

## 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 – 10

28<sup>th</sup> September 2015

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

### Declaration of results of the voting on resolutions set out in the Notice of the 9<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2015

The 9<sup>th</sup> Annual General Meeting of the Company was convened and held on Saturday the 26<sup>th</sup> day of September, 2015 at 10.45 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore-641 045, Tamil Nadu, India, to seek the approval of the members on the resolution(s) as set out in the Notice dated 30<sup>th</sup> July, 2015.

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 Clause 35B of the Listing Agreement, the Company had provided the members the remote e-voting facility and also the facility to exercise their voting rights through poll at the 9<sup>th</sup> Annual General Meeting on the below mentioned resolution(s) and accordingly, Mr. R Jayachandran, FCA, ACS, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore, has been appointed as the Scrutinizer to conduct the remote e-voting process and the poll process in a fair and transparent manner.

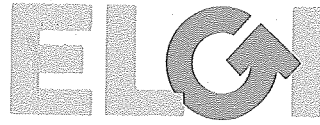
The Scrutinizer has submitted his Combined Report on the votes cast through remote e-voting process and through poll process, which has been attached hereto.

Based on the Scrutinizer's Combined Report dated 26<sup>th</sup> September, 2015, the Resolution No(s). 1 to 6 set out in the Notice dated 30<sup>th</sup> July 2015, as detailed below, has been passed by the shareholders with requisite majority.

#### Item No.1 (Ordinary Resolution):

Adoption of the Audited Annual Financial Statements of the Company along with the Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon.

| Particulars   | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|---|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll / Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                               | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                        | 30  | 2,76,46,665          | 100.00                    |



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| Particulars | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|-------------|---|----------------------|---------------------------|
| - Assent    | 30  | 2,76,46,665          | 100.00                    |
| - Dissent   | 0   | 0                    | 0.00                      |

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

### Item No.2 (Ordinary Resolution):

Declaration of dividend for the year ended 31st March, 2015.

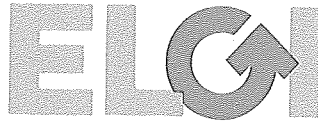
| Particulars   | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|---|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll / Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                               | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                        | 30  | 2,76,46,665          | 100.00                    |
| - Assent  | 30  | 2,76,46,665          | 100.00                    |
| - Dissent   | 0   | 0                    | 0.00                      |

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

### Item No.3 (Ordinary Resolution):

Re-appointment of Sudarsan Varadaraj (holding DIN: 00133533) as a Director who retires by rotation.

| Particulars   | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|---|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll / Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                               | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                        | 30  | 2,76,46,665          | 100.00                    |
| - Assent  | 30  | 2,76,46,665          | 100.00                    |



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| Particulars | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|-------------|---|----------------------|---------------------------|
| - Dissent   | 0   | 0                    | 0.00                      |

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

### Item No.4 (Ordinary Resolution)

Ratification of the appointment of M/s Reddy, Goud & Janardhan (having Firm Registration No.003254S), Chartered Accountants, Bangalore, as the Statutory Auditors for the financial year 2015-16 and to fix their remuneration.

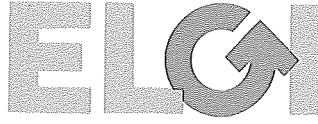
| Particulars  | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|--|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll/ Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                              | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                       | 30  | 2,76,46,665          | 100.00                    |
| - Assent   | 30  | 2,76,46,665          | 100.00                    |
| - Dissent  | 0   | 0                    | 0.00                      |

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

### Item No.5 (Ordinary Resolution)

Re-appointment of Sudarsan Varadaraj (holding DIN: 00133533) as the Chairman and Managing Director of the Company for further period of 5 years with effect from 01.01.2016.

| Particulars   | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|---|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll / Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                               | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                        | 30  | 2,76,46,665          | 100.00                    |
| - Assent  | 30  | 2,76,46,665          | 100.00                    |



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|           |   |   |      |
|-----------|---|---|------|
| - Dissent | 0 | 0 | 0.00 |
|-----------|---|---|------|

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

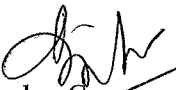
### Item No.6 (Ordinary Resolution)

Ratification of the appointment and the remuneration payable to M/s. P Mohan Kumar & Co., Cost Accountants.

| Particulars   | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage to valid votes |
|---|---|----------------------|---------------------------|
| (a) Total Votes cast through Poll / Remote E-Voting process | 35  | 2,76,47,606          | -NA-                      |
| (b) Less: Total Invalid Votes                               | 5   | 941                  | -NA-                      |
| (c) Net Valid Ballot Forms / E-Votes                        | 30  | 2,76,46,665          | 100.00                    |
| - Assent  | 30  | 2,76,46,665          | 100.00                    |
| - Dissent   | 0   | 0                    | 0.00                      |

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

For Elgi Rubber Company Limited

  
Shankar C  
Company Secretary

Date : 28<sup>th</sup> September, 2015

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

9<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. ELGI RUBBER COMPANY LIMITED**

(CIN: L25119TZ2006PLC013144)

Held on Saturday the 26<sup>th</sup> day of September, 2015 at 10.45 AM at

"Siruthuli", Noyyal Life Centre,

Sungam Bye Pass Road, South of Railway Bridge,

Coimbatore-641 045, Tamil Nadu, India.

Dear Sir,

**Sub: Passing of Resolution(s) through Remote E-Voting process and voting**  
**through Poll process conducted at the 9<sup>th</sup> Annual General Meeting of**  
**M/s.ELGI RUBBER COMPANY LIMITED held on 26<sup>th</sup> September, 2015...**

I, R Jayachandran, FCA, ACS, Partner, 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 a Scrutinizer for the remote e-voting process held between Wednesday the 23<sup>rd</sup> day of September, 2015 at 9.00 AM to Friday the 25<sup>th</sup> day of September, 2015 till 5.00 PM and for the Poll taken at the 9<sup>th</sup> Annual General Meeting of the Company held on Saturday the 26<sup>th</sup> day of September, 2015 at 10.45 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore-641 045, Tamil Nadu, India, on the Resolution No(s). 1 to 6 as set out in the Notice dated 30<sup>th</sup> July, 2015 convening the said meeting.



## **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 through poll process on the Resolution(s) as set out in the Notice convening the 9<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> July, 2015.

## **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the poll process conducted at the 9<sup>th</sup> Annual General Meeting, is restricted to make a Combined Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 9<sup>th</sup> 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 also at the time of poll at the 9<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 26<sup>th</sup> September, 2015 on the votes cast through remote e-voting process and a separate Scrutinizer's Report dated 26<sup>th</sup> September, 2015 in the prescribed Form No.MGT-13 on the Poll taken at the 9<sup>th</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Combined 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 Annual Financial Statements of the Company along with the Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>Mode of Voting</b> | <b>Number of Members Voted through electronic means and Poll</b> | <b>Number of votes cast</b> | <b>Percentage of Total Number of valid votes cast</b> |
|-----------------------|--|-----------------------------|---|
| E-Voting              | 17   | 2,76,43,881                 | 100.00  |
| Poll                  | 13   | 2,784                       | 100.00  |
| <b>Total Voting</b>   | <b>30</b>  | <b>2,76,46,665</b>          | <b>100.00</b>   |

**VOTES CAST AGAINST THE RESOLUTION**

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

**INVALID VOTES**

| <b>Mode of Voting</b> | <b>Number of Members whose votes were declared INVALID</b> | <b>Number of votes cast</b> |
|-----------------------|--|-----------------------------|
| E-voting              | 1  | 42                          |
| Poll                  | 4  | 899                         |
| <b>Total Voting</b>   | <b>5</b>   | <b>941</b>                  |



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend for the year ended 31st March, 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>Mode of Voting</b> | <b>Number of Members Voted through electronic means and Poll</b> | <b>Number of votes cast</b> | <b>Percentage of Total Number of valid votes cast</b> |
|-----------------------|--|-----------------------------|---|
| E-Voting              | 17   | 2,76,43,881                 | 100.00  |
| Poll                  | 13   | 2,784                       | 100.00  |
| <b>Total Voting</b>   | <b>30</b>  | <b>2,76,46,665</b>          | <b>100.00</b>   |

**VOTES CAST AGAINST THE RESOLUTION**

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

**INVALID VOTES**

| <b>Mode of Voting</b> | <b>Number of Members whose votes were declared INVALID</b> | <b>Number of votes cast</b> |
|-----------------------|--|-----------------------------|
| E-voting              | 1  | 42                          |
| Poll                  | 4  | 899                         |
| <b>Total Voting</b>   | <b>5</b>   | <b>941</b>                  |





Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Sudarsan Varadaraj (holding DIN: 00133533) as a Director, who retires 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            | 17  | 2,76,43,881          | 100.00   |
| Poll                | 13  | 2,784                | 100.00   |
| <b>Total Voting</b> | <b>30</b>   | <b>2,76,46,665</b>   | <b>100.00</b>                                  |

**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   |
| <b>Total Voting</b> | <b>0</b>  | <b>0</b>             | <b>0.00</b>                                    |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared INVALID | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | 1   | 42                   |
| Poll                | 4   | 899                  |
| <b>Total Voting</b> | <b>5</b>  | <b>941</b>           |



Ordinary Business

Resolution No: 4

Ordinary resolution

Ratification of the appointment of M/s. Reddy, Goud & Janardhan (having Firm Registration No.003254S), Chartered Accountants, Bangalore, as the Statutory Auditors for the financial year 2015-16 and to fix their remuneration.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

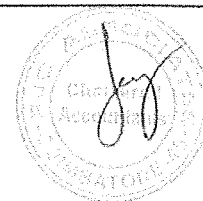
| Mode of Voting      | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage of Total Number of valid votes cast |
|---------------------|---|----------------------|--|
| E-Voting            | 17  | 2,76,43,881          | 100.00   |
| Poll                | 13  | 2,784                | 100.00   |
| <b>Total Voting</b> | <b>30</b>   | <b>2,76,46,665</b>   | <b>100.00</b>                                  |

**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   |
| <b>Total Voting</b> | <b>0</b>  | <b>0</b>             | <b>0.00</b>                                    |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared INVALID | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | 1   | 42                   |
| Poll                | 4   | 899                  |
| <b>Total Voting</b> | <b>5</b>  | <b>941</b>           |



Special Business

Resolution No: 5

Ordinary resolution

Re-appointment of Sudarsan Varadaraj (holding DIN: 00133533) as the Chairman and Managing Director of the Company for further period of 5 years with effect from 01.01.2016.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

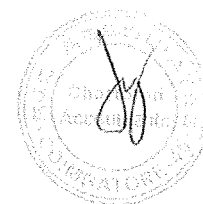
| Mode of Voting      | Number of Members Voted through electronic means and Poll | Number of votes cast | Percentage of Total Number of valid votes cast |
|---------------------|---|----------------------|--|
| E-Voting            | 17  | 2,76,43,881          | 100.00   |
| Poll                | 13  | 2,784                | 100.00   |
| <b>Total Voting</b> | <b>30</b>   | <b>2,76,46,665</b>   | <b>100.00</b>                                  |

**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   |
| <b>Total Voting</b> | <b>0</b>  | <b>0</b>             | <b>0.00</b>                                    |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared INVALID | Number of votes cast |
|---------------------|---|----------------------|
| E-voting            | 1   | 42                   |
| Poll                | 4   | 899                  |
| <b>Total Voting</b> | <b>5</b>  | <b>941</b>           |



Special Business

Resolution No: 6

Ordinary resolution

Ratification of the appointment and the remuneration payable to M/s. P Mohan Kumar & Co., Cost Accountants.

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       | 17  | 2,76,43,881          | 100.00   |
| Poll           | 13  | 2,784                | 100.00   |
| Total Voting   | 30  | 2,76,46,665          | 100.00   |

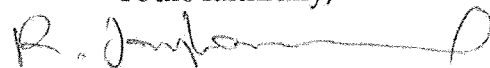
VOTES CAST AGAINST THE RESOLUTION

| 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       | 1   | 42                   |
| Poll           | 4   | 899                  |
| Total Voting   | 5   | 941                  |

Yours faithfully,



**R. Jayachandran, FCA, ACS**

**CA Membership No.021848**

**Partner, RJC Associates**

**Chartered Accountants**

**F-1, B Block, Aditya Apartments,  
1152, Trichy Road, Coimbatore-641 045**

Date : 26<sup>th</sup> September, 2015

Place : Coimbatore