



Elgi Rubber Company Limited

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

ERCL/ SEC /2015-16/ Sept – 08

26th September 2015

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051

Dear Sir,

Sub: Submission of details regarding the voting results for Postal Ballot and remote e-voting
Ref: Clause 35A of the Listing Agreement with National Stock Exchange of India Limited

The Board of Directors had sought approval of the Public Shareholders of the Company by postal ballot and remote e-voting pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, and SEBI Circular No.CIR/CFD/DIL/5/2013 dated 04.02.2013 and SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21.05.2013 in respect of the Ordinary Resolution as set out in the Postal ballot Notice dated 20th August, 2015.

The Board of Directors had appointed R. Jayachandran, FCA, ACS, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore, as "Scrutinizer" for conducting the Postal Ballot and e-voting process. The Postal ballot & remote e-voting was conducted between Wednesday, 26th August, 2015 at 09:00 Hours and Thursday, 24th September 2015 at 17:00 Hours and the results of Postal Ballot & remote e-voting were declared on Friday, 25th September 2015 at 17:00 Hours at the Registered office of the Company. The report of the scrutinizer is attached herewith for your reference.

Details of voting result in the specified format pursuant to Clause 35A of the listing agreement are given below:

1.	Date of Declaration of the result	25 th September, 2015
2.	Total number of shareholders on cut-off date i.e. 21.08.2015	11152
3.	Number of shareholders present in the meeting in person or through proxy -Promoter or Promoter Group -Public	Not Applicable
4.	Number of shareholders who participated in remote e-voting	27



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	Number of shareholders who participated through Postal Ballot	175
5.	Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public	Not Applicable

Details of Agenda:

S. No.	Details of the Agenda	Resolution required	Mode of Voting
1.	Approval for amalgamation of Treadsdirect Limited and Parani Steels Private Limited (Wholly-owned Subsidiary Companies) with Elgi Rubber Company Limited through a court approved scheme of amalgamation in accordance with Section 391 to 394 of the Companies Act, 1956	Ordinary Resolution	Postal ballot & Remote e-voting

Further the following details of postal ballot and remote e-voting are given below:

Item No.1 Ordinary Resolution– Approval for amalgamation of Treadsdirect Limited and Parani Steels Private Limited (Wholly-owned Subsidiary Companies) with Elgi Rubber Company Limited through a court approved scheme of amalgamation in accordance with Section 391 to 394 of the Companies Act, 1956.

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding 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	3,13,54,253	-	-	-	-	-	-
Public - Institutional holders	25,27,288	0	0.00%	0	0	0.00%	0.00%
Public - Others	1,61,68,459	193672	1.20%	193208	464	99.76%	0.24%
Total	5,00,50,000	193672	0.39%	193208	464	99.76%	0.24%



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The above resolution was declared to have been passed as an **Ordinary Resolution** with requisite majority.

Thanking You,

Yours faithfully

For Elgi Rubber Company Limited


Company Secretary



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**DECLARATION OF RESULTS OF THE VOTING ON RESOLUTION SET OUT IN
THE NOTICE OF POSTAL BALLOT AND E-VOTING DATED 20TH AUGUST, 2015**

Pursuant to SEBI Circular No.CIR/CFD/DIL/5/2013 dated 04.02.2013 and SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21.05.2013 and Section 108 & 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (as amended), approval of the members was sought by Postal Ballot and remote e-voting for passing the resolution as set out in the Notice for Postal Ballot and e-voting dated 20th August, 2015.

The Board of Directors had appointed Mr. R. Jayachandran, FCA, ACS, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore, as scrutinizer to conduct the voting process in a fair and transparent manner.

The scrutinizer has submitted his combined report on postal ballot and remote e-voting which is attached hereto.

Based on the above mentioned Scrutinizer's Report dated 25th September 2015, the result of the postal ballot and remote e-voting on the following resolution is declared as under.

Item No.1 - Ordinary Resolution

Approval for amalgamation of Treadsdirect Limited and Parani Steels Private Limited (Wholly-owned Subsidiary Companies) with Elgi Rubber Company Limited through a court approved scheme of amalgamation in accordance with Section 391 to 394 of the Companies Act, 1956

Particulars	No. of Postal Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Postal Ballot Forms / E- Votes Received	202	2,78,49,321	Not Applicable
(b) Less: Invalid Votes	21	2,76,55,649	Not Applicable

RR



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Particulars	No. of Postal Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(c) Net Valid Postal Ballot Forms / E-Votes	181	1,93,672	100.00%
- Assent	176	1,93,208	99.76%
- Dissent	5	464	0.24%

Accordingly, the above Resolution has been carried as an Ordinary Resolution with requisite majority of public shareholders. Votes cast by the public shareholders in favour of the resolution are more than number of votes cast against it in accordance with Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 04.02.2013 and CIR/CFD/DIL/8/2013 dated 21.05.2013 issued by the Securities and Exchange Board of India.

Date: 25.09.2015
Place: Coimbatore

M.R.L. Narasimha
Chairman for the Court Convened Meeting

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,
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SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING

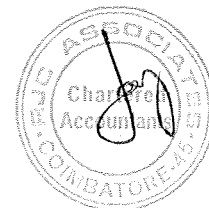
(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 - as amended and SEBI Circular No.CIR/CFD/DIL/5/2013 dated 04.02.2013 and SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21.05.2013

To
Mr. M. R. L. Narasimha,
The Chairman of the Court Convened Meeting of
ELGI RUBBER COMPANY LIMITED
(CIN: L25119TZ2006PLC013144)
2000 Trichy Road, Singanallur,
Coimbatore - 641005
Tamil Nadu

Dear Sir,

Sub: Scrutinizers Report on Postal ballot and remote e-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 - as amended and SEBI Circular No.CIR/CFD/DIL/5/2013 dated 04.02.2013 and SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21.05.2013

I, R. Jayachandran, FCA, ACS, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore, have been appointed by the Board of Directors of **ELGI RUBBER COMPANY LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the public shareholders in a fair and transparent manner and ascertaining the requisite majority on the Postal Ballot and remote e-voting carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and SEBI Circular No.CIR/CFD/DIL/5/2013 dated 04.02.2013 and SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21.05.2013 in respect of the Ordinary Resolution as set out in the Notice of Postal ballot and e-voting dated 20th August, 2015.



Responsibility of the Management

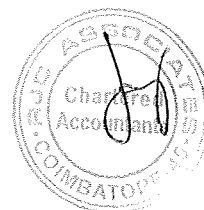
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot on the Resolution as set out in the Notice of Postal ballot and e-voting dated 20th August, 2015.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and for the e-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution set out in the Notice of Postal ballot and e-voting dated 20th August, 2015, 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 remote e-voting facilities and of the Postal Ballot forms received upto Thursday 24th September 2015.

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

- On 24th August 2015, the Company has, through its Registrar and Transfer agents viz., M/s. Link Intime India Private Limited, Coimbatore, completed the dispatch / sending of Notice of Postal ballot and e-voting dated 20th August, 2015 and the Postal Ballot Form along with postage prepaid business reply envelope by Registered Post to its public shareholders whose names appeared on the Register of Members / List of Beneficiaries as on 21st August, 2015.
- The public shareholders of the Company holding shares as on the "cut-off" date of 21st August, 2015 were entitled to vote on the proposed resolution as set out in item no. 1 of the Notice of Postal ballot and e-voting.
- The voting period for remote e-voting commenced on Wednesday, 26th August, 2015 at 09:00 Hours and ended on Thursday, 24th September 2015 at 17:00 Hours. The Postal Ballot forms received upto 17:00 Hours on Thursday, 24th September 2015 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes cast, on Thursday, 24th September 2015 after 17:00 Hours in the presence of Ms. Perna Maheshwari (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(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended.



Witness No.1

Prerna

.....
Name: Ms. Prerna Maheshwari

Witness No.2

A. John Manoj

.....
Name: Mr. A. John Manoj

- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution, as under:



SPECIAL BUSINESS:

Item No.1

ORDINARY RESOLUTION:

Approval for amalgamation of Treadsdirect Limited and Parani Steels Private Limited (Wholly-owned Subsidiary Companies) with Elgi Rubber Company Limited through a court approved scheme of amalgamation in accordance with Section 391 to 394 of the Companies Act, 1956.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Public Shareholders Voted through electronic means and Postal ballot	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	20	16,998	99.77%
Physical Postal ballot Form	156	1,76,210	99.76%
Total Voting	176	1,93,208	99.76%

VOTES CAST AGAINST THE RESOLUTION


Mode of Voting	Number of Public Shareholders Voted through electronic means and Postal ballot	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	1	40	0.23%
Physical Postal ballot Form	4	424	0.24%
Total Voting	5	464	0.24%

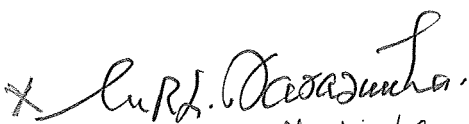
INVALID VOTES

Mode of Voting	Number of Shareholders whose Votes were declared invalid	Number of Votes Cast
E-voting	6	2,76,49,818*
Physical Postal ballot Form	15	5,831
Total Voting	21	2,76,55,649

* Includes promoters' votes considered invalid

Date: 25th September, 2015


R. Jayachandran FCA, ACS
Membership No. 021848
Partner, RJC Associates
Chartered Accountants
F-1, B Block, Aditya Apartments,
1152, Trichy Road, Coimbatore-641045


M. R. L. Narasimha
Chairman for the Board Convened Meeting.