



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 Notice of the 15th Annual General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 26th August, 2021

The 15th Annual General Meeting of the Company was held on Thursday, 26th August, 2021, at 10:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars"), to seek the approval of the members on the Resolution(s) as set out in the Notice dated 23rd July, 2021.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars and SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 15th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. R Jeyachandran, Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 15th Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 15th Annual General Meeting dated 26th August, 2021 which has been attached hereto.

Based on the consolidated report of the Scrutinizer dated 26th August, 2021, it is hereby declared that the Resolution(s) under Item No(s).1 to 4 set out in the Notice dated 23rd July, 2021, as detailed herein below, have been unanimously passed by the shareholders.



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Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	43	3,26,80,265	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	43	3,26,80,265	100.00
- Assent	43	3,26,80,265	100.00
- Dissent	0	0	0.00

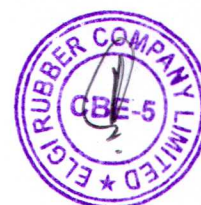
Accordingly, the above Resolution is declared as unanimously passed as an **Ordinary Resolution**.

Item No.2 – Ordinary Resolution

Re-appointment of Mr. Harsha Varadaraj (DIN: 06856957) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	43	3,26,80,265	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	43	3,26,80,265	100.00
- Assent	43	3,26,80,265	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution is declared as unanimously passed as an **Ordinary Resolution**.



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Item No.3 – Ordinary Resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (FRN 100490), Cost Auditor of the Company, for the financial year 2021-22.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	43	3,26,80,265	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	43	3,26,80,265	100.00
- Assent	43	3,26,80,265	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution is declared as unanimously passed as an **Ordinary Resolution**.

Item No.4 – Special Resolution

Approval to divest by way of sale, transfer or dispose of upto 100% of the shareholding in M/s. Rubber Resources B.V., The Netherlands, a Step-down Subsidiary, held by Elgi Rubber Company Holdings B.V., a Wholly-owned Subsidiary of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	43	3,26,80,265	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	43	3,26,80,265	100.00
- Assent	43	3,26,80,265	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution is declared as unanimously passed as a **Special Resolution**.

FOR ELGI RUBBER COMPANY LIMITED

Date : 27th August, 2021

Place : Coimbatore



M D SELVARAJ
DIN: 00001608
DIRECTOR



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

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE ANNUAL GENERAL MEETING

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 – as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
15th Annual General Meeting of the Equity Shareholders of
M/s. ELGI RUBBER COMPANY LIMITED
(CIN: L25119TZ2006PLC013144)
Held on Thursday, 26th August, 2021, at 10:00 AM (IST)
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting and e-voting conducted at the 15th
Annual General Meeting of M/s. Elgi Rubber Company Limited held on
26th August, 2021**

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 and the e-voting conducted at the 15th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 15th Annual General Meeting of the Company held on Thursday, 26th August, 2021, at 10:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars").



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 electronic means, on the resolution(s) as set out in the Notice convening the 15th Annual General Meeting dated 23rd July, 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 15th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 4 in the Notice convening the 15th Annual General Meeting of the Company dated 23rd July, 2021, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

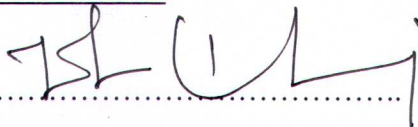
Further, in addition to the above, I submit my report as under

- a. The Notice dated 23rd July, 2021 convening the 15th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 15th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 15th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited ("LI IPL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Monday, the 23rd day of August, 2021 at 9:00 AM and ended on Wednesday, the 25th day of August 2021 at 5:00 PM. During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. 19th August 2021 were entitled to vote on the resolutions set out in the Notice of the 15th Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Wednesday, the 25th day of August 2021 at 05:00 PM.



- d. Upon the commencement of the 15th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 15th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote on the resolution(s) through remote e-voting, to cast their vote through e-voting facility at the said 15th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 10:32 AM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 26th day of August 2021 at 11:07 AM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Ms.Sindhuja S (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: Ms. Sindhuja S

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of M/s. Link Intime India Private Limited ("LI IPL").
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of M/s. Link Intime India Private Limited ("LI IPL"), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.4 in the Notice convening the 15th Annual General Meeting as under:



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 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	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	32	3,25,58,848	100.00
E-Voting at AGM	11	1,21,417	100.00
Total Voting	43	3,26,80,265	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

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



Ordinary Business

Resolution No: 2

Ordinary resolution

Re-appointment of Mr. Harsha Varadaraj (DIN: 06856957) as Director, who retires on rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	32	3,25,58,848	100.00
E-Voting at AGM	11	1,21,417	100.00
Total Voting	43	3,26,80,265	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as unanimously passed.



Special Business

Resolution No: 3

Ordinary resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (FRN 100490), Cost Auditor of the Company, for the financial year 2021-22.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	32	3,25,58,848	100.00
E-Voting at AGM	11	1,21,417	100.00
Total Voting	43	3,26,80,265	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as unanimously passed.



Special Business

Resolution No: 4

Special resolution

Approval to divest by way of sale, transfer or dispose of upto 100% of the shareholding in M/s. Rubber Resources B.V., The Netherlands, a Step-down Subsidiary, held by Elgi Rubber Company Holdings B.V., a Wholly-owned Subsidiary of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	32	3,25,58,848	100.00
E-Voting at AGM	11	1,21,417	100.00
Total Voting	43	3,26,80,265	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

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

Yours faithfully

Based on the Scrutinizer's Report, the Resolution Nos.1 to 4 have been unanimously passed

For Elgi Rubber Company Limited

Place : Coimbatore

Date : 26th August, 2021

DIN : 00001608

RJC ASSOCIATES
Chartered Accountants
F-1, B - Block
Aditya Apartments, 1152, Trichy Road,
Coimbatore - 641 045.

For **RJC ASSOCIATES**
Chartered Accountants

(R. JEYACHANDRAN)
Partner. M.No. 21848

UDIN: 21021848AAAAMP2569