



Elgi Rubber Company Limited

Super A Unit • Coimbatore Private Industrial Estate • Kuruchi • Coimbatore 641 021 • India • CIN : L25119TZ2006PLC013144,
+91 (422) 432 1000 • info@in.elgirubber.com • www.elgirubber.com.

Ref: ERCL/SEC/2025/AUG/4

11th August, 2025

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 19th Annual General Meeting of the Company held on Monday, the 11th day of August, 2025 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 19th Annual General Meeting of the Company was duly held on Monday the 11th day of August, 2025 at 10:00 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:

Directors Present:

The following Directors were present at the 19th 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. Jairam Varadaraj	00003361	Non-Executive Director
3	Mr. Harsha Varadaraj	06856957	Executive Director
4	Mrs. Parvathi Srinivasan	10646746	Independent Director and Chairperson of the Audit Committee
5	Mr. Sarathraj Selvakumar	08904057	Independent Director and Chairman of the Stakeholders Relationship Committee
6	Mr. Ashty David	01813998	Independent Director and Chairman of the Nomination and Remuneration Committee



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In attendance:

Mr. S R Venkatachalam, Chief Financial Officer
Mr. Faizur Rehman Allaudeen, Company Secretary and Compliance Officer

Mrs. Jayasree NV, General Manager - 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 Auditors and Mr. M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Scrutinizer were also present at the 19th Annual General Meeting through VC/OAVM.

A total of 72 members representing 29,396,309 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 19th 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. He informed that the proceedings of the meeting is being recorded and the recorded video would be made available on the website of the Company. 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 19th AGM through remote e-voting facility provided by the MUFG Intime India Private Limited (MIPL) (formerly known as "Link Intime India Private Limited"), which had commenced on Friday, August 08, 2025 at 09:00 A.M. (IST) and ended on Sunday, August 10, 2025 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. M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 19th 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 and hence the same is 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, Chairperson of the Audit Committee, Chairman of the Nomination and Remuneration Committee and the Chairman of the Stakeholders Relationship Committee, other Directors, Statutory Auditor, Internal Auditors, Scrutiniser, Company Secretary and the Senior Management Personnel, who were present in the meeting through VC/OAVM facility. He further informed that Mr. C. N. Paramasivam, Secretarial Auditor, had expressed his inability to attend this meeting due to pre-occupation and he has been exempted from attending this meeting.



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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 19th Annual General Meeting.

Mr. Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, occupied the Chair. He then 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, Auditors, Scrutinizer and the shareholders for the 19th 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, 2025 has already been circulated to all the members, the same was taken as read. He further informed that, with respect to the observations made in the Statutory Auditor's report and the Secretarial Auditor's report for the financial year ended 31st March 2025, which are self-explanatory, the Company has taken necessary steps to ensure compliance with the applicable requirements and necessary response has been included in the Directors' report and circulated to all the members and accordingly, with the consent of the members, the same was taken as read.

The Chairman then briefed about the performance and operations of the Company and delivered his speech.

Since the Chairman was interested in the Agenda Item(s) No. 2 & 8 of the Notice of the 19th Annual General Meeting dated 9th July, 2025, he read the summary of the resolution(s) set out under Item No.1,3,4,5,6 and 7 and at his request, Mrs. Parvathi Srinivasan (DIN: 10646746), Independent Director, occupied the Chair and read the summary of the resolution(s) set out under the Agenda Item(s) No. 2 & 8 of the notice and thereafter, she handed over the proceedings to the Chairman.

Accordingly, the following agenda items as set out in the Notice of the 19th Annual General Meeting dated 9th July 2025 were transacted at the meeting;

Ordinary Business:

1. Adoption of the audited standalone financial statements of the company along with consolidated financial statements including statement of profit and loss (including other comprehensive income) along with the statement of cash flows and the statement of changes in equity for the financial year ended March 31, 2025 together with notes and the reports of the board of directors and the auditors thereon. (Ordinary Resolution)
2. Re-appointment of Dr. Jairam Varadaraj (DIN: 00003361) as a Director on retirement by rotation. (Ordinary Resolution)



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Special Business:

3. Approval for the appointment of M/s. Arun & Co., Chartered Accountants, Tirunelveli, a partnership firm, as Statutory Auditors to fill up the casual vacancy caused due to the change in their legal constitution by way of conversion from a sole proprietorship firm into a partnership firm and the remuneration payable to them. (Ordinary Resolution)
4. Appointment of M/s. Arun & Co., Chartered Accountants, Tirunelveli, a partnership firm, as Statutory Auditors for a period of five consecutive years and the remuneration payable to them. (Ordinary Resolution)
5. Approval for appointment of Ashty David (DIN: 01813998) as a Non-Executive Independent Director for a first term of 5 (five) consecutive years effective from May 29, 2025 to May 28, 2030. (Special Resolution)
6. Appointment of C N Paramasivam, Practicing Company Secretary, Coimbatore as Secretarial Auditor of the Company for a period of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 and the remuneration payable to him. (Ordinary Resolution)
7. Ratification of the remuneration payable to M/s. P. Mohan Kumar & Co., (Firm Registration No.100490), Cost Auditor of the Company for the financial year 2025-26. (Ordinary Resolution)
8. Approval to enter into material related party transactions with LRG Technologies Limited, a related party. (Ordinary Resolution)

The Chairman 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.

The Chairman then informed that 1 (one) shareholder has registered as a speaker for the 19th Annual General Meeting and accordingly, he asked the moderator to invite the registered speaker shareholder to express his views / raise his queries and also, he invited queries through chat box. Accordingly, the registered speaker shareholder expressed his views / raised 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 MUFG Intime India Private Limited (MIPL) (formerly known as "Link Intime India Private Limited") 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 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 MUFG Intime India Private Limited (MIPL) (formerly known as "Link Intime India Private Limited") (<https://instavote.linkintime.co.in>) and on the Company's website (www.elgirubber.com).



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He further informed that the resolutions as set forth in the notice shall be deemed to be passed at this 19th Annual General Meeting, subject to the receipt of requisite majority.

The CFO then thanked all the shareholders, Directors, Statutory Auditor, Internal Auditors and the Scrutinizer, who had joined the 19th Annual General Meeting through video conferencing facility/other audio visual means.

The proceedings of the 19th AGM was concluded at 10:20 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 10:35 AM (IST).

Kindly take the above on record.

Thank you.

Yours faithfully

For Elgi Rubber Company Limited

Faizur Rehman Allauddeen
Company Secretary & Compliance Officer
Membership No. A70055