



Elgi Rubber Company Limited

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

29th August 2020

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra East,
Mumbai - 400051

Dear Sir / Madam,

Sub: Submission of the copy of the combined Scrutinizer's Report in respect of the 14th Annual General Meeting of the Company held 28th August 2020

This is to inform that the 14th Annual General Meeting of the Company was duly held on Friday the 28th day of August, 2020 at 10:00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Based on the Combined Scrutinizer's Report dated 29th August, 2020, all the following resolution(s), as set out under Sl. No.1 to 6 in the Notice convening the 14th Annual General Meeting dated 25th June, 2020 were duly passed by the shareholders with requisite majority.

1. Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2. Confirmation of the interim dividend already paid as final dividend for the financial year 2019-20. (Ordinary Resolution)
3. Re-appointment of Jairam Varadaraj (holding DIN: 00003361) as Director, who retires on rotation. (Ordinary Resolution)
4. Re-appointment of Sudarsan Varadaraj (DIN: 00133533) as Chairman & Managing Director for a period of 3 years with effect from 1st January 2021 on the terms and conditions set out in the AGM notice. (Ordinary Resolution)
5. Approval to invite, accept or renew fixed deposits from public and/or members of the company. (Special Resolution)
6. Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Firm Registration No.100490), Cost Accountants, for the financial year 2020-21. (Ordinary Resolution)

A copy of the Combined Scrutinizer Report on remote e-voting and e-voting conducted at the 14th Annual General Meeting is also attached herewith.

Kindly take this intimation on record.

Thank you,
Yours faithfully
For Elgi Rubber Company Limited

Company Secretary

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(s) 108 and 109 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

14th Annual General Meeting of the Equity Shareholders of
M/s. ELGI RUBBER COMPANY LIMITED

(CIN: L25119TZ2006PLC013144)

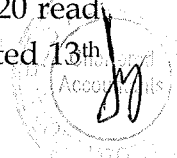
Held on Friday, 28th August, 2020, at 10:00 AM

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 14th Annual General Meeting of M/s. Elgi Rubber Company Limited held on 28th August, 2020

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 purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 14th 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 on the resolution(s) as set out in the Notice convening the 14th Annual General Meeting of the Company held on Friday, 28th August, 2020, 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 Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



Responsibility of the Management

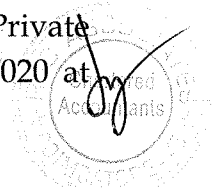
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 14th Annual General Meeting dated 25th June, 2020.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 14th 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. 6 in the Notice convening the 14th Annual General Meeting of the Company dated 25th June, 2020, 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.

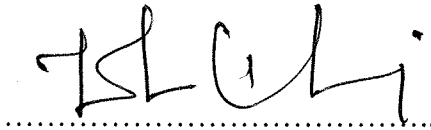
Further, in addition to the above, I submit my report as under

- a. The Notice dated 25th June, 2020 convening the 14th 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 14th 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 Circulars. The Company has also placed the notice of the 14th 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 Tuesday, the 25th day of August, 2020 at 9:00 AM and ended on Thursday, the 27th day of August 2020 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. 21st August 2020 were entitled to vote on the resolutions set out in the Notice of the 14th Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Thursday, the 27th day of August 2020 at 05:00 PM.



- d. Upon the commencement of the 14th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 14th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 14th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 10:29 AM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28th day of August 2020 at 10:48 AM 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



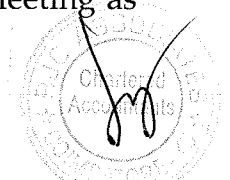
Name: Mr. John Manoj A

Witness No.2



Name: Mr. A. Selten Jayaraj

- 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 the 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.6 in the Notice convening the 14th 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, 2020 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	20	3,20,18,270	99.99
E-Voting at AGM	8	4,83,229	100.00
Total Voting	28	3,25,01,499	99.99

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	2	2,310	0.01
E-Voting at AGM	0	0	0.00
Total Voting	2	2,310	0.01

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 passed with requisite majority.



Ordinary Business

Resolution No: 2

Ordinary resolution

Confirmation of the interim dividend already paid as final dividend for the financial year 2019-20.

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	21	3,20,18,620	99.99
E-Voting at AGM	8	4,83,229	100.00
Total Voting	29	3,25,01,849	99.99

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	1	1,960	0.01
E-Voting at AGM	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
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 passed with requisite majority.



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Jairam Varadaraj (holding DIN: 00003361) 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	20	3,20,18,270	99.99
E-Voting at AGM	8	4,83,229	100.00
Total Voting	28	3,25,01,499	99.99

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	2	2,310	0.01
E-Voting at AGM	0	0	0.00
Total Voting	2	2,310	0.01

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 passed with requisite majority.



Special Business

Resolution No: 5

Special resolution

Approval to invite, accept or renew fixed deposits from public and/or members 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	20	3,20,18,270	99.99
E-Voting at AGM	8	4,83,229	100.00
Total Voting	28	3,25,01,499	99.99

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	2	2,310	0.01
E-Voting at AGM	0	0	0.00
Total Voting	2	2,310	0.01

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. 5 may be considered as passed with requisite majority.



Special Business
Resolution No: 6

Ordinary resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Firm Registration No.100490), Cost Accountants, for the financial year 2020-21.

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	21	3,20,18,620	99.99
E-Voting at AGM	8	4,83,229	100.00
Total Voting	29	3,25,01,849	99.99

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	1	1,960	0.01
E-Voting at AGM	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
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. 6 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 6 have been duly passed with requisite majority

For Elgi Rubber Company Limited

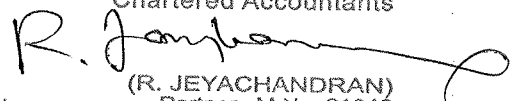

Sudarsan Varadara
Chairman & Managing Director
DIN: 00133533

Place : Coimbatore

Date : 29th August, 2020

Yours faithfully

For RJC ASSOCIATES
Chartered Accountants



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

RJC ASSOCIATES

Chartered Accountants

F-1, B - Block

Aditya Apartments, 1152, Trichy Road,
Coimbatore - 641 045.

UDIN: 20021848AAAIX6993