



**Elgi Rubber Company Limited**

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

13<sup>th</sup> September, 2016

To,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra East,  
Mumbai – 400 051

Dear Sir,

**Sub: Proceedings of 10<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> September 2016**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 10<sup>th</sup> Annual General Meeting of the Company was duly held on Monday, 12<sup>th</sup> September 2016 at 04.00 pm at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore – 641045, Tamil Nadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 30<sup>th</sup> May 2016 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by remote e-voting and through poll at Annual General Meeting.

1.	<b>Detail of the Agenda:</b>	<b>Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon</b>
	<b>Resolution Required:</b>	Ordinary Resolution
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
2.	<b>Detail of the Agenda:</b>	<b>Declaration of Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2016</b>
	<b>Resolution Required:</b>	Ordinary Resolution
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
3	<b>Detail of the Agenda:</b>	<b>Re-appointment of Jairam Varadaraj (DIN: 00058056) as a Director on retirement by rotation</b>
	<b>Resolution Required:</b>	Ordinary Resolution
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM



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4	<b>Detail of the Agenda:</b>	<b>Ratification of the appointment of M/s. Reddy, Goud &amp; Janardhan (Firm Registration No. 003254S), Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016-17</b>
	<b>Resolution Required:</b>	Ordinary Resolution
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
5	<b>Detail of the Agenda:</b>	<b>Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar &amp; Co. (Firm Registration No. 100490), Cost Auditors of the Company, for the financial year 2016-17</b>
	<b>Resolution Required:</b>	Ordinary Resolution
	<b>Mode of voting:</b>	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 10<sup>th</sup> Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you,

Yours faithfully,

**For Elgi Rubber Company Limited**

**Selvakumar D**  
**Company Secretary**

# RJC ASSOCIATES

Chartered Accountants

R. Jayachandran FCA ACS  
M. Prabhakar FCA  
PARTNERS

Flat F-1, 'B' Block  
Aditya Apartments, 1152, Trichy Road  
COIMBATORE - 641 045. Ph : 2313577, 2316544  
E-mail : rjcasso@hotmail.com,  
rjayachandranfca@gmail.com

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and**  
**Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

Date: 13<sup>th</sup> September 2016

To  
The Chairman  
10<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. ELGI RUBBER COMPANY LIMITED**  
(L25119TZ2006PLC013144)  
Held on Monday, the 12<sup>th</sup> day of September, 2016 at 04.00 pm at  
"Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road,  
South of Railway Bridge, Coimbatore - 641045,  
Tamil Nadu, India

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 10<sup>th</sup> Annual General Meeting of M/s. ELGI RUBBER COMPANY**  
**LIMITED held on 12<sup>th</sup> September, 2016.**

I, R. Jayachandran, FCA, ACS, Partner, 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 a Scrutinizer for the remote e-voting process held between Friday, the 9<sup>th</sup> day of September, 2016 at 9:00 AM to Sunday, the 11<sup>th</sup> day of September, 2016 till 5:00 PM and for the poll taken at the 10<sup>th</sup> Annual General Meeting of the Company held on Monday, the 12<sup>th</sup> day of September, 2016 at 04.00 pm at "Siruthuli", Noyyal Life Centre, Sungam Bye Pass Road, South of Railway Bridge, Coimbatore - 641045, Tamil Nadu, India, on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 10<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> May, 2016.



## **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 there under in relation to exercising of voting rights through remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 10<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> May, 2016.

## **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 10<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the 10<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 10<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 13<sup>th</sup> September, 2016 on the remote e-voting process and also a separate Scrutinizer's Report dated 13<sup>th</sup> September, 2016 in the prescribed Form No. MGT-13 on the Poll taken at the 10<sup>th</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



## Ordinary Business

### Resolution No: 1

#### Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

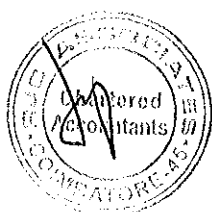
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	24	30874096	100.00
Poll	32	23439	100.00
<b>Total Voting</b>	<b>56</b>	<b>30897535</b>	<b>100.00</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	2237
<b>Total Voting</b>	<b>4</b>	<b>2237</b>



## Ordinary Business

### Resolution No: 2

#### Ordinary resolution

Declaration of Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2016

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	24	30874096	100.00
Poll	32	23439	100.00
Total Voting	56	30897535	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	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
E-voting	0	0
Poll	4	2237
Total Voting	4	2237



## Ordinary Business

### Resolution No: 3

#### Ordinary resolution

Re-appointment of Jairam Varadaraj (DIN: 00058056) as a Director on retirement by rotation

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	24	30874096	100.00
Poll	32	23439	100.00
<b>Total Voting</b>	<b>56</b>	<b>30897535</b>	<b>100.00</b>

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E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	2237
<b>Total Voting</b>	<b>4</b>	<b>2237</b>



## Ordinary Business

### Resolution No: 4

#### Ordinary resolution

Ratification of the appointment of M/s. Reddy, Goud & Janardhan (Firm Registration No. 003254S), Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016-17

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	24	30874096	100.00
Poll	32	23439	100.00
Total Voting	56	30897535	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	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
E-voting	0	0
Poll	4	2237
Total Voting	4	2237





## Special Business

### Resolution No: 5

#### Ordinary resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co. (Firm Registration No. 100490), Cost Auditors of the Company, for the financial year 2016-17

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	24	30874096	100.00
Poll	32	23439	100.00
Total Voting	56	30897535	100.00

#### VOTES CAST AGAINST THE RESOLUTION

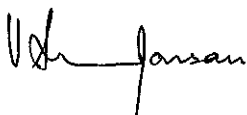
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	4	2237
Total Voting	4	2237

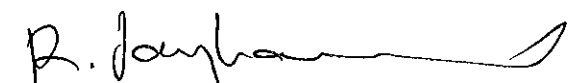
Based on the Scrutinizer's Report, Resolution Nos. 1 to 5 have been passed unanimously.

For Elgi Rubber Company Limited



Chairman & Managing Director

Yours faithfully,



R. Jayachandran FCA, ACS

Membership No. 021848

Partner, RJC Associates

Chartered Accountants

F-1, B Block, Aditya Apartments,  
1152, Trichy Road, Coimbatore-641045

