



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

Ref: ERCL/SEC/2024/SEP/03

4th October, 2024

The Manager – Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai – 400 051

Dear Sirs,

Subject : Notice of Postal Ballot – Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”)

Symbol : ELGIRUBCO

In furtherance to our earlier intimation dated September 27, 2024 and pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Postal Ballot Notice dated September 27, 2024, which has been sent to the members of the Company by email on October 04, 2024 for obtaining approval of the members in respect of the following item(s):

1. To consider and to grant approval for the appointment of Parvathi Srinivasan (DIN: 10646746) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 01, 2024 (Special Resolution);
2. To consider and to grant approval for the appointment of R Vidhya Shankar (DIN: 00002498) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 27, 2024 (Special Resolution);
3. To consider and to grant approval to sell or otherwise dispose off certain immovable properties, comprising of land and buildings, of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution);
4. To consider and to grant approval to sell or otherwise dispose off the non-current investments (excluding those investments in the subsidiaries) of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution); and
5. To consider and to grant approval to enter into material related party transactions with LRG Technologies Limited, a related party (Ordinary Resolution);

In compliance with the General Circular No.09/2024 dated September 19, 2024 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as “MCA Circulars”), the Postal Ballot notice dated September 27, 2024 has been sent to all the members, whose names appears in the Register of Members / List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and



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whose email IDs are registered with Company / Depositories as on Monday, September 30, 2024 (Cut - off date) and the hard copy of the said Postal Ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the shareholders in accordance with the said Circulars. The members have been requested to communicate their assent or dissent through remote e-voting system only.

The Company has engaged the services of Link Intime India Private Limited (LIPL) for the purpose of providing e-voting facility to all its members on the resolution set out in the said Postal Ballot notice.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

| | | |
|---|--|--|
| 1 | Cut-off date for determining the members eligible for e-voting/Postal Ballot | Monday, September 30, 2024 |
| 2 | Date of completion of dispatch of the Postal Ballot notice through e-mail | Friday, October 04, 2024 |
| 3 | Date of commencement of Remote e-voting | Saturday, October 05, 2024 at 09:00 am (IST) |
| 4 | Date of conclusion of Remote e-voting | Sunday, November 03, 2024 at 05:00 pm (IST) |

A copy of the Postal Ballot Notice has been made available on the Company's website at www.elgirubber.com. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the postal ballot voting (remote e-voting) by placing the same on the website of the Company and the same will be communicated to the stock exchange along with Scrutinizer's Report within the prescribed time.

Kindly take the same on record.

Sincerely,

For Elgi Rubber Company Limited

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

Encl: As above



Elgi Rubber Company Limited

CIN : L25119TZ2006PLC013144

Regd. Office: Super A Unit, Coimbatore Private Industrial Estate,
Kuruchi, Coimbatore-641021, Tamil Nadu

Tel: 0422 - 432 1000

E-Mail: info@in.elgirubber.com | Web: www.elgirubber.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies(Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the members of Elgi Rubber Company Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and General Circular No.09/2024 dated September 19, 2024 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as “**MCA Circulars**”) and the Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution(s) (as indicated herein below) are proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

1. To consider and to grant approval for the appointment of Parvathi Srinivasan (DIN: 10646746) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 01, 2024 (Special Resolution);
2. To consider and to grant approval for the appointment of R Vidhya Shankar (DIN: 00002498) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 27, 2024 (Special Resolution);
3. To consider and to grant approval to sell or otherwise dispose off certain immovable properties, comprising of land and buildings, of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution);
4. To consider and to grant approval to sell or otherwise dispose off the non-current investments (excluding those investments in the subsidiaries) of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution); and
5. To consider and to grant approval to enter into material related party transactions with LRG Technologies Limited, a related party (Ordinary Resolution);

The statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 5 of this Postal Ballot Notice dated September 27, 2024 pursuant to Section 102(1) of the Companies Act, 2013 read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) is annexed and form part of this notice. The Postal Ballot Notice dated September 27, 2024 is also placed on the website of the Company www.elgirubber.com.

Pursuant to the aforesaid MCA Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their resolution passed on September 27, 2024, has appointed C N Paramasivam (FCS 4654 / COP 3687), Practicing Company Secretary, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA Circular(s), the Company has provided electronic voting (“e-voting”) facility only.

The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) to provide e-voting facility to the members of the Company through their Instavote platform (<https://instavote.linkintime.co.in>). Please refer the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Saturday, October 05, 2024 to 05:00 PM (IST) on Sunday, November 03, 2024 (both days inclusive). Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 05:00 PM (IST) on Sunday, November 03, 2024.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company or any other person as may be authorized by him. The results of the postal ballot voting will be announced within the prescribed time from the closing of the e-voting platform and the same will be displayed on the website of the Company, the Link Intime India Private Limited (LI IPL) and the same will be communicated to National Stock Exchange of India Limited (“NSE”), being the stock exchange where the equity shares of the company are listed within the stipulated time.

In the event, the resolution(s), as set out under Item No.1 to 5 below, are assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Sunday, November 03, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting means:

SPECIAL BUSINESS:

Item No: 1

Approval for the appointment of Parvathi Srinivasan (DIN: 10646746) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 01, 2024:

To consider and, if thought fit, to give assent or dissent to the following Resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Parvathi Srinivasan (DIN: 10646746), who was appointed as an Additional Director in terms of Section 161(1) of the Companies Act, 2013 on September 01, 2024 and who has submitted a declaration to the effect that she meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of a Director under Section 160(1) of the said Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of five (5) consecutive years with effect from September 01, 2024 to August 31, 2029 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board thereof from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No: 2

Approval for the appointment of R Vidhya Shankar (DIN: 00002498) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 27, 2024:

To consider and, if thought fit, to give assent or dissent to the following Resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, R Vidhya Shankar (DIN: 00002498), who was appointed as an Additional Director in terms of Section 161(1) of the Companies Act, 2013 on September 27, 2024 and who has submitted a declaration to the effect that he meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director under Section 160(1) of the said Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of five (5) consecutive years with effect from September 27, 2024 to September 26, 2029 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board thereof from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No: 3

Approval to sell or otherwise dispose off certain immovable properties, comprising of land and buildings, of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to give assent or dissent to the following Resolution to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to obtaining all requisite consent(s), sanction(s), permission(s) and approval(s) as may be required from the appropriate authorities in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell or otherwise dispose of the following immovable properties, in one or more tranches, of the Company on an “as is where is” basis to any prospective buyer(s), not being related parties, for such consideration and on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in the best interest and favour of the Company.

- a) Land situated in S.F.No 1110, Thimmavaram Village, Land Mark Ashmitha gardens, Chengalpattu, Tamil Nadu aggregating to an extent of 5.20 acres together with all buildings and structures thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do and perform all such acts, matters deeds and things as may be necessary, including finalizing the suitable buyer(s), the terms and conditions including the consideration and to finalize, sign, execute and register necessary documents including sale deed/agreement, powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company for the proper implementation of the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale of the above properties as they may in their absolute discretion deem fit.”

Item No: 4**Approval to sell or otherwise dispose off the non-current investments (excluding those investments in the subsidiaries) of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

To consider and, if thought fit, to give assent or dissent to the following Resolution to be passed as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to obtaining all requisite consent(s), sanction(s), permission(s), clearance(s) and approval(s) as may be required from the appropriate authorities in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell or otherwise dispose of the non-current investments of the Company (excluding those investments held by the Company in its subsidiaries), in one or more tranches, in open market through stock exchange platforms viz., BSE Limited (“BSE”) and/or National Stock Exchange of India Limited (“NSE”) for such consideration and on such terms and conditions and at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in the best interest and favour of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do and perform all such acts, matters deeds and things as may be necessary, including finalizing the suitable buyer(s), the terms and conditions including the consideration and to finalize, sign, execute and register necessary documents including sale deed/agreement, powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company for the proper implementation of the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale of the above properties as they may in their absolute discretion deem fit.”

Item No: 5**Approval to enter into material related party transactions with LRG Technologies Limited, a related party:**

To consider and, if thought fit, to give assent or dissent to the following Resolution to be passed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with its relevant Rules made thereunder and Regulation 23(4) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant circulars, guidelines and clarifications issued in this regard from time to time, the related party transactions policy of the Company and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into / continue to enter into agreements / contracts / arrangements / business transactions with LRG Technologies Limited, a related party of the Company, for an aggregate amount not exceeding Rs.500 million (Rupees Five Hundred million only), as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice, notwithstanding the fact that such transactions either taken individually or together with previous transactions during a financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold as may be specified under applicable laws / regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to negotiate and finalize the terms and conditions, to execute all such agreements, documents, instruments and writings as may be considered necessary with power to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, to settle all questions, difficulties or doubts that may arise in this connection and to do all such acts, deeds, matters and things, as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out the material facts relating to the special business mentioned under Item No.1 to 5 in the accompanying Postal Ballot Notice dated September 27, 2024 and shall be taken as forming part of the Notice:

Item No.1

Based on the evaluation and recommendation of the Nomination and Remuneration Committee and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on August 12, 2024, has appointed Parvathi Srinivasan (DIN: 10646746) as an Additional Director of the Company, in the capacity of an Independent Director, with an intention to appoint her as an Independent Director for the first term of five consecutive years with effect from September 01, 2024 to August 31, 2029 (both days inclusive), subject to the approval of the members by means of a special resolution.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of Parvathi Srinivasan (DIN: 10646746) as a Non-Executive Independent Director of the Company effective from September 01, 2024 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Parvathi Srinivasan (DIN: 10646746), being the appointee Independent Director, has expressed her consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. She also has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Parvathi Srinivasan (DIN: 10646746) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as a Non- Executive Independent Director of the Company and she possess the skills and capabilities required for the role of an Independent Director of the Company and she is independent of the Management. Considering her knowledge, qualification, skills and experience, the Board of Directors is of the opinion that the appointment of Parvathi Srinivasan (DIN: 10646746) as an Independent Director would be highly beneficial to the Company.

Brief Profile of Parvathi Srinivasan (DIN: 10646746) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, Parvathi Srinivasan (DIN: 10646746) would not be liable to retire by rotation during her term of office as an Independent Director commencing from September 01, 2024 to August 31, 2029 (both days inclusive).

The Company has also received notice under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company.

The draft terms and conditions of appointment of Parvathi Srinivasan (DIN: 10646746) as an Independent Director would be made available for inspection by the members electronically on the Company's website (www.elgirubber.com) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till November 03, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process.

Accordingly, the Board of Directors recommends the Special Resolution, as set out under Item No.1 of this notice, for the approval of the members.

Except of Parvathi Srinivasan (DIN: 10646746), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out under Item No.1 of this notice.

Item No.2

Based on the evaluation and recommendation of the Nomination and Remuneration Committee and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on September 27, 2024, has appointed R Vidhya Shankar (DIN: 00002498) as an Additional Director of the Company, in the capacity of an Independent Director, with an intention to appoint him as an Independent Director for the first term of five consecutive years with effect from September 27, 2024 to September 26, 2029 (both days inclusive), subject to the approval of the members by means of a special resolution.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of R Vidhya Shankar (DIN: 00002498) as a Non-Executive Independent Director of the Company effective from September 27, 2024 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

R Vidhya Shankar (DIN: 00002498), being the appointee Independent Director, has expressed his consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, R Vidhya Shankar (DIN: 00002498) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as a Non- Executive Independent Director of the Company and he possess the skills and capabilities required for the role of an Independent Director of the Company and he is independent of the Management. Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that the appointment of R Vidhya Shankar (DIN: 00002498) as an Independent Director would be highly beneficial to the Company.

Brief Profile of R Vidhya Shankar (DIN: 00002498) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, R Vidhya Shankar (DIN: 00002498) would not be liable to retire by rotation during his term of office as an Independent Director commencing from September 27, 2024 to September 26, 2029 (both days inclusive).

The Company has also received notice under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company.

The draft terms and conditions of appointment of R Vidhya Shankar (DIN: 00002498) as an Independent Director would be made available for inspection by the members electronically on the Company's website (www.elgirubber.com) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till November 03, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process.

Accordingly, the Board of Directors recommends the Special Resolution, as set out under Item No.2 of this notice, for the approval of the members.

Except of R Vidhya Shankar (DIN: 00002498), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out under Item No.2 of this notice.

Item No.3

As a part of strategic restructuring of the business operations, the Company intends to sell or otherwise dispose of certain immovable properties, comprising of land and buildings, in Chengalpattu District (State of Tamil Nadu), as detailed in the Resolution set out under Item No.3 above, with an intent to reduce its debts. The consideration to be received on the said sale of properties would be utilized in paying off the Company's long/short term debts and to meet other business requirements. Further, the Company is in the process of identifying potential buyer(s) (not being a related party) and negotiating the consideration and other terms and conditions of the said arrangement. The above shall be considered as disclosure regarding the object of and commercial rationale for carrying out the sale or otherwise disposal of the said assets of the Company, and the use of proceeds arising therefrom, in terms of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the same and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on September 27, 2024, has approved and recommended to sell or otherwise dispose of the immovable properties, as mentioned in the special resolution set out under Item No.3 above, subject to obtaining the approval of the shareholders of the Company by means of passing a special resolution passed through postal ballot means in accordance with Section 180(1)(a) of the said Act and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to obtaining such other requisite approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard.

Members may note that in pursuance of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution set out in Item No.3 shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

Accordingly, the Special Resolution as set out under Item No.3 in the accompanying Notice is being placed before the members for their approval.

Your Directors recommends the passing of this Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 3 of the Notice, except to the extent of their shareholding in the Company.

Item No.4

As a part of strategic restructuring of the business operations, the Company intends to sell or otherwise dispose of the non-current investments held by it (excluding those investments held by the Company in its subsidiaries), as detailed in the Resolution set out under Item No.4 above, with an intent to reduce its debts. The consideration to be received on the said sale of non-current investments would be utilized in paying off the Company's long/short term debts and to meet other business requirements. Further, the Company intends to sell the said non-current investments (excluding those investments held by the Company in its subsidiaries) in open market through stock exchange platforms viz., BSE Limited ("BSE") and/or National Stock Exchange of India Limited ("NSE"). The above shall be considered as disclosure regarding the object of and commercial rationale for carrying out the sale or otherwise disposal of the said non-current investments of the Company, and the use of proceeds arising therefrom, in terms of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the same and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on September 27, 2024, has approved and recommended to sell or otherwise dispose of the non-current investments (excluding those investments held by the Company in its subsidiaries) in open market through stock exchange platforms, as mentioned in the special resolution set out under Item No.4 above, subject to obtaining the approval of the shareholders of the Company by means of passing a special resolution passed through postal ballot means in accordance with Section 180(1)(a) of the said Act and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to obtaining such other requisite approvals, clearances, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard.

Members may note that in pursuance of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution set out in Item No.4 shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

Accordingly, the Special Resolution as set out under Item No.4 in the accompanying Notice is being placed before the members for their approval.

Your Directors recommends the passing of this Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 4 of the Notice, except to the extent of their shareholding in the Company.

Item No.5

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a transaction with a related party shall be considered “material”, if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds 10% of the turnover of the Company as per the audited financial statements of the preceding financial year. Pursuant to the first proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered “material”, if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company has been entering into related party transactions with LRG Technologies Limited, a related party, with respect to purchase / sale of goods, availing / rendering of services, leasing of property on an arms’ length basis. Considering the business requirements, the transactions proposed to be entered by the Company with the said related party may exceed the threshold limits under the Companies Act, 2013, the Listing Regulations and the Related Party Transactions Policy of the Company and the same are proposed to be undertaken on an arms’ length basis and in the ordinary course of business. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on the business achieved by the Company and is directly proportional to the business. The Audit Committee, at their meeting held on September 26, 2024, has approved and recommended the above proposed material transactions with the said related party, subject to obtaining the approval of the members while noting that such proposed transaction(s) are on an arms’ length basis and in the ordinary course of business of the Company.

Pursuant to Section 188 of the Act and Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the material related party transactions to be entered into with related parties. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval given by the shareholders, at a general meeting other than Annual General Meeting, shall be valid for a period not exceeding one year. Accordingly, the approval of the Members is now being sought for the transactions proposed to be entered into with the above-mentioned related party as per the details given below.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is given below:

| | | |
|---|--|---|
| Name of the related party | LRG Technologies Limited | |
| Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | A public limited company belonging to Promoter Group | |
| Type, tenure, material terms and particulars of the proposed transaction and Value of the proposed transaction | The Company intends to enter into transactions for the period commencing from 4 th November, 2024 to 30 th September, 2025, as per the details given below: | |
| | Type of transaction | Transaction limit not exceeding |
| | Purchase of goods or materials of any kind | Aggregate limit of Rs.500 million and the limits are inter-changeable |
| | Sale of goods or materials of any kind | |
| | Availing of services of any kind | |
| | Rendering of services of any kind | |
| Leasing of property of any kind | | |
| The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | 12.94% based on the audited consolidated financial statements for the financial year ended 31 st March 2024 | |
| Where the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: | The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence, the disclosure of details pertaining to the same does not arise. | |
| Justification as to why the RPT is in the interest of the listed entity | The proposed transactions are intended to be carried out as part of the business requirements and the same will be on an arm's length basis and in the ordinary course of business of the Company. | |
| Any valuation or other external report relied upon by the listed entity in relation to the proposed transactions | The Company has not relied upon the valuation or any external report in relation to the proposed transactions and hence, the disclosure regarding the same does not arise. | |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 forms part of this notice. | |

Members may please note that in terms of the provisions of Section 188 and Regulation 23 of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 5 of this notice.

The Board of Directors recommends the ordinary resolution as set out in Item No. 5 of the Notice for the approval of the Members, who are not related parties of the Company.

Except Sudarsan Varadaraj, Chairman and Managing Director, Jairam Varadaraj, Director and Harsha Varadaraj, Executive Director and their relatives, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No. 5 of the Notice.

Notes:

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company has appointed C N Paramasivam (FCS 4654 / COP 3687), Practicing Company Secretary, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **09:00 AM (IST) on Saturday, October 05, 2024 and ends at 05:00 PM (IST) on Sunday, November 03, 2024 (both days inclusive)**.
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Monday, September 30, 2024 (“Cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (LIPL) (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the relevant Circulars issued by the Ministry of Corporate Affairs from time to time (“MCA Circulars”).
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **Monday, September 30, 2024 (“Cut-off date”)** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after **05:00 PM (IST) on Sunday, November 03, 2024**. During voting period, the Members of the Company holding equity shares, either in physical form or dematerialised form, as on **Monday, September 30, 2024 (“Cut-off date”)**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: info@in.elgirubber.com or may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in
9. The Postal Ballot Notice have been placed on Company’s website www.elgirubber.com and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cscnpbce@gmail.com with a copy marked to the company to info@in.elgirubber.com
13. As per the green initiatives taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.
14. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has engaged Link Intime India Private Limited (LIPL) for facilitating the e-voting.

15. The Scrutinizer will submit his report after completion of scrutiny, within the prescribed time from the closure of the e-voting platform. The Chairman and Managing Director or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the Company's website www.elgirubber.com and the same will also be placed on the website of LIPL and will also be communicated to National Stock Exchange of India Limited (NSE), where the equity shares of the Company are listed.
16. The instructions for Shareholders for remote e-voting are as under:
- The remote e-voting period commences from **09:00 AM (IST) on Saturday, October 05, 2024 and ends at 05:00 PM (IST) on Sunday, November 03, 2024 (both days inclusive)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. **Monday, September 30, 2024 ("Cut-off date")**, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) hereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL/ NSDL is given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- Individual Shareholders holding securities in demat mode with NSDL
 - Existing IDeASuser can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- Individual Shareholders holding securities in demat mode with CDSL
 - Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

 - ❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ❖ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned depository / depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ❖ For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk
Link Intime India Private Limited

By and on behalf of the Board
For Elgi Rubber Company Limited

Faizur Rehman Allaudeen
Company Secretary
Membership No. A70055

Date: September 27, 2024
Place: Coimbatore

Annexure - Details of the Director seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by ICSI is furnished below:

| Name of the Director | Parvathi Srinivasan | R Vidhya Shankar |
|--|--|---|
| DIN | 10646746 | 00002498 |
| Date of Birth / Age | 25-11-1964 / 60 yrs | 25-03-1970 / 54 yrs |
| Date of first appointment on the Board | 01-09-2024 | 27-09-2024 |
| Board position held | Appointed as an Additional Director under the category “Non-Executive Independent Director” w.e.f. 01-09-2024 | Appointed as an Additional Director under the category “Non-Executive Independent Director” w.e.f. 27-09-2024 |
| Brief profile including educational qualification, areas of expertise and experience | Parvathi Srinivasan (DIN:10646746) is a Chartered Accountant in Practice by profession and a fellow member of the ICAI with Diploma in Information Systems Audit (DISA) and International Taxation. She was a rank holder and gold medalist in the CA final exam in the year 1988. She is also a qualified Cost Accountant and a qualified Registered Valuer and of Financial Assets. Her area of expertise and experience includes Company Law Taxation, International Taxation and Statutory Valuation, Audit, handling improvement of Internal turnkey financial Audit, Business assignments in health, strategic partnership ties — both Indian and foreign. | R Vidhya Shankar (DIN: 00002498) holds Bachelor Degree in Commerce and in Law. He is the Senior Partner of M/s. Ramani & Shankar one of the oldest Law Firms in Western Tamil Nadu. He has more than three decades of experience as an Advocate and he specialises in corporate restructuring, corporate international Corporate Law, transactions, schemes litigations, and including in corporate arrangements, domestic arbitrations, capital and market, FEMA compliances, cross-border transactions and general corporate advisory services. |
| Justification for choosing the appointee as an Independent Director | Refer to statement setting out material facts annexed to this notice | Refer to statement setting out material facts annexed to this notice |
| Summary of Performance Evaluation in case of re-appointment of Independent Director | Not applicable | Not applicable |
| Terms and conditions of appointment/re-appointment | Not liable to retire by rotation and as set out in Item No.1 of this Notice | Not liable to retire by rotation and as set out in Item No.2 of this Notice |
| Number of Board Meetings attended | Not Applicable | Not Applicable |
| Remuneration sought to be paid | Sitting fees only | Sitting fees only |
| Remuneration last drawn | NIL | NIL |
| Details of inter se relationship with other Directors, Manager and Key Managerial Personnel of the Company | Not related | Not related |

| Name of the Director | Parvathi Srinivasan | R Vidhya Shankar |
|---|----------------------------|--|
| Details of shares held in the Company (including shareholding as a beneficial owner) | Nil | Nil |
| List of Directorships held in other Companies as on September 27, 2024 | Nil | <ul style="list-style-type: none"> • The Karur Vysya Bank Limited - Independent Director • Anugraha Valve Castings Limited - Director |
| Name of Listed Companies from which the Director has resigned in the past three years | Nil | Nil |
| Chairman/Member of the Committees of other public companies as on September 27, 2024 | Nil | <p>The Karur Vysya Bank Limited:</p> <p>Memberships:</p> <p>Audit Committee</p> <p>Risk Management & Asset Liability Management Committee</p> <p>NPA Management Committee</p> <p>Review Committee For Wilful Defaulters And Non - Cooperative Borrowers</p> <p>Chairmanships:</p> <p>Customer Service and Stakeholders Relationship Committee</p> <p>Anugraha Valve Castings Limited:</p> <p>Chairmanships:</p> <p>Audit Committee</p> <p>Nomination & Remuneration Committee</p> |

**By and on behalf of the Board
For Elgi Rubber Company Limited**

**Faizur Rehman Allaudeen
Company Secretary
Membership No. A70055**

Date: September 27, 2024
Place: Coimbatore