



Elgi Rubber Company Limited

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

14th August, 2024

To

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East
Mumbai - 400 051

Symbol: ELGIRUBCO

Dear Sir/Madam,

Sub: Proceedings of the 18th Annual General Meeting of the Company held on Wednesday, the 14th day of August, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 18th Annual General Meeting of the Company was duly held on Wednesday the 14th day of August, 2024 at 10:30 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 96 and 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 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 and the proceedings of the said meeting is given hereunder:

Present:

The following persons were present at the 18th Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

| Sl. No. | Name of the Director | DIN | Category / Designation |
|---------|-----------------------------|----------|---|
| 1. | Mr. Sudarsan Varadaraj | 00133533 | Chairman and Managing Director |
| 2. | Mr. M. D. Selvaraj | 00001608 | Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee |
| 3. | Mrs. V. Bhuvaneshwari | 01628512 | Independent Director and Member of Audit Committee and Nomination and Remuneration Committee |
| 4. | Mr. Harsha Varadaraj | 06856957 | Executive Director |
| 5. | Mr. S R Venkatachalam | NA | Chief Financial Officer |
| 6. | Mr. Faizur Rehman Allaudeen | NA | Company Secretary and Compliance Officer |



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Mr. Sarathraj Selvakumar (DIN: 08904057), Appointee Independent Director, Mr. Thangamuthu K, Vice-President Finance, Mr. A. Arun of M/s. Arun & Co., Chartered Accountants, Statutory Auditor, Mr. B. Anand of M/s. Reddy, Goud and Janardhan, Chartered Accountants, Internal Auditor and Mr. R. Jeyachandran, Partner of M/s. RJC Associates, Chartered Accountants, Scrutinizer were also present at the 18th Annual General Meeting through VC/OAVM.

Mr. C. N. Paramasivam, Secretarial Auditor, has expressed his inability to attend this meeting due to pre-occupation and he has been exempted from attending this meeting.

A total of 51 members representing 30,938,423 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Mr. S R Venkatachalam, CFO, welcomed all the members and informed that the 18th Annual General Meeting of Elgi Rubber Company Limited was being conducted through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility.

Thereafter, the CFO briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. The CFO informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all the resolution(s) set forth in the Notice of the 18th AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIPL), which had commenced on Sunday, August 11, 2024 at 09:00 a.m. (IST) and ended on Tuesday, August 13, 2024 at 05:00 p.m. (IST). He further informed that the shareholders, who are present at the AGM and who had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting at the meeting. In this regard, the Board of Directors had appointed Mr.R.Jeyachandran, Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 18th AGM in a fair and transparent manner and to ascertain the requisite majority. He also informed that based on the reasons of business exigency / urgency, the Board of Directors of the Company had decided that the 'Special Business Items' included in the notice convening the meeting is unavoidable, hence the same being considered in this meeting.

The CFO further informed certain procedural information to facilitate the registered Speaker Shareholder/s to express their views. He also stated that the management shall restrict itself from making any forward-looking statements or any future projections adhering to the SEBI regulations / guidelines.

The CFO then introduced the Chairman and Managing Director, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, other Directors, Appointee Director, Statutory Auditor, Internal Auditors, Scrutiniser, Company Secretary and the Senior Management Personnel present in the meeting through VC/OAVM facility. He further informed that Dr. Jairam Varadaraj (DIN: 00003361) and Mr. Vijayraghunath (DIN: 00002963), Directors were not able to join the meeting due to pre-occupation.

Thereafter, he invited Mr. Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director of the Company to occupy the Chair and conduct the proceedings of the 18th Annual General Meeting.



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Mr. Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director introduced himself to the members and announced that the requisite quorum is present and he called the meeting to order. Further, he welcomed all the Directors, Appointee Director, Auditors, Scrutinizer and the shareholders for the 18th Annual General Meeting held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility. He also expressed his satisfaction with the facilities provided to the members of the Company for participating in this meeting through video conferencing facility. Thereafter, the Chairman informed that the statutory registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Chairman further informed that since the notice of the AGM along with the audited standalone and consolidated financial statements and the Directors report for the year ended 31st March, 2024 has already been circulated to all the members, the same was taken as read. He stated that as there are no qualifications or comments or remarks in the Statutory Auditors Report for the financial year ended 31st March, 2024, the same was taken as read. Further, he stated that with respect to the observations made by the Secretarial Auditor in his Report for the financial year ended 31st March, 2024, the Company has taken necessary steps to ensure compliance with the requirements and necessary response has been included in the Directors' report and circulated to all the members and the same was taken as read.

Thereafter, the Chairman requested the CFO to read the summary of the resolution(s) set out under Item No.1 to 4 of the Notice of the 18th Annual General Meeting. Accordingly, the following agenda items as set out in the notice were transacted at the meeting;

Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with notes and the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)
2. Re-appointment of Harsha Varadaraj (DIN: 06856957) as Director, who retires by rotation (Ordinary Resolution)

Special Business:

3. Approval for appointment of Sarathraj Selvakumar (DIN: 08904057) as a Non-Executive Independent Director for a first term of 5 (five) consecutive years effective from August 14, 2024 to August 13, 2029 (Special resolution)
4. Ratification of the re-appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Firm Registration No.100490), Cost Accountants, for the financial year 2024-25 (Ordinary Resolution)

The CFO then informed that the text of the resolutions along with necessary statement setting out the material facts were already provided in the Notice circulated to the members and requested the members to cast their votes through the e-voting platform provided at the meeting.



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Thereafter, CFO handed over the proceedings to Mr. Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director and he conducted the meeting.

The Chairman then informed that there are 4 shareholders registered as speakers for the 18th Annual General Meeting and accordingly, he asked the moderator to invite the registered speaker shareholders to raise their queries and also, he invited queries through chat box. Accordingly, the registered speaker shareholders, who had joined the meeting, raised their queries and the same were suitably answered by the Chairman. The moderator informed that there were no queries through chat box.

The Chairman then asked the CFO to inform the members about the e-voting facility at the meeting and propose the vote of thanks.

Accordingly, the CFO informed that the e-voting facility provided by the Link Intime India Private Limited (LIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. He informed further that that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the National Stock Exchange of India Limited (www.nseindia.com) and would also be placed on the website of Link India Private Limited (<https://instavote.linkintime.co.in>) and on the Company's website (www.elgirubber.com).

He further informed that the resolutions as set forth in the notice shall be deemed to be passed at this 18th Annual General Meeting, subject to the receipt of requisite majority.

The CFO then thanked all the shareholders, Directors, Statutory Auditors, Internal Auditors and the Scrutinizer, who had joined the 18th Annual General Meeting through video conferencing facility/other audio visual means.

The proceedings of the 18th AGM was concluded at 11:00 AM (IST) and the e-voting facility was extended for another 15 minutes to enable the members to cast their votes. Thereafter, the e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting at 11:15 AM (IST).

Kindly take the above on record.

Thank you.

Yours faithfully

For Elgi Rubber Company Limited

Faizur Rehman Allaudeen
Company Secretary & Compliance Officer
ACS 70055