

Elgi Rubber Company Limited

2000 Trichy Road • Coimbatore 641 005 • India • CIN : L25119TZ2006PLC013144
+91 (422) 232 1000 • info@in.elgirubber.com • www.elgirubber.com

29.09.2014

To

The National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051.

Dear Sir,

Sub: Submission of details regarding the voting results of the 8th Annual General Meeting of the Members of the Company held on 27th September, 2014-Reg...

Ref: Clause 35A of the Listing Agreement

This is to inform you that the 8th Annual General Meeting of the Members of the Company was held on Saturday, the 27th September, 2014 at 10.00 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore-641045, Tamil Nadu, India, to transact the business mentioned in the Notice convening the 8th Annual General Meeting dated 31st July, 2014.

As required by the provisions of the 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, the Company has provided to its members the facility to exercise their voting rights through electronic means and through postal ballot for the members who do not have access to e-voting facility, on all the proposals contained in the Notice convening the 8th Annual General Meeting dated 31st July, 2014. The e-voting began on Sunday, the 21st September, 2014 at 09:00 am and ended on Tuesday, the 23rd September, 2014 at 05:00 pm and the postal ballot forms were received upto 05.00 pm on 23rd September, 2014.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, the Resolution(s) indicated below were declared as duly passed by requisite majority by means of e-voting and through postal ballot process.

The details regarding the voting results of the 8th Annual General Meeting, held on 27th September, 2014, in the format prescribed under the Clause 35A of the Listing Agreement are as given herein under:

1.	Date of the 8 th Annual General Meeting	27-Sep-2014
2.	Total number of shareholders on record date	11,454
3.	Number of Shareholders present in the meeting, either in person or through proxy:-	

	- Promoters and Promoter Group	: 4
	- Public	: 33
	Number of Members who participated by means of e-voting process	: 17
	Number of Members who participated by means of Postal Ballot	: 77
4.	Number of Shareholders attended the meeting through video conferencing:-	: NOT ARRANGED
	- Promoters and Promoter Group	: --
	- Public	: --

	Details of the Agenda	Resolution Required	Mode of Voting
1.	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.	Ordinary Resolution	E-Voting & Postal Ballot
2.	To declare a dividend for the year ended 31st March 2014.	Ordinary Resolution	E-Voting & Postal Ballot
3.	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.	Ordinary Resolution	E-Voting & Postal Ballot
4.	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.	Ordinary Resolution	E-Voting & Postal Ballot
5.	To appoint Ms.VidyaSankar Bhuvanewari (holding DIN:01628512) as Independent Director of the Company for a period of 5 consecutive years from 27 th September, 2014 to 26 th September, 2019.	Special Resolution	E-Voting & Postal Ballot
6.	To appoint Mr.M D Selvaraj (holding DIN:00001608) as Independent Director of the Company for a period of 5 consecutive years from 27 th September, 2014 to 26 th September, 2019.	Special Resolution	E-Voting & Postal Ballot
7.	To appoint Mr.Suresh Jagannathan (holding DIN:00011326) as Independent Director of the Company for a period of 5 consecutive years from 27 th September, 2014 to 26 th September, 2019.	Special Resolution	E-Voting & Postal Ballot
8.	To appoint Mr.P.Vijay Raghunath (holding DIN:00002963) as Independent Director of the Company for a period of 5 consecutive years from 27 th September, 2014 to 26 th September, 2019.	Special Resolution	E-Voting & Postal Ballot

	Details of the Agenda	Resolution Required	Mode of Voting
9.	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.	Special Resolution	E-Voting & Postal Ballot
10.	To authorise Board of Directors pursuant to Section 180(1) (c) of the Companies Act, 2013 to borrow upto Rs.500 crores.	Special Resolution	E-Voting & Postal Ballot
11.	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.	Special Resolution	E-Voting & Postal Ballot
12.	To amend the Articles of Association by altering the existing Article 39 and inserting new Article 39A after the existing Article 39.	Special Resolution	E-Voting & Postal Ballot

Further, the details of votes casted through electronic means and by means of postal ballot forms are as given herein below;

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/ (2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutiona l holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as an **Ordinary Resolution**.

Item No.2 (Ordinary Resolution):

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

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutiona l holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	91,799	2,359	97.49%	2.51%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,94,415	2,359	99.99%	0.01%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as an **Ordinary Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as an **Ordinary Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as an **Ordinary Resolution**.

Item No.5 (Special Resolution):

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

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,018	140	99.85%	0.15%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,634	140	100.00%	Negligible

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/ (2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	93,633	525	99.44%	0.56%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,249	525	100.00%	Negligible

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%

Public-Others	1,61,67,247	94,158	0.58%	94,018	140	99.85%	0.15%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,634	140	100.00%	Negligible

Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

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.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstandi ng Shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/ (1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	3,13,05,367	3,13,02,616	99.99%	3,13,02,616	0	100.00%	0.00%
Public- Institutional holders	25,77,386	0	0.00%	0	0	0.00%	0.00%
Public- Others	1,61,67,247	94,158	0.58%	94,158	0	100.00%	0.00%
Total	5,00,50,000	3,13,96,774	62.73%	3,13,96,774	0	100.00%	0.00%


Based on the Scrutinizer's Report dated 25th September, 2014, the Chairman declared that the above Resolution has been passed as a **Special Resolution**.

Kindly take on record the above as sufficient compliance with Clause 35A of the Listing Agreement.

Thanking You,

Yours faithfully,

For Elgi Rubber Company Limited


C Shankar
Company Secretary