

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
Elgi Rubber Company Limited
CIN: L25119TZ2006PLC013144
S.F.No164/2, Pollachi Road, SIDCO Industrial Estate,
Kurichi, Coimbatore-641021,
Tamil Nadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Elgi Rubber Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s. Elgi Rubber Company Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investments;
- v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

M. R. L. Narasimha

- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management:-
- a) The Rubber Act, 1947
 - b) The Petroleum Act, 1934 and the Petroleum Rules, 2002
 - c) The Indian Boilers Act, 1923 and the Indian Boiler Regulations, 1950
 - d) The Explosives Act, 1884, the Explosives Substances Act, 1908 and the Explosives Rules, 2008

I have also examined compliance with the applicable clause(s) of the following:

- a) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI);
- b) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited;

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations and Standards etc., mentioned above except that the Company (a) has not filed necessary Form MGT-14 with the Registrar of Companies in respect of the resolutions passed by the Board under Section 179(3) (d) of the Act; and (b) has remitted the unclaimed dividend amount of Rs.3,49,410/- relating to financial year 2013-14 to the Investor Education and Protection Fund (IEPF) on December 8, 2021, whereas the due date of remittance was November 25, 2021

I further report that, during the year under review, there were no actions/ events in pursuant of the following Rules/Regulations requiring compliance thereof by the Company:

- a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021

M. R. L. Narasimha

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report, that the compliance by the Company of the applicable accounting standards in the preparation of financial statements has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in respect of one Board meeting which was convened at shorter notice and conducted in the presence of requisite number of Independent Directors), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

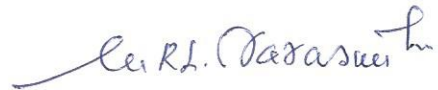
All decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Other than the above, there were no instances of:

- Public / Rights / Preferential issue of Shares / Debentures / Sweat Equity.
- Redemption / buy-back of securities
- Major decision taken by the members pursuant to Section 180 of the Companies Act, 2013.
- Merger / Amalgamation / Reconstruction etc.
- Foreign technical collaborations.

Place : Coimbatore
Date : 26th May 2022



M.R.L. NARASIMHA. B.Com.,FCS
Practising Company Secretary
M.No: 2851 C. P. 799, PR. No. 1420/2021
'Lotus' 370-A, Alagesan Rd, SB Mission Post,
Coimbatore - 641 011

M.R.L. Narasimha
FCS No.: 2851
C P No.: 799
Peer Review No.1420/2021
UDIN: F002851D000391371

This report is to be read with my letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.

'Annexure A'

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

To

The Members,
Elgi Rubber Company Limited
CIN: L25119TZ2006PLC013144
S.F.No164/2, Pollachi Road, SIDCO Industrial Estate,
Kurichi, Coimbatore-641021,
Tamil Nadu

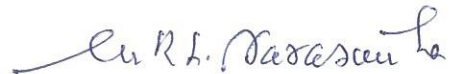
My report of even date is to be read along with this letter;

1. Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Coimbatore

Date : 26th May 2022

M.R.L. NARASIMHA. B.Com.,FCS
Practising Company Secretary
M.No: 2851 C. P. 799, PR. No. 1420/2021
'Lotus' 370-A, Alagesan Rd, SB Mission Post,
Coimbatore - 641 011



M.R.L. Narasimha
FCS No.: 2851
C P No.: 799
Peer Review No.1420/2021
UDIN: F002851D000391371

M. R. L. Narasimha BCom, FCS

PRACTISING COMPANY SECRETARY

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Elgi Rubber Company Limited
CIN: L25119TZ2006PLC013144
S.F.No164/2, Pollachi Road, SIDCO Industrial Estate,
Kurichi, Coimbatore-641021,
Tamil Nadu

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Elgi Rubber Company Limited** having CIN: **L25119TZ2006PLC013144** and having registered office at S.F.No164/2, Pollachi Road, SIDCO Industrial Estate, Kurichi, Coimbatore-641021, Tamil Nadu, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ended on 31st March, 2022, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of Appointment in Company
1.	Mr. Sudarsan Varadaraj, Chairman & Managing Director	00133533	16-10-2006
2.	Dr. Jairam Varadaraj	00003361	06-01-2011
3.	Mr. Muthuswamy Doraiswami Selvaraj	00001608	06-01-2011
4.	Mr. Panchapakesan Vijay Raghunath	00002963	06-01-2011
5.	Mrs. Vidyasankar Bhuvaneshwari	01628512	31-07-2014
6.	Mr. Harsha Varadaraj Whole-time Director	06856957	06-11-2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Coimbatore
Date : 26th May 2022



M.R.L. NARASIMHA. B.Com.,FCS
Practising Company Secretary
M.No: 2851 C. P. 799, PR. No. 1420/2021
'Lotus' 370-A, Alagesan Rd, SB Mission Post,
Coimbatore - 641 011

M.R.L. Narasimha
FCS No.: 2851
C P No.: 799
Peer Review No.1420/2021
UDIN: F002851D000391360