



May 30, 2025

National Stock Exchange of India Ltd.  
Exchange Plaza,  
C-1, Block G Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051  
Scrip Code: ELGIEQUIP

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 522074

Dear Sir/Madam,

**SUBJECT: SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED MARCH 31, 2025**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the secretarial compliance report from Practicing Company Secretary for the year ended March 31, 2025.

This is for your information and records.

Yours faithfully,

**FOR ELGI EQUIPMENTS LIMITED**

**DEVIKA SATHYANARAYANA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
Encl.: a/a

**ELGI EQUIPMENTS LIMITED**

Registered Office : Elgi Industrial Complex III, Trichy Road, Singanallur, Coimbatore - 641005, Tamilnadu, India

T +91 422 2589 555, E investor@elgi.com, W www.elgi.com, TOLL-FREE NO: 1800-425-3544 | 1800-203-3544

CIN : L29120TZ1960PLC000351



# MDS & Associates LLP

Company Secretaries

## Secretarial Compliance Report of M/s. Elgi Equipments Limited for the year ended 31<sup>st</sup> March 2025

*[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 (as amended) read with relevant circulars issued by the Stock Exchange(s)]*

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Elgi Equipments Limited** (CIN: L29120TZ1960PLC000351) (hereinafter referred as 'the listed entity'), having its Registered Office at Elgi Industrial Complex III, Trichy Road, Singanallur, Coimbatore – 641005, Tamil Nadu. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2025, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

- (a) all the documents and records made available to us, and explanation provided by **M/s. Elgi Equipments Limited**,
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited ("the stock exchanges"),
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report.

for the year ended 31<sup>st</sup> March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and
- (g) circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period,

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	1
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	The listed entity shall disclose all material events to the stock exchanges within the period specified under the regulations
<b>Regulation / Circular No.</b>	Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Deviations</b>	The listed entity submitted a continuous disclosure update regarding an event initially reported within the prescribed



	<p>timeline under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchange(s) with a delay of seven (7) days.</p>
<b>Action Taken by</b>	Nil
<b>Type of Action</b>	Nil
<b>Details of violation</b>	<p>The listed entity reported a continuous update with respect to an event disclosed (initially disclosed within the prescribed timeline) under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchange(s) with a delay of seven (7) days. It is noted that the National Stock Exchange (NSE) sought clarification regarding the delay, which was duly responded by the Company.</p>
<b>Fine amount</b>	Nil
<b>Observations/ Remarks of the Practising Company Secretary</b>	<p>The listed entity submitted a continuous disclosure update concerning an event that was initially disclosed within the prescribed timeline under Regulation 30, read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchange(s) with a delay of seven (7) days. It is noted that the National Stock Exchange (NSE) sought clarification regarding the delay, to which the Company duly responded.</p>
<b>Management Response</b>	<p>The listed entity will ensure that there are no such instances going forward.</p>
<b>Remarks</b>	Nil



- (b) The listed entity has taken the following actions to comply with the observations made in the previous report for the year ended 31<sup>st</sup> March 2024.

Sr. No.	1
<b>Observations / Remarks of the Practicing Company Secretary in the previous reports</b>	The listed entity has made only a partial disclosure of the information in the matter pertaining to the acquisition of stake in First Energy TN1 Private Limited which is not in accordance with Regulation 30(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)
<b>Observations made in the secretarial compliance report for the year ended</b>	The aforementioned observation was made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2024.
<b>Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)</b>	When a listed entity files a disclosure informing about an event, all other events in the said matter thereafter will be considered to be material and therefore disclosure of all such events shall be made to the stock exchanges under Regulation 30(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)
<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</b>	The listed entity has made only a partial disclosure of the information in the matter pertaining to the acquisition of stake in First Energy TN1 Private Limited. An advisory letter was issued by National Stock Exchange of India Limited & BSE Limited for the aforesaid deviation.
<b>Remedial actions, if any, taken by the listed entity</b>	Nil
<b>Comments of the PCS on the actions taken by the listed entity.</b>	The listed entity informed that they shall ensure that there are no such instances going forward and have further undertaken to comply with the applicable provision in future.



<b>Sr. No.</b>	2
<b>Observations / Remarks of the Practicing Company Secretary in the previous reports</b>	The listed entity has reported certain events, which are covered under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the stock exchanges with a slight delay beyond the prescribed time specified thereunder.
<b>Observations made in the secretarial compliance report for the year ended</b>	The aforementioned observation was made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2024.
<b>Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)</b>	The listed entity shall disclose all material events to the stock exchanges within the period specified under Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</b>	The listed entity has reported certain events, which are covered under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the stock exchanges beyond the prescribed time specified thereunder.
<b>Remedial actions, if any, taken by the listed entity</b>	The listed entity has provided an explanation for delay of disclosure wherever necessary.
<b>Comments of the PCS on the actions taken by the listed entity.</b>	The listed entity informed that they shall ensure that there are no such instances going forward and have further undertaken to comply with the applicable provision in future.

<b>Sr. No.</b>	3
<b>Observations / Remarks of the Practicing Company Secretary in the previous reports</b>	The listed entity has issued duplicate share certificates to its shareholders on 9 <sup>th</sup> June 2023, 29 <sup>th</sup> December 2023 and 23 <sup>rd</sup> February 2024 for which intimation has been provided to the stock exchanges beyond the prescribed time specified thereunder.



<b>Observations made in the secretarial compliance report for the year ended</b>	The aforementioned observation was made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2024.
<b>Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)</b>	The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information under Regulation 39(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</b>	The listed entity has issued duplicate share certificates to its shareholders on 9 <sup>th</sup> June 2023, 29 <sup>th</sup> December 2023 and 23 <sup>rd</sup> February 2024 for which intimation has been provided to the stock exchanges beyond the prescribed time specified thereunder
<b>Remedial actions, if any, taken by the listed entity</b>	Nil
<b>Comments of the PCS on the actions taken by the listed entity.</b>	The listed entity informed that they shall ensure that there are no such instances going forward and have further undertaken to comply with the applicable provision in future.

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	<b><u>Adoption and timely updation of the Policies:</u></b> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	Nil
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	Nil
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	Based on the representation received from the management, it is noted that the documents/ information has been disseminated in a timely manner.
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Nil
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Nil
5.	<p><b><u>Details related to subsidiaries of listed entities have been examined with respect to:</u></b></p> <p>a) Identification of material subsidiary companies</p>	Yes	The material subsidiaries for the financial year 2024-2025 are Elgi Compressors USA Inc., Patton's Inc. Elgi Compressors Europe S.R.L and Rotair SPA
	<p>b) Disclosure requirements of material as well as other subsidiaries</p>	Yes	Nil



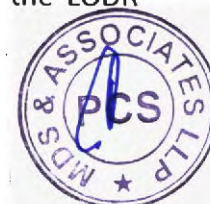
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7.	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations</p>	Yes	Nil
8.	<p><b><u>Related Party Transactions:</u></b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p>	Yes	Nil
	<p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA	Nil
9.	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes, except in few cases	The details pertaining to the same has been enumerated in para (a) above.
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Nil



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>                      No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	Nil
12.	<p><b><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u></b>                      In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors during the review period
13.	<p><b><u>Additional non-compliances, if any:</u></b>                      No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.</p>	Yes	There are no additional non-compliances except as mentioned in para (a) above.

*Note: There was no appointment / re-appointment / resignation of statutory auditors of the listed entity during the period under review. Further, the terms of appointment of its existing auditors are in compliance of Para 6.1 and 6.2 of Section V-D of Chapter V of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 issued by the Securities and Exchange Board of India.*

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations.



**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Coimbatore

Date: 28.05.2025



**For MDS & Associates LLP**  
**Company Secretaries**

**M D Selvaraj**

**Managing Partner**

**FCS No.: 960 | C P No.: 411**

**Peer Review No. 6468/2025**

**UDIN: F000960G000406816**