



Elgi Rubber Company Limited

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29.09.2014

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

Sub: Furnishing of ammendments of Article of Association.

Dear Sir/Madam

Pursuant to Clause 33 of the Listing Agreement, we are herewith enclosing the details of ammendments of Article of Association passed at the 8th Annual General Meeting of the Company held on 27th September, 2014.

Kindly acknowledge and take the same into records.

Thanking you,

Yours Sincerely

For Elgi Rubber Company Limited


C Shankar
GM Finance & Company Secretary

Encl: Details of Ammendments

DETAILS OF AMMENDMENTS OF ARTICLES OF ASSOCIATION APPROVED BY THE MEMBERS IN THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 27TH SEPTEMBER, 2014.

The existing Article 39 of the Articles of Association is substituted with the following new Article 39 in order to enable the office of Chairman, Managing Director, Joint Managing Director, Whole time Directors or Executive Director of the Company liable to retire by rotation at every Annual General Meeting

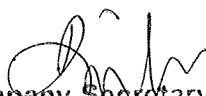
39. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013 or any modifications thereof, from time to time appoint one or more of their body to the office of Chairman, Vice Chairman, Managing Director, Joint Managing Director or Whole-time director for such period and on such terms as it thinks fit.

Such appointee, while holding such office, may be subject to retirement by rotation at the Annual General Meetings. The Board of Directors may entrust to and confer upon such Chairman, Vice Chairman, Managing Director, Joint Managing Director or Whole-time Director all or any of the powers exercisable by them, with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers, and subject to their superintendence, control and direction. The remuneration payable to such persons shall be mentioned by the Company in general meeting. The appointment and the remuneration of such persons shall also be subject to the approval of the Central Government in cases where, they are not covered by the exemption in Schedule V to or similar provisions of the Companies Act, 2013 as may be amended from time to time.

After the existing Article 39 the following new Article 39A is inserted thereof to enable the Board of Directors to appoint the same individual to hold and occupy both the postions of Chairman and Managing Director or Chief Executive Officer of the Company

39A. The Board of Directors shall have the power to appoint the same individual to hold and occupy both the positions of Chairman and Managing Director or Chief Executive Officer (CEO) of the Company.

For Elgi Rubber Company Limited


Company Secretary