

Notice of the 12th Annual General Meeting

NOTICE TO MEMBERS

NOTICE is hereby given that the 12th Annual General Meeting of the shareholders of the company will be held on Thursday, the 9th August 2018 at 11.00 AM 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 standalone and consolidated annual financial statements of the company including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended March 31, 2018, the Balance Sheet as at that date, along with consolidated financial statements for the financial year ended March 31, 2018 together with the reports of the board of directors and the auditors thereon
2. To appoint a director in the place of Jairam Varadaraj (holding DIN: 00058056) who retires by rotation and being eligible, offers himself for re-appointment
3. To ratify the appointment of the auditors and to fix their remuneration and in this regard pass, the following resolution as an **Ordinary Resolution**

RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on August 26, 2017 and in accordance with the amended Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactments or modifications thereof), the approval of the shareholders be and is hereby accorded to continue the appointment of M/s M.S.Jagannathan & Visvanathan (FRN 001209S), Chartered Accountants, as the Statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, till the conclusion of the 16th Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass 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 The 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 Registration No.100490) by the board of directors of the company to conduct the audit of cost records of the company for the financial year 2018-19, on a remuneration of Rs.75,000/- (Rupees seventy five thousand only) exclusive of taxes 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.

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013, the Main Object Clause III(A) of the Memorandum of Association of the Company be and is hereby amended in the following manner;

RESOLVED FURTHER THAT the following new Clauses III(A)(5) and III(A)(6) be inserted thereof immediately after the existing Clause III(A)(4) of the Memorandum of Association:

“5. To carry on the business of all or any kinds of agricultural, horticultural, dairy, marine and farm produces and products, developing substitute/alternative for natural rubber and rubber plantation, either on its own or through contract farming.”

“6. To carry on business of commodity trading (including commodity derivatives) by way of broking, trading and hedging and to act as brokers and traders in all commodities especially natural rubber and commodity derivatives, providers of service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things and to sign all such forms and returns and such other documents as may be necessary to give effect to the above resolution.

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof for the time being in force, the regulations contained in the new set of Articles of Association as placed on the Company's website at www.elgirubber.com are hereby approved and adopted as the Articles of Association of the Company, in place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4.

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, 2019, at a remuneration of Rs.75,000/- (Rupees seventy five thousand only), plus taxes 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 2018-19 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.4 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.4 of the Notice.

Item No 5.

Considering the expanding business operations of the Company, the Board of Directors, at their meeting held on June 20, 2018, has proposed amendment of the Object Clause (III)(A) of the Memorandum of Association of the Company in order to enable the Company to diversify its business operations.

Pursuant to Section 13(1) of the Companies Act, 2013, alteration of any provisions contained in the Memorandum of Association of the Company requires the approval of the members way of passing a special resolution. Hence, necessary Special Resolution, as set out in Item No.5, is being placed before the members for approval.

The Board of Directors recommends the Special Resolution as set out in Item No.5 of the Notice for the approval of the shareholders. Your Directors recommends passing the special resolution.

A copy of the draft Memorandum of Association of the Company is available on the website of the Company and can be viewed by the members through the website www.elgirubber.com. Both the existing and new set of Memorandum of Association of the Company are available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly, financially or otherwise, interested in the resolution set out at item no.5 except to the extent of their respective interest as shareholders of the Company.

Item No 6.

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors at their meeting held on June 20, 2018 has proposed, subject to the approval of members, to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommends the Special Resolution as set out in Item No.6 of the Notice for the approval of the shareholders.

A copy of the draft Articles of Association of the Company is available on the website of the Company and can be viewed by the members through the web-link www.elgirubber.com. Both the existing and new set of Articles of Association of the Company are available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly, financially or otherwise, interested in the resolution set out at item no.6 except to the extent of their respective interest as shareholders of the Company.

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 fortyeight 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.

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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings, in respect of the director seeking reappointment at the Annual General Meeting are furnished and forms part of the notice.
5. The register of members and share transfer books of the company will remain closed from August 3, 2018 to August 9, 2018 (both days inclusive).
6. 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.
7. **Change of Address:** 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/ registrar and transfer agent.
8. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the company/ registrar and transfer agent 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.
9. 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.
10. **Dividend of prior years:** Pursuant to Section 124 of the Companies Act, 2013, 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. The shareholders, whose unclaimed or unpaid amount has been transferred to the “Investor Education and Protection Fund (IEPF)”, may claim the same from IEPF authority by filing form IEPF-5 along with requisite documents. Members who have not encashed the dividend warrant(s) so far, since the financial year 2010-11, are requested to send their claim with a cancelled cheque containing name of the shareholder (for their Bank details) immediately to the company/ registrar and transfer agent for receiving the amounts through electronic channels such as RTGS/NEFT in lieu thereof.
11. 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.
12. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares. Members holding shares in physical form are further requested to note that in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018, the requests for effecting the transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository.
13. 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.

14. 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.
15. Electronic copy of the Annual Report for 2017-18, the notice of the 12th 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 participant(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 2017-18 is being sent in the permitted mode.
16. Members may also note that the notice of the 12th Annual General Meeting and the Annual Report 2017-18 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.
17. 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.
18. 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.
19. 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.
20. Members are requested to note that the venue of the 12th Annual General Meeting at “**Siruthuli**”, **Noyyal Life Centre, Sungam Bye pass road, South of Railway Bridge, Coimbatore - 641045**, and the route map containing the complete particulars of the venue is attached to this notice.

21. 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 Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LI IPL).
- 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 Monday, August 6, 2018 at 9:00 AM and ends on Wednesday, August 8, 2018 at 5:00 PM.
 - ii. 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 Thursday, August 2, 2018, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
 - iii. The shareholders should log on to the e-voting **website <https://instavote.linkintime.co.in>**
 - iv. Click on “Login” tab, available under ‘Shareholders’ section
 - v. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID,
 - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID,
 - c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

- vi) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

<p>PAN</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.</p>
<p>DOB / DOI</p> <p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
<p>Dividend Bank Details</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (v-c).</p>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- vii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the company, you choose to vote.
- viii) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e., Favour/Against as desired.
- Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- ix) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

- x) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
 - xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 - xii) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
- Xii) Note for Non-individual Shareholders and Custodians:**
- (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.
 - (b) They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
 - (c) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 - (d) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - (e) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us:- Tel : 022 – 49186000.
- xiii) 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 <https://instavote.linkintime.co.in> under help section or write an email to enotices@linkintime.co.in.
- 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 August 2, 2018.
 - 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 2 days of the conclusion of the 12th 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 LIPL and communicated to the Stock Exchanges where the company’s shares are listed.

**By and on behalf of the Board
For Elgi Rubber Company Limited**

**Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director**

Place : Coimbatore
Date : May 24, 2018

Details of director seeking re-appointment in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings

Name	: Jairam Varadaraj
DIN	: 00058056
Date of Birth / Age	: 08.04.1961 / 57 years
Date of Induction on the Board	: 06.01.2011
Relationship with other director	: Brother of Sudarsan Varadaraj, Chairman & Managing Director
Qualification	: MBA, PhD
Experience	: 30 years experience in automobile engineering industry
Shareholding	: 141,750 (0.28%)
List of Directorships held in other companies	: 1. Elgi Equipments Limited 2. Elgi Ultra Industries Limited 3. Thermax Limited 4. Precot Meridian Limited 5. Magna Electro Castings Limited 6. ATS Elgi Limited 7. Elgi Sauer Compressors Limited 8. Dark Horse Portfolio Investment Limited 9. Elgi Ultra Limited
Other Committee Memberships of the Board of other companies in which he is a Director:	
Membership in	: 1. Thermax Limited - Audit Committee, Nomination & Remuneration Committee and Strategic Business Development Committee 2. Elgi Equipments Limited - Stakeholders Relationship Committee 3. Precot Meridian Limited - Audit Committee, Nomination & Remuneration Committee 4. Magna Electro Castings Limited - Nomination & Remuneration Committee 5. Elgi Ultra Industries Limited - Audit Committee and Nomination & Remuneration Committee
Chairmanship in	: 1. Elgi Equipments Limited - Corporate Social Responsibility Committee 2. Elgi Ultra Industries Limited - Stakeholders Relationship Committee
Remuneration sought to be paid (per annum)	: Sitting fees only
Remuneration last drawn (per annum)	: ₹ 20,000/- paid as sitting fees
Terms & Conditions of Re-appointment	: Liable to retire by rotation
Number of Meetings of the Board attended during the year	: 2

**By and on behalf of the Board
For Elgi Rubber Company Limited**

**Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director**

Place : Coimbatore
Date : May 24, 2018



Google

Siruthuli Noyyal Life Centre



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