

SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT

(IN LIEU OF E-VOTING AT THE AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement)

To

The Chairman

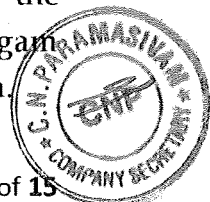
8th Annual General Meeting of the Equity Shareholders of
M/s.ELGI RUBBER COMPANY LIMITED
(L25119TZ2006PLC013144)

To be held on Saturday the 27th day of September, 2014 at 10.00 AM at
"Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road,
South of Railway Bridge,
Coimbatore - 641045, Tamil Nadu, India.

Dear Sir,

Sub: Scrutinizer's Report on the e-voting process and the Postal Ballot process (in lieu of e-voting at the AGM), for the shareholders who do not have access to e-voting, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement - Reg...

I, C N PARAMASIVAM, Company Secretary in Practice, Coimbatore, have been appointed by the Board of Directors of M/s.ELGI RUBBER COMPANY LIMITED ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and the Postal Ballot process carried out 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 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice convening the 8th Annual General Meeting (AGM) of the Company to be held on Saturday the 27th day of September, 2014 at 10.00 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India.



Responsibility of the Management

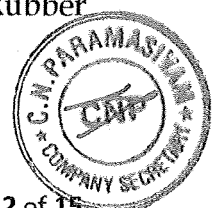
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 8th Annual General Meeting dated 31st July, 2014.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot process (in lieu of e-voting at the AGM) at the 8th Annual General Meeting, is restricted to the preparation of the Scrutinizer's Report of the votes cast "in Favour" or "Against" the Resolution(s) set out in the Notice convening the 8th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received up to 23rd September, 2014.

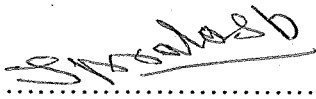
Further in addition to the above, I submit my Report as under:

- The Notice dated 31st July, 2014 convening the 8th Annual General Meeting (AGM) of the Company along with the Statement setting out the material facts under Section 102 of the Companies Act, 2013 together with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 27th September, 2014.
- The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided to the shareholders, who do not have access to e-voting, to send their voting in writing on a Postal Ballot Form (in lieu of e-voting at the AGM) in terms of Clause 35B of the Listing Agreement entered into The National Stock Exchange of India Ltd (NSE), Mumbai.
- The shareholders of the Company holding shares as on the "cut-off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 12 in the Notice of the 8th Annual General Meeting of M/s.Elgi Rubber Company Limited.



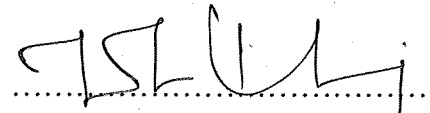
- The voting period for e-voting commenced on Sunday, the 21st September, 2014 at 09:00 am and ended on Tuesday, the 23rd September, 2014 at 05:00 pm. The Postal Ballot form(s) received upto 5.00 pm on 23rd September, 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes casted through e-voting, on 23rd September, 2014 at 05.17 pm in the presence of Mr.Jayaprakash C (the undersigned as Witness No.1) and Mr.A.John Manoj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

Witness No.1


.....

Name: Mr.Jayaprakash C

Witness No.2


.....

Name: Mr.A.John Manoj

I now hereby submit my Consolidated Report on the Result of the E-voting process together with that of the Postal ballot process (in lieu of e-voting at the AGM) in respect of the said Resolution(s), as under:



ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

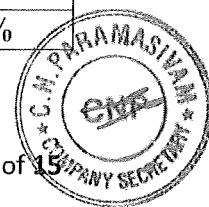
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.2

ORDINARY RESOLUTION:

To declare a dividend for the year ended 31st March 2014.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	71	89,279	97.43%
Total Voting	88	3,13,94,415	99.99%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	2,359	2.57%
Total Voting	2	2,359	0.01%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.3

ORDINARY RESOLUTION:

To appoint a Director in the place of Dr.Jairam Varadaraj (holding DIN: 00058056), who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.4

ORDINARY RESOLUTION:

To re-appoint M/s.Reddy, Goud & Janardhan (having Firm Registration No.003254S), Chartered Accountants, Bangalore as Statutory Auditors of the Company for a period of 3 years and to fix their remuneration.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%

SPECIAL BUSINESS:

Item No.5

SPECIAL RESOLUTION:

To appoint Ms.Vidyasankar Bhuvaneshwari (holding DIN: 01628512) as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	72	91,498	99.85%
Total Voting	89	3,13,96,634	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	140	0.15%
Total Voting	1	140	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%

Item No.6

SPECIAL RESOLUTION:

To appoint Mr.M D Selvaraj (holding DIN: 00001608) as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%

Item No.7

SPECIAL RESOLUTION:

To appoint Mr.Suresh Jagannathan (holding DIN: 00011326) as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.8

SPECIAL RESOLUTION:

To appoint Mr.P.Vijay Raghunath (holding DIN: 00002963) as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%

Item No.9

SPECIAL RESOLUTION:

To authorise Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013 to mortgage, hypothecate and/or to create charge on the assets of the Company.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

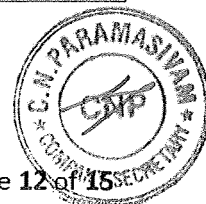
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	71	91,113	99.43%
Total Voting	88	3,13,96,249	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	525	0.57%
Total Voting	2	525	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.10

SPECIAL RESOLUTION:

To authorise Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.500 crores.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.11

SPECIAL RESOLUTION:

To authorise Board of Directors for entering into related party transactions with M/s.Treadsdirect Limited, the Wholly-Owned Subsidiary, pursuant to Section 188 of the Companies Act, 2013.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	72	91,498	99.85%
Total Voting	89	3,13,96,634	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	140	0.15%
Total Voting	1	140	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%



Item No.12

Special Resolution:

To amend the Articles of Association by altering the existing Article 39 and inserting new Article 39A after the existing Article 39.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	17	3,13,05,136	100.00%
Postal ballot (in lieu of e-voting at the AGM)	73	91,638	100.00%
Total Voting	90	3,13,96,774	100.00%


VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	4	6,476	6.60%
Total Voting	4	6,476	0.02%

Date : 25th September 2014
Place : Coimbatore


C.N. PARAMASIVAM B.Com ACA FCS
COMPANY SECRETARY
FCS : 4654 CP : 3687
35, Mayflower Avenue, Sowripalayam Road,
COIMBATORE - 641 028.