



Elgi Rubber Company Limited

Super A Unit • Coimbatore Private Industrial Estate • Kurichi • Coimbatore 641 021 • India • CIN : L25119TZ2006PLC013144,
+91 (422) 232 1000 • info@in.elgirubber.com • www.elgirubber.com.

Ref: ERCL/SEC/2023/AUGUST/06

19th August, 2023

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

Dear Sir / Madam,

Sub : Submission of Voting Results of the 17th Annual General Meeting along with the Scrutinizer's Report pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Symbol: ELGIRUBCO

Pursuant to Regulation 44 of the Listing Regulations we enclose herewith the declaration of the voting results of the 17th Annual General Meeting of the Company held on Friday, August 18, 2023, at 10:00 AM (IST) through video conferencing / Other Audio-Visual Means along with the Combined Scrutinizer's Report dated August 18, 2023.

A copy of the above would be placed on the website of the Company (www.elgirubber.com) and on the website of Link Intime India Private Limited (LIPL), the e-voting agency (<https://instavote.linkintime.co.in>).

Kindly take the same on record.

Thanking you,
For Elgi Rubber Company Limited

FAIZUR
REHMAN
ALLAUDEEN

Digitally signed by FAIZUR
REHMAN ALLAUDEEN
Date: 2023.08.19 13:21:53
+05'30'

Faizur Rehman Allaudeen
Company Secretary & Compliance Officer
ACS 70055

Encl: As above



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**Declaration of results of the voting on resolution(s) set out in the
Notice of the 17th Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 18th August, 2023**

The 17th Annual General Meeting of the Company was held on Friday, 18th August, 2023, 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, Secretarial Standards on General Meetings (SS-2) and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") from time to time of the members on the Resolution(s) as set out in the Notice dated 25th May 2023.

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, Secretarial Standards on General Meetings (SS-2) read with the relevant 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 17th 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 had appointed Mr. R. Jeyachandran, FCA., ACS., Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting facilities provided at the 17th 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 17th Annual General Meeting dated 18th August, 2023 which has been attached hereto.

Based on the consolidated report of the Scrutinizer dated 18th August 2023, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 25th May 2023, as detailed herein below, have been passed by the shareholders with requisite majority.



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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 31st March, 2023 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	46	3,27,97,826	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	46	3,27,97,826	100.00
- Assent	45	3,27,97,557	100.00
- Dissent	1	269	Negligible

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

Item No.2 – Ordinary Resolution

Re-appointment of Sudarsan Varadaraj (DIN: 00133533) as Director, who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	46	3,27,97,826	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	46	3,27,97,826	100.00
- Assent	45	3,27,97,557	100.00
- Dissent	1	269	Negligible

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



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Item No.3 – Special Resolution

Approval to re-appoint Sudarsan Varadaraj (DIN: 00133533) as Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from January 01, 2024 and the remuneration payable to him.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	46	3,27,97,826	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	46	3,27,97,826	100.00
- Assent	44	3,27,97,542	100.00
- Dissent	2	284	Negligible

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

Item No.4 – Special Resolution

Approval to re-appoint Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as "Executive Director") of the Company for a further period of 3 (three) years with effect from November 06, 2023 and the remuneration payable to him.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	46	3,27,97,826	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	46	3,27,97,826	100.00
- Assent	44	3,27,97,542	100.00
- Dissent	2	284	Negligible

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



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Item No.5 – Ordinary Resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Membership Number 18692 / FRN 100490), Cost Auditor of the Company for the financial year 2023-24.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	46	3,27,97,826	--
(b) Less: Invalid votes	--	--	--
(c) Net Valid E-Votes	46	3,27,97,826	100.00
- Assent	45	3,27,97,557	100.00
- Dissent	1	269	Negligible

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

Date : 19.08.2023
Place : Coimbatore

For Elgi Rubber Company Limited

SUDARSAN Digitally signed by
VARADARAJ SUDARSAN VARADARAJ
Date: 2023.08.19
11:10:01 +05'30'

Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing 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 and the Secretarial Standards on General Meetings (SS-2)]**

To
The Chairman and Managing Director
17th Annual General Meeting of the Equity Shareholders of
M/s. ELGI RUBBER COMPANY LIMITED
(CIN: L25119TZ2006PLC013144)
Held on Friday, 18th August, 2023, 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 17th
Annual General Meeting of M/s. Elgi Rubber Company Limited held on
18th August, 2023**

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 17th 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 17th Annual General Meeting on the resolution(s) as set out in the Notice convening the 17th Annual General Meeting of the Company held on Friday, 18th August, 2023, 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, Secretarial Standards on General Meetings (SS-2) and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



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 17th Annual General Meeting dated 25th May 2023.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 17th 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. 5 in the Notice convening the 17th Annual General Meeting of the Company dated 25th May 2023, 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, since the meeting was held through VC / OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. The Notice dated 25th May 2023, convening the 17th 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 17th 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 17th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by 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 15th day of August 2023 at 09:00 AM (IST) and ended on Thursday, the 17th day of August 2023 at 05:00 PM (IST). During this period, the members of the Company, holding shares in physical form and/or in dematerialized form, as on Friday, 11th August 2023 (the cut-off date) were entitled to vote on the resolutions set out in the Notice of the 17th Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Thursday, the 17th day of August 2023 at 05:00 PM (IST).



- d. Upon the commencement of the 17th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 17th 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 17th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 18th day of August 2023 at 11:19 AM (IST) in the presence of Mr. John Manoj A (Witness No.1) and Ms. Nivedha Sri S (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).
- 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.5 in the Notice convening the 17th Annual General Meeting as under:



ORDINARY BUSINESS

Item No: 1

Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 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	25	2,90,10,551	100.00
E-Voting at AGM	20	37,87,006	100.00
Total Voting	45	3,27,97,557	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	1	269	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	269	Negligible

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

Item No: 2

Ordinary resolution

Re-appointment of Sudarsan Varadaraj (DIN: 00133533) as Director, who retires by 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	25	2,90,10,551	100.00
E-Voting at AGM	20	37,87,006	100.00
Total Voting	45	3,27,97,557	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	1	269	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	269	Negligible

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.



SPECIAL BUSINESS

Item No: 3

Special Resolution

Approval to re-appoint Sudarsan Varadaraj (DIN: 00133533) as Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from January 01, 2024 and the remuneration payable to him.

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	24	2,90,10,536	100.00
E-Voting at AGM	20	37,87,006	100.00
Total Voting	44	3,27,97,542	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	2	284	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	284	Negligible

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. 3 may be considered as passed with requisite majority.



SPECIAL BUSINESS

Item No: 4

Special Resolution

Approval to re-appoint Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as "Executive Director") of the Company for a further period of 3 (three) years with effect from November 06, 2023 and the remuneration payable to him.

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	24	2,90,10,536	100.00
E-Voting at AGM	20	37,87,006	100.00
Total Voting	44	3,27,97,542	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	2	284	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	284	Negligible

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 passed with requisite majority.



SPECIAL BUSINESS

Item No: 5

Ordinary Resolution

Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Membership Number 18692 / FRN 100490), Cost Auditor of the Company for the financial year 2023-24.

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	25	2,90,10,551	100.00
E-Voting at AGM	20	37,87,006	100.00
Total Voting	45	3,27,97,557	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	1	269	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	269	Negligible

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. 5 may be considered as passed with requisite majority.

Yours faithfully

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

Place : Coimbatore
Date : 18.08.2023

For Elgi Rubber Company Limited
SUDARSAN
VARADARAJ
Digitally signed by SUDARSAN VARADARAJ
Date: 2023.08.19 11:09:18 +05'30'
Sudarsan Varadaraj
DIN:00133533
Chairman & Managing Director

For RJC Associates
Chartered Accountants
FRN: 003496S

R. Jeyachandran
Partner. M No: 021848

UDIN: 23021848BGVMQP1601