



Elgi Rubber Company Limited

2000 Trichy Road • Coimbatore 641 005 • India • CIN : L25119TZ2006PLC013144
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Declaration of results of the voting on resolution(s) set out in the Notice of the 11th Annual General Meeting of the Company held on 26th August, 2017

The 11th Annual General Meeting of the Company was held on Saturday the 26th day of August, 2017 at 11:30 A:M at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 20th May, 2017.

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, the Company has provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 11th Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr. R Jayachandran, FCA., ACS., Partner of M/s.RJC Associates, Chartered Accountants, Coimbatore, as the Scrutinizer to conduct the voting in a fair and transparent manner.

The Scrutinizer has submitted his Combined Report on remote e-voting process and voting through poll dated 27th August, 2017, which has been attached hereto.

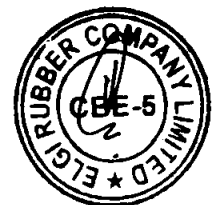
Accordingly, based on the report of the Scrutinizer dated 27th August, 2017, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 20th May, 2017, as detailed herein below, have been unanimously passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	3,37,28,778	--
(b) Less: Invalid Ballot Forms / Abstained	4	132	--
(c) Net Valid Ballot Forms / E-Votes	61	3,37,28,646	100.00
- Assent	61	3,37,28,646	100.00
- Dissent	NIL	0	0.00

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



Item No.2 – Ordinary Resolution

Declaration of Dividend of 0.13 paisa (13%) per equity share of Re.1/- each for the financial year ended 31st March, 2017.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	3,37,28,778	--
(b) Less: Invalid Ballot Forms / Abstained	4	132	--
(c) Net Valid Ballot Forms / E-Votes	61	3,37,28,646	100.00
- Assent	61	3,37,28,646	100.00
- Dissent	NIL	0	0.00

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

Item No.3 – Ordinary Resolution

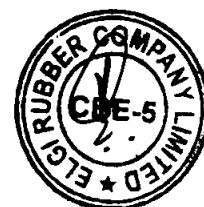
Re-appointment of Sri. Sudarsan Varadaraj (DIN: 00133533) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	3,37,28,778	--
(b) Less: Invalid Ballot Forms / Abstained	4	132	--
(c) Net Valid Ballot Forms / E-Votes	61	3,37,28,646	100.00
- Assent	61	3,37,28,646	100.00
- Dissent	NIL	0	0.00

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

Item No.4 – Ordinary Resolution

Appointment of M/s. MS Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants, Coimbatore, as statutory auditors of the Company in the place of the retiring auditors, M/s. Reddy, Goud & Janardhan, Chartered Accountants, for a period of five years.



Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	3,37,28,778	--
(b) Less: Invalid Ballot Forms / Abstained	4	132	--
(c) Net Valid Ballot Forms / E-Votes	61	3,37,28,646	100.00
- Assent	61	3,37,28,646	100.00
- Dissent	NIL	0	0.00

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


Item No.5 – Ordinary Resolution

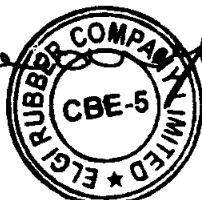
Ratification of the appointment of and the payment of remuneration to M/s. P Mohan Kumar & Co., Cost Accountants (Firm Registration No.100490), Cost Auditor of the Company for the financial year 2017-18.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	3,37,28,778	--
(b) Less: Invalid Ballot Forms / Abstained	4	132	--
(c) Net Valid Ballot Forms / E-Votes	61	3,37,28,646	100.00
- Assent	61	3,37,28,646	100.00
- Dissent	NIL	0	0.00

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

FOR ELGI RUBBER COMPANY LIMITED

M. D. Selvaraj

M D SELVARAJ
DIN: 00001608
DIRECTOR



Date : 28th August, 2017
Place : Coimbatore

RJC ASSOCIATES

Chartered Accountants

R. Jayachandran FCA ACS
M. Prabhakar FCA
PARTNERS

Flat F-1, 'B' Block
Aditya Apartments, 1152, Trichy Road
COIMBATORE - 641 045. Ph : 2313577, 2316544
E-mail : rjcasso@hotmail.com,
rjayachandranfca@gmail.com

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

11th Annual General Meeting of the Equity Shareholders of
M/s. ELGI RUBBER COMPANY LIMITED
(CIN: L25119TZ2006PLC013144)

Held on Saturday the 26th day of August, 2017 at 11:30 AM at
"Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge,
Coimbatore - 641045, Tamil Nadu, India

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 11th Annual General Meeting of M/s. Elgi Rubber
Company Limited held on 26th August, 2017

I, R Jayachandran, FCA., ACS., Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore, have been appointed by the Board of Directors of M/s. **ELGI RUBBER COMPANY LIMITED** ("the Company") as the Scrutinizer for the remote e-voting process held between Wednesday the 23rd day of August, 2017 at 9:00 A:M and ended on Friday the 25th day of August, 2017 at 5:00 P:M and for the poll taken at the 11th Annual General Meeting of the Company held on Saturday the 26th day of August, 2017 at 11:30 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India, on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 11th Annual General Meeting dated 20th May, 2017.



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 11th Annual General Meeting dated 20th May, 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 11th 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(s).1 to 5 in the Notice convening the 11th 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 11th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 27th August, 2017 on the remote e-voting process and also a separate Scrutinizer's Report dated 27th August, 2017 in the prescribed Form No.MGT-13 on the Poll taken at the 11th 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 Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017 together with 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 valid votes cast
E-Voting	38	3,37,23,581	100.00
Poll	23	5,065	100.00
Total Voting	61	3,37,28,646	100.00

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	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	132
Total Voting	4	132



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of Dividend of 0.13 paise (13%) per equity share of Re.1/- each for the financial year ended 31st March, 2017.

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	38	3,37,23,581	100.00
Poll	23	5,065	100.00
Total Voting	61	3,37,28,646	100.00

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	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	132
Total Voting	4	132



Ordinary Business

Resolution No: 3

Ordinary resolution

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

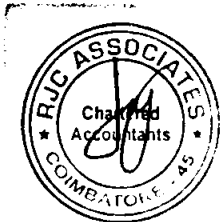
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	38	3,37,23,581	100.00
Poll	23	5,065	100.00
Total Voting	61	3,37,28,646	100.00

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	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	132
Total Voting	4	132



Ordinary Business

Resolution No: 4

Ordinary resolution

Appointment of M/s. MS Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants, Coimbatore, as statutory auditors of the Company in the place of the retiring auditors, M/s. Reddy, Goud & Janardhan, Chartered Accountants, for a period of five years.

VOTES CAST IN FAVOUR OF THE RESOLUTION

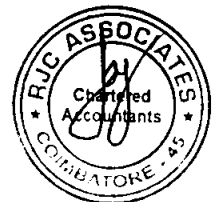
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	38	3,37,23,581	100.00
Poll	23	5,065	100.00
Total Voting	61	3,37,28,646	100.00

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	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	132
Total Voting	4	132



Special Business

Resolution No: 5

Ordinary resolution

Ratification of the appointment of and the payment of remuneration to M/s. P Mohan Kumar & Co., Cost Accountants (Firm Registration No.100490), Cost Auditor of the Company for the financial year 2017-18.

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	38	3,37,23,581	100.00
Poll	23	5,065	100.00
Total Voting	61	3,37,28,646	100.00

VOTES CAST AGAINST THE RESOLUTION

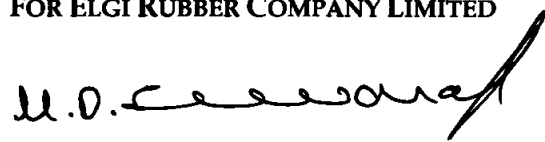
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	132
Total Voting	4	132

Based on the Scrutinizer's Report Resolution(s) No(s).1 to 5 have been unanimously passed

FOR ELGI RUBBER COMPANY LIMITED

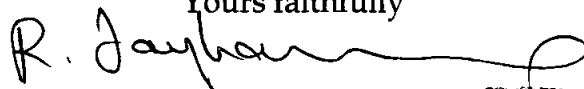


M D SELVARAJ (DIN: 00001608)
DIRECTOR

Place : Coimbatore

Date : 27th August, 2017

Yours faithfully



R. JAYACHANDRAN, FCA., ACS.,
MEMBERSHIP NO.021848
PARTNER, RJC ASSOCIATES
CHARTERED ACCOUNTANTS
F-1, B BLOCK, ADITYA APARTMENTS,
1152, TRICHY ROAD, COIMBATORE-641045

