



Elgi Rubber Company Limited

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Declaration of results of the voting on resolution(s) set out in the Notice of the 12th Annual General Meeting of the Company held on 09th August, 2018

The 12th Annual General Meeting of the Company was held on Thursday the 09th day of August, 2018 at 11:00 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 June, 2018.

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 had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 12th 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 10th August, 2018, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 10th August, 2018, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 20th June, 2018, as detailed herein below, have been duly 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, 2018 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	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	40	3,32,01,769	100.00
- Dissent	NIL	0	0.00

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



Item No.2 – Ordinary Resolution

Re-appointment of Jairam Varadaraj (DIN: 00058056) 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	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	39	3,31,99,809	99.99
- Dissent	1	1,960	0.01

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.3 – Ordinary Resolution

Approval for continuation of M/s. MS Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants, as Statutory Auditors of the Company without ratification in subsequent years and to authorize the Board of Directors to fix their remuneration.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	39	3,31,99,809	99.99
- Dissent	1	1,960	0.01

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.



Item No.4 – 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 2018-19.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	39	3,31,99,809	99.99
- Dissent	1	1,960	0.01

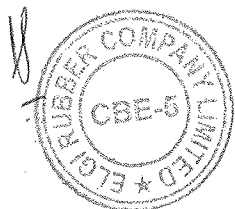
Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.5 – Special Resolution

Approval for alteration of Main Object Clause of Memorandum of Association of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	39	3,31,99,809	99.99
- Dissent	1	1,960	0.01

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.



Item No.6 – Special Resolution

Adoption of new set of Articles of Association of the Company in line with the Companies Act, 2013.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	41	3,32,01,794	--
(b) Less: Invalid Ballot Forms / Abstained	1	25	--
(c) Net Valid Ballot Forms / E-Votes	40	3,32,01,769	100.00
- Assent	39	3,31,99,809	99.99
- Dissent	1	1,960	0.01

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

For Elgi Rubber Company Limited



Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director

Date : 10th August, 2018

Place : Coimbatore