



Elgi Rubber Company Limited

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

10th August 2018

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

Dear Sir/Madam,

Sub: Proceedings of the 12th Annual General Meeting of the Company held on 9th August 2018

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 12th Annual General Meeting of the Company was duly held on Thursday the 09th day of August, 2018 at 11:00 A:M at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India.

Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director, chaired the 12th Annual General Meeting. Mr. S R Venkatachalam, Chief Financial Officer, informed the Chairman that 35 members are present in person and 1 member is present through proxies. Requisite quorum in accordance with Section 103 of the Companies Act, 2013 being present, the Chairman called the 12th Annual General Meeting to order and conducted the proceedings.

All the items of business as mentioned in the Annual General Meeting Notice dated 20th June, 2018 were discussed and based on the combined report of the Scrutinizer, all the resolutions were declared as duly passed by remote e-voting and through poll at the 12th Annual General Meeting.

1.	Detail of the Agenda:	Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed unanimously by means of Remote E-voting and votes cast through poll at the venue of AGM.
2.	Detail of the Agenda:	Re-appointment of Jairam Varadaraj (DIN: 00058056) as a Director on retirement by rotation.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by means of Remote E-voting and votes cast through poll at the venue of AGM.

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3	Detail of the Agenda:	Approval for continuation of M/s. MS Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants, as Statutory Auditors of the Company without ratification in subsequent years and to authorize the Board of Directors to fix their remuneration.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by means of Remote E-voting and votes cast through poll at the venue of AGM.
4	Detail of the Agenda:	Ratification of the appointment of and the payment of remuneration to M/s. P Mohan Kumar & Co., Cost Accountants (Firm Registration No.100490), Cost Auditors of the Company, for the financial year 2018-19.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by means of Remote E-voting and votes cast through poll at the venue of AGM.
5	Detail of the Agenda:	Approval for alteration of Main Object Clause of Memorandum of Association of the Company.
	Resolution Required:	Special Resolution.
	Mode of voting:	Passed with requisite majority by means of Remote E-voting and votes cast through poll at the venue of AGM.
6	Detail of the Agenda:	Adoption of new set of Articles of Association of the Company in line with the Companies Act, 2013.
	Resolution Required:	Special Resolution.
	Mode of voting:	Passed with requisite majority by means of Remote E-voting and votes cast through poll at the venue of AGM.

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 12th Annual General Meeting is also attached herewith.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For Elgi Rubber Company Limited

V Santhana Krishnan
Company Secretary

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

12th Annual General Meeting of the Equity Shareholders of

M/s. ELGI RUBBER COMPANY LIMITED

(CIN: L25119TZ2006PLC013144)

Held on Thursday the 09th day of August, 2018 at 11:00 AM at

"Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge,
Coimbatore - 641045, Tamil Nadu, India

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 12th Annual General Meeting of M/s. Elgi Rubber
Company Limited held on 09th August, 2018

I, R Jayachandran, FCA., ACS., Partner of 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 the Scrutinizer for the remote e-voting process held between Monday the 06th day of August, 2018 at 9:00 A:M and ended on Wednesday the 08th day of August, 2018 at 5:00 P:M and for the poll taken at the 12th Annual General Meeting of the Company held on Thursday the 09th day of August, 2018 at 11:00 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India, on the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the said 12th Annual General Meeting dated 20th June, 2018.



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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 12th Annual General Meeting dated 20th June, 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 12th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No(s).1 to 6 in the Notice convening the 12th Annual General Meeting, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 12th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 10th August, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 10th August, 2018 in the prescribed Form No.MGT-13 on the Poll taken at the 12th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated 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 Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

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	19	3,20,07,610	100.00
Poll	21	11,94,159	100.00
Total Voting	40	3,32,01,769	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	0	0
Poll	1	25
Total Voting	1	25



Ordinary Business

Resolution No: 2

Ordinary resolution

Re-appointment of Mr. Jairam Varadaraj (DIN: 00058056) as a Director on retirement 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	18	3,20,05,650	99.99
Poll	21	11,94,159	100.00
Total Voting	39	3,31,99,809	99.99

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	1	1,960	0.01
Poll	0	0	0.00
Total Voting	1	1,960	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	25
Total Voting	1	25



Ordinary Business

Resolution No: 3

Ordinary resolution

Approval for continuation of M/s. MS Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants, as Statutory Auditors of the Company without ratification in subsequent years and to authorize the Board of Directors 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	18	3,20,05,650	99.99
Poll	21	11,94,159	100.00
Total Voting	39	3,31,99,809	99.99

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	1	1,960	0.01
Poll	0	0	0.00
Total Voting	1	1,960	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	25
Total Voting	1	25



Special Business

Resolution No: 4

Ordinary resolution

Ratification of the appointment of and the payment of remuneration to M/s. P Mohan Kumar & Co., Cost Accountants (Firm Registration No.100490), Cost Auditor of the Company for the financial year 2018-19.

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	18	3,20,05,650	99.99
Poll	21	11,94,159	100.00
Total Voting	39	3,31,99,809	99.99

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	1	1,960	0.01
Poll	0	0	0.00
Total Voting	1	1,960	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	25
Total Voting	1	25



Special Business**Resolution No: 5****Special resolution**

Approval for alteration of Main Object Clause of Memorandum of Association of the Company.

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	18	3,20,05,650	99.99
Poll	21	11,94,159	100.00
Total Voting	39	3,31,99,809	99.99

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	1	1,960	0.01
Poll	0	0	0.00
Total Voting	1	1,960	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	25
Total Voting	1	25



Special Business**Resolution No: 6****Special resolution**

Adoption of new set of Articles of Association of the Company in line with the Companies Act, 2013.

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	18	3,20,05,650	99.99
Poll	21	11,94,159	100.00
Total Voting	39	3,31,99,809	99.99

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	1	1,960	0.01
Poll	0	0	0.00
Total Voting	1	1,960	0.01

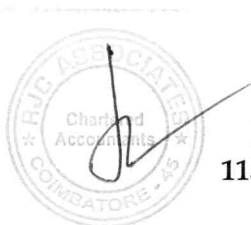
INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	25
Total Voting	1	25

*Based on the Scrutinizer's Report
Resolution(s) No(s).1 to 6 have been
unanimously passed*

For Elgi Rubber Company Limited


Sudarsan Varadaraj
Chairman & Managing Director



Yours faithfully


R. JAYACHANDRAN, FCA., ACS.,
MEMBERSHIP No.021848

PARTNER, RJC ASSOCIATES
CHARTERED ACCOUNTANTS
F-1, B BLOCK, ADITYA APARTMENTS,
1152, TRICHY ROAD, COIMBATORE-641045

Place : Coimbatore

Date : 10th August, 2018