



Elgi Rubber Company Limited

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

Declaration of results of the voting on resolution(s) set out in the Postal Ballot Notice dated 5th November, 2020

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020 and No.33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the consent of the Members of the Company was sought, for passing the Resolution(s) set out in the Postal Ballot Notice dated 5th November, 2020 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the Resolution(s) together with the statement setting out material facts concerning each of the Resolution(s) set out in the Notice was sent to all the Members through email, whose names appeared in the Register of Members / List of Beneficiaries as on 6th November, 2020 ("cut-off date") and in accordance with the aforesaid MCA circulars, the Company had provided the Members the facility to vote through remote electronic voting only. The last date for receipt of voting through electronic means was Friday, the 11th December, 2020, 05:00 PM. The Board of Directors at their meeting held on 5th November, 2020, had appointed R.Jeyachandran, FCA., ACS., Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his report on postal ballot (remote e-voting) and based on his report, it is hereby declared, that the Ordinary / Special Resolution(s) set out in the Postal Ballot Notice dated 5th November, 2020, have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 12th December, 2020 is attached hereto.

The details of the votes cast on the Resolution(s) passed through the Postal Ballot process are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Saturday 12 th December, 2020 at 03:00 PM
2.	Total number of Members as on cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	10,905 shareholders (as on 6 th November, 2020)
3.	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable



Item No.1 – Ordinary Resolution

Appointment of Harsha Varadaraj (DIN: 06856957) as Director of the Company.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	27	3,24,97,223	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	27	3,24,97,223	100.00
- Assent	25	3,24,97,152	100.00
- Dissent	2	71	Negligible

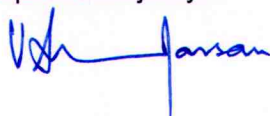
Accordingly, the above Resolution has been declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Special Resolution

Approval for the appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director of the Company for a period of 3 years with effect from 6th November, 2020 and the remuneration payable to him.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	27	3,24,97,223	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	27	3,24,97,223	100.00
- Assent	25	3,24,97,152	100.00
- Dissent	2	71	Negligible

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.



Item No.3 – Special Resolution

Approval to continue payment of remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	27	3,24,97,223	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	27	3,24,97,223	100.00
- Assent	25	3,24,97,112	100.00
- Dissent	2	111	Negligible

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

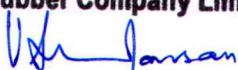
Item No.4 – Special Resolution

Approval for the payment of remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, for a period of 3 years with effect from 1st January, 2021 in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	27	3,24,97,223	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	27	3,24,97,223	100.00
- Assent	25	3,24,97,112	100.00
- Dissent	2	111	Negligible

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

For Elgi Rubber Company Limited



Sudarsan Varadaraj
Chairman & Managing Director



Date : 12.12.2020
Place : Coimbatore

RJC ASSOCIATES

Chartered Accountants

R. Jeyachandran FCA ACS
M. Prabhakar FCA
PARTNERS

Flat F-1, 'B' Block
Aditya Apartments, 1152, Trichy Road
COIMBATORE - 641 045. Ph : 2313577
E-mail : rjcasso@hotmail.com,
rjayachandranfca@gmail.com
GSTIN :33AAGFR0123B1Z2

SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE POSTAL BALLOT NOTICE DATED 5TH NOVEMBER, 2020

Date: 12th December, 2020

To
The Chairman and Managing Director,
M/s. ELGI RUBBER COMPANY LIMITED
(CIN: L25119TZ2006PLC013144)
2000, Trichy Road,
Coimbatore-641005,
Tamil Nadu, India

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA circulars issued thereunder

I, R Jeyachandran, 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 purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020 and No.33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Ordinary/Special Resolution(s) as set out in the Postal ballot Notice dated 5th November, 2020.



Report of Scrutinizer on Postal Ballot (Remote E-voting) by the Members of Elgi Rubber Company Limited

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 Postal Ballot and electronic means on the Resolution(s), as set out in the Postal Ballot Notice dated 5th November, 2020.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution(s), as set out in Item No.1 to 4 of the Postal Ballot Notice dated 5th November, 2020, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LI IPL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

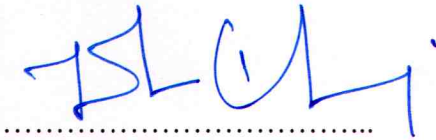
Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice dated 5th November, 2020 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Wednesday, 11th November, 2020 by Registrar & Share Transfer Agent (RTA) viz., Link Intime India Private Limited ("LI IPL") through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 6th November, 2020 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 6th November, 2020 were entitled to vote on the proposed resolutions as set out in Item No. 1 to 4 of the Postal Ballot Notice.
- The remote e-voting period remained open from Thursday, 12th November, 2020, 9:00 AM to Friday, 11th December, 2020, 5:00 PM. During the said period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 6th November, 2020 were entitled to vote on the resolutions set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of Link Intime India Private Limited (“LIPL”) was disabled on Friday, 11th December, 2020 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Friday, 11th December, 2020 at 5:05 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1



.....
Name: Mr. John Manoj A

Witness No.2



.....
Name: Mr. A Selten Jayaraj

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolutions, as under:



SPECIAL BUSINESS

Resolution No: 1

Ordinary resolution

Appointment of Harsha Varadaraj (DIN: 06856957) as Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
25	3,24,97,152	100.00

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
2	71	Negligible

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Ordinary Resolution as given in Item No.1 may be considered as passed with requisite majority.



SPECIAL BUSINESS

Resolution No: 2

Special resolution

Approval for the appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director of the Company for a period of 3 years with effect from 6th November, 2020 and the remuneration payable to him.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
25	3,24,97,152	100.00

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
2	71	Negligible

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No.2 may be considered as passed with requisite majority.



SPECIAL BUSINESS

Resolution No: 3

Special resolution

Approval to continue payment of remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
25	3,24,97,112	100.00

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
2	111	Negligible

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No.3 may be considered as passed with requisite majority.



SPECIAL BUSINESS

Resolution No: 4

Special resolution

Approval for the payment of remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, for a period of 3 years with effect from 1st January, 2021 in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
25	3,24,97,112	100.00

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
2	111	Negligible

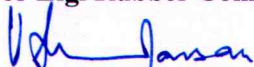
INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

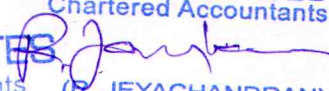
Note: Thus, the Special Resolution as given in Item No.4 may be considered as passed with requisite majority.

*Based on the Scrutinizer's Report
Resolution No. 1 to 4 has been passed
with requisite majority*

For Elgi Rubber Company Limited


Sudarsan Varadaraj
DIN: 00133533
Chairman and Managing Director

Yours faithfully,

For RJC ASSOCIATES
Chartered Accountants

RJC ASSOCIATES
Chartered Accountants (R. JEYACHANDRAN)
F-1, B - Block Partner. M.No. 21848
Aditya Apartments, 1152, Trichy Road,
Coimbatore - 641 045.

UDIN: 20021848AAAANH4944