



Elgi Rubber Company Limited

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29.09.2014

To
The Manager-Listing
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051.

Dear Sir,

**Sub: Proceedings of the 8th Annual General Meeting of the Members of the Company
held on 27th September, 2014-Reg...**

Ref: Clause 31(d) of the Listing Agreement

This is to inform you that the 8th Annual General Meeting of the Members of the Company was held on Saturday, the 27th September, 2014 at 10.00 AM at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore-641045, Tamil Nadu, India.

As required by the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided to its members the facility to exercise their voting rights through electronic means and through postal ballot for the members who do not have access to e-voting facility, on all the proposals contained in the Notice convening the 8th Annual General Meeting dated 31st July, 2014.

The requisite quorum, in accordance with the provisions of Section 103 of the Companies Act, 2013, was present at the 8th Annual General Meeting of the Company and all the Item(s) of business as set out in the Notice convening the 8th Annual General Meeting dated 31st July, 2014 have been transacted and based on the report of the Scrutinizer, the Resolution(s) mentioned herein under were declared as duly passed by requisite majority by means of e-voting and through postal ballot process.

ORDINARY BUSINESS:

1. Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon were received, considered and adopted.
2. Dividend of Re.0.37 per Equity Share of Re.1/- each was declared for the financial year ended 31st March, 2014.
3. Dr.Jairam Varadaraj (holding DIN: 00058056), who retired by rotation at the 8th Annual General Meeting, was re-appointed as Director of the Company.
4. M/s.Reddy, Goud & Janardhan (having Firm Registration No.003254S), Chartered Accountants, Bangalore were re-appointed as Statutory Auditors of the Company for a period of 3 years on such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS:

5. Ms.Vidyasankar Bhuvaneswari (holding DIN: 01628512) has been appointed as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.
6. Mr.M D Selvaraj (holding DIN: 00001608) has been appointed as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.
7. Mr.Suresh Jagannathan (holding DIN: 00011326) has been appointed as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.
8. Mr.P.Vijay Raghunath (holding DIN: 00002963) has been appointed as Independent Director of the Company for a period of 5 consecutive years from 27th September, 2014 to 26th September, 2019.
9. Approval of the members was granted pursuant to Section 180(1)(a) of the Companies Act, 2013 to mortgage, hypothecate and/or to create charge on the assets of the Company.
10. Approval of the members was granted for borrowing upto Rs.500 crores under Section 180(1)(c) of the Companies Act, 2013.
11. Approval of the members was granted for entering into related party transactions with M/s.Treadsdirect Limited, the Wholly-Owned Subsidiary, pursuant to Section 188 of the Companies Act, 2013.

12. Approval of the members was granted for the amendment of Articles of Association by altering the existing Article 39 and inserting new Article 39A after the existing Article 39.

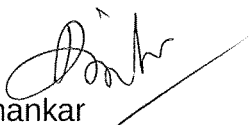
Kindly take note that the details regarding the voting results of the 8th Annual General Meeting of the Members of the Company held on 27th September, 2014 in the format prescribed under Clause 35A of the Listing Agreement together with the Scrutinizer's Report dated 25.09.2014 have been duly submitted on 29th September, 2014.

We would be pleased if you could take on record the above as sufficient compliance with Clause 31(d) of the Listing Agreement.

Thanking You,

Yours faithfully,

For ELGI RUBBER COMPANY LIMITED


C Shankar
Company Secretary