their remuneration. <i>(Ordinary Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>				
5.	Appointment of Ms Vidyasankar Bhuvaneshwari as Independent Director. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Mr MD Selvaraj as Independent Director. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
7.	Appointment of Mr Suresh Jagannathan as Independent Director. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
8.	Appointment of Mr P Vijay Raghunath as Independent Director. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
9.	Authorisation to mortgage, hypothecate and/or to create charge on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
10.	Authorisation to borrow upto a limit of Rs.500 crores pursuant to Section 180(1)(c) of the Companies Act, 2013. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
11.	Authorisation to enter into related party transaction with M/s.Treadsdirect Limited, the Wholly-Owned Subsidiary, pursuant to Section 188 of the Companies Act, 2013. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>
12.	Alteration of Articles of Association. <i>(Special Resolution)</i>		<input type="checkbox"/>	<input type="checkbox"/>

Note : Last date for receipt of Postal Ballot Form by Scrutinizer is 23rd September, 2014 - 17.00 Hrs.

Place :

Date :

Signature of share holder  
(Refer instruction No.4. over leaf)

(PTO)

### **Instructions**

1. In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided as per Clause 35B of the Listing Agreement.
2. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutiniser as per Instruction No.6 below at the address of Mr. C.N. Paramasivam, Practicing Company Secretary, 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
4. The Postal Ballot Form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
5. Where the Postal Ballot Form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorizations to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. Duly completed postal ballot forms should reach the Scrutiniser not later than 17:00 hrs on 23<sup>rd</sup> September, 2014. Any Postal Ballot Form received after this time and date will be treated as if the reply from the member has not been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the time and date specified at Instruction No.6 above.
8. Voting rights will be reckoned on the paid up value of shares registered in the name of the members on 22<sup>nd</sup> August, 2014 which is the cut-off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutiniser and any extra paper found in such envelope would be destroyed by the Scrutiniser.
10. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
11. A member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutiniser's decision on the validity of a postal ballot forms will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
14. The date of AGM will be the deemed date of passing resolution(s) through e-voting/postal ballot.
15. The right of vote under e-voting and postal ballot shall not be exercisable by a proxy.