

Notice of the 9th Annual General Meeting

NOTICE TO MEMBERS

NOTICE is hereby given that the 9th Annual General Meeting of the Shareholders of the Company will be held on Saturday the 26th September 2015 at 10:45 A.M at "Siruthuli", Noyyal Life Centre, Sungam Bye pass Road, South of Railway Bridge, Coimbatore - 641045, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the year ended 31st March, 2015.
3. To appoint a Director in the place of Sudarsan Varadaraj (holding DIN: 00133533) who retires by rotation and being eligible offers himself for re-appointment
4. To ratify the appointment of the Auditors and to fix their remuneration and in this regard pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139(1) & 142(1) of the Companies Act, 2013, the appointment of M/s Reddy, Goud & Janardhan (having Firm Registration No.003254S), Chartered Accountants, Bangalore, as the Statutory Auditors of Company for the financial year 2015-16 be and is hereby ratified, on such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors.

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association, Sudarsan Varadaraj (holding DIN: 00133533), be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 1st January, 2016 on the terms and conditions as setout below with liberty to the Board of Directors to increase, alter and vary the salary, commission and other terms in such manner, as the Board in its absolute discretion deems fit within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

1. Salary : Rs.500,000/- (Rupees Five lakhs only) per month
2. Commission: At the discretion of the board and the amount determined shall be subject to the limits laid down under section 197 & 198 of the Companies Act, 2013.
3. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund Gratuity Fund will not be included in the computation of the ceiling on remuneration. Gratuity payable shall not exceed 15 days salary for each completed year of service.
4. Provision of telephone and car for official use

RESOLVED FURTHER THAT in any financial year, during the currency of tenure of Sri. Sudarsan Varadaraj as Chairman and Managing Director, the Company has no profit or its profits are inadequate, the above remuneration shall be treated / payable as minimum remuneration as specified in Schedule V of the Companies Act, 2013 as amended

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. P. Mohan Kumar & Co, Cost Accountants, (Firm Regn No.100490) by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2015-16, on a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only) exclusive of Service Tax as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 5.

The Board of Directors of the Company at their meeting held on 30th July 2015 have re-appointed Sudarsan Varadaraj as Chairman and Managing Director of the Company for a further period of 5 years with effect from 1st January 2016 on such remuneration as recommended by the Nomination and Remuneration Committee. The details of Sudarsan Varadaraj as required to be disclosed in terms of clause 49 of the Listing Agreement and Secretarial Standards-2 (SS-2) on General Meetings is attached.

Sudarsan Varadaraj has been the Chairman and Managing Director of your Company for the past 5 years. He has rich and varied experience and has led the Company with his charismatic leadership and entrepreneurial ability. Considering the dedication and excellent work done by Sudarsan Varadaraj and his relentless pursuit in taking the Company to global heights during his tenure as Chairman and Managing Director, the Board of Directors have re-appointed him as Chairman and Managing Director of the Company for a further period of 5 years on the remuneration and perquisites as set out in Item No. 5 of the Notice. His re-appointment as Chairman and Managing Director of the Company would be greatly beneficial for the future growth of the Company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the re-appointment of Sudarsan Varadaraj Chairman and Managing Director shall be subject to the approval of the shareholders of the Company in the ensuing 9th Annual General Meeting. Hence the necessary resolution has been set out in Item No. 5 of the Notice for the approval of the members.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the members.

Except Sudarsan Varadaraj, being the appointee Director and Dr. Jairam Varadaraj being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No 6.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. P. Mohan Kumar & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, at a remuneration of 75,000/- plus service tax as applicable and reimbursement of conveyance at actuals, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board recommends the resolution set out in Item No. 6 of the Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Details of Director Seeking Re-appointment in terms of Clause 49(VIII)(E) of Listing Agreement) and Secretarial Standard-2 (SS-2) on General Meetings

Name	: Sudarsan Varadaraj	DIN	: 00133533
Date of Birth / Age	: 22.01.1958 / 57	Qualification	: B.E., M.S.,
Date of Induction on the Board	: 16.10.2006	Shareholding	: 2,23,72,014 (44.70%)
Experience	: Machine Building Rubber and allied Industry	Relationship	: He is relative of Dr. Jairam Varadaraj
List of Directorships	: 1. KLRF Limited 2. Elgi Ultra Industries Limited 3. Super Spinning Mills Limited 4. Elgi Equipments Limited 5. LRG Technologies Limited 6. Tyre Point Private Limited 7. Festo Controls Private Limited 8. Treadsdirect Limited 9. Parani Steels Private Limited	Remuneration sought to be paid	: Rs.60,00,000/- Per Annum
		Remuneration last drawn	: Rs. 40,32,000/- Per Annum

Other Committee Memberships:

Membership in	1) Elgi Rubber Company Limited	– Stakeholders Relationship Committee and Finance and Administrative Committee
	2) Super Spinning Mills Limited	– Audit Committee and Nomination & Remuneration Committee
	3) KLRF Limited	– Nomination & Remuneration Committee
Chairmanship in	1) KLRF Limited	– Audit Committee
Terms & Conditions of Re-appointment	The terms and conditions of re-appointment are stated in the agenda to the Notice of the 9 th Annual General Meeting of the Company as Item No. 5	
	Number of Meetings of the Board : 5 attended during the year	

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY ALONG WITH CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON, WILL BE SENT SEPARATELY

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.
5. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March 2015, if declared, at the ensuing Annual General Meeting is proposed to be paid on 05th October 2015
6. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September 2015 to 26th September 2015 (both days inclusive).
7. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/ RTA
9. As per the Green Initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
10. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Pursuant to Section 205A of the Companies Act, 1956 the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid Dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. According to the relevant provisions of the Companies Act, 1956, as amended, no claim shall lie against the said fund or the Company for the amount of unclaimed Dividend so transferred to the said Fund. Members who have not encashed the Dividend warrant(s) so far, since the financial year 2007-08, are requested to send their claim immediately to the Company / Registrar and Transfer Agent for issue of pay order / demand draft in lieu thereof.
12. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
13. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to M/s Link Intime India Private Limited, 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028.
15. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and Share

Transfer Agent of the Company M/s. Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, 2nd Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.

16. Electronic copy of the Annual Report for 2015, the Notice of the 9th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
17. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report 2014-15 will be available on the Company's website, www.elgirubber.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on any working day.
18. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the Dividend Warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion/change of bank details already printed on dividend warrants as per the information received from the concerned Depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
19. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members may file Nomination Forms in respect of their physical shareholdings. Any Member wishing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed Statutory Form. Should any assistance be desired, Members should get in touch with the Company's Registrar & Share Transfer Agent.
20. Members are requested to register / update their Email address in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with M/s. Link Intime India Private Limited.
21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. Voting through electronic means:
 - a) Pursuant to 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 Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - b) The Facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their vote through polling paper at the meeting.
 - c) The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:-

- i) The voting period begins on Wednesday, 23rd September 2015 at 9:00 AM and ends on Friday, 25th September 2015 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on Shareholders
- iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- v) Next enter the Image Verification as displayed and Click on Login
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- vii) If you are a first time user follow the steps given below:

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field

DOB

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format

Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- viii) After entering these details appropriately, click on "SUBMIT" tab
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant 'Elgi Rubber Company Limited' on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non - Individual Shareholders and Custodians
- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 19/09/2015.
- e) R Jayachandran, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- g) The Results shall be declared within 3 days of the conclusion of the 9th Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.elgirubber.com and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed

