

ELIN ELECTRONICS LIMITED

Regd. & Corp. Office : 4771, BHARAT RAM ROAD, 23 DARYA GANJ, NEW DELHI-110 002
Website : www.elinindia.com Tel. : 91-11-43000400 Fax : 91-11-23289340



April 02, 2025

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai - 400 001

Symbol: ELIN

Scrip Code: 543725

ISIN: INE050401020

Sub: Notice of Postal Ballot- Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the below mentioned Special Resolution:

To approve the appointment of Ms. Priyanka Jain (DIN: 00618931) as an Independent Director for a first term of 5 (five) consecutive years commencing from February 08, 2025 to February 07, 2030.

The Company is being circulating the Postal Ballot Notice, along with the Explanatory Statement pertaining to the above resolution, in electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners maintained by the Company/Registrar & Transfer Agent/Depositories as at close of business hours on Friday, March 28, 2025 (Cut-off date) and whose email address were registered with the Depository Participants or with the Company or its Registrar & Transfer Agent as on the Cut-off date. Members who have not updated their email addresses are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting period will commence from Saturday, April 05, 2025 at 9:00 A.M. (IST) and ends on Sunday, May 04, 2025 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within 2 working days of conclusion of remote e-voting i.e. on or before Tuesday, May 06, 2025. This Notice has also been hosted on Company's website at www.elinindia.com.

We request you to take the above information on record.



Factories:-

C-142-143-144-144/1-144/2 Industrial Area, Site No.1, Bulandshahar Road, Ghaziabad - 201009 (U.P.)

L-84, Verna Industrial Area, Electronic City, Verna, Goa - 403722.

Village: Beli Khol, Post: Manpura - 174101, Teh: Nalagarh, District: Solan (Himachal Pradesh)

CIN : L29304DL1982PLC428372

GSTIN: 09AAACE6449G1ZJ

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Website : www.elinindia.com

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Yours faithfully,

For Elin Electronics Limited

Lata Rani

Digitally signed by Lata Rani

Pawa

Date: 2025.04.02 18:36:20

+05'30'

Pawa

Lata Rani Pawa

Company Secretary & Compliance Officer

M. No.: A30540

cs@elinindia.com



Factories:-

C-142-143-144-144/1-144/2 Industrial Area, Site No.1, Bulandshahar Road, Ghaziabad - 201009 (U.P.)

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ELIN ELECTRONICS LIMITED

CIN: L29304DL1982PLC428372

Registered & Corporate Office: 4771, Bharat Ram Road, 23, Daryaganj, New Delhi - 110002 | Tel: +91-11- 43000400
Email id: rkc@elinindia.com | Website- www.elinindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the (Companies Management and Administration) Rules, 2014, each as amended.]

Dear Members,

NOTICE is hereby given that pursuant to Sections 108, 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22 /2020 dated June 15, 2020, 33/2020 dated September 28,2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 , 03/ 2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, of the Act, the Rules, Listing Regulations, Circulars and Notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment (s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the Members of ELIN ELECTRONICS LIMITED ("the Company") as a Special Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means:

To approve the appointment of Ms. Priyanka Jain (DIN: 00618931) as an Independent Director for a first term of 5 (five) consecutive years commencing from February 08, 2025 to February 07, 2030.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, March 28, 2025. Hard copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot, therefore, members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website at www.elinindia.com under Investors Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.

The proposed resolution together with the Explanatory Statement thereto setting out all the material facts along with the reasons for the concerning resolution is annexed hereto for your consideration.

Mr. Pramod Prasad Agarwal from P.P. Agarwal & Co., Company Secretaries (CP No. 10566), has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014 for conducting entire Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from Saturday, April 05, 2025 at 9:00 A.M. (IST) and ends on Sunday, May 04, 2025 at 5:00 P.M. (IST).

The e-voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to all the members of the Company.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days of conclusion of remote e-voting i.e. on or before Tuesday, May 06, 2025.

The said results along with the scrutinizer's report will be posted on the website of the Company at www.elinindia.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on CDSL website at www.evotingindia.com.

POSTAL BALLOT NOTICE

You are requested to pursue the Proposed Resolution along with its Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company.

BY ORDER OF THE BOARD OF DIRECTORS

For Elin Electronics Limited

sd/-

Lata Rani Pawa

Company Secretary &

Compliance Officer

M.NO-A30540

Place: New Delhi

Date: February 08, 2025

Registered Office:

4771, Bharat Ram Road,

23, Daryaganj, New Delhi – 110002

CIN: L29304DL1982PLC428372

Website: www.elinindia.com

SPECIAL BUSINESS:

To approve the appointment of Ms. Priyanka Jain (DIN: 00618931) as an Independent Director for a first term of 5 (five) consecutive years commencing from February 08, 2025 to February 07, 2030.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("**the Act**"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association, and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Priyanka Jain (DIN: 00618931), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 08, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from February 08, 2025 upto February 07, 2030 and that she shall not be liable to retire by rotation and shall be entitled to receive sitting and other fees for attending meetings of the Board and any committees, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") stating all material facts and the reasons in respect of the abovementioned business is annexed hereto.
2. A statement giving additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed hereto as an annexure.
3. Pursuant to the provisions of Section 108 and 110 of the Act read with the Rules made thereunder and MCA Circulars, your Company has an option to seek approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting for the above-mentioned resolution. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.
4. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date i.e. Friday, March 28, 2025. Members may note that the Notice will also be available on the Company's website at under Investor Relations Section, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on cut-off date.
6. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.ppa@gmail.com and pb02@elinindia.com or directly upload the same on e-voting portal while e-voting.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection

for Members through electronic mode from **April 05, 2025 to May 04, 2025** basis the request being sent on pb02@elinindia.com mentioning their name, Folio no./ Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

8. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him in writing, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on May 04, 2025, being the last date specified by the Company for e-voting.
11. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.elinindia.com and on the website of CDSL at www.cdslindia.com immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited) where the shares of Company are listed and Registrar and Share Transfer Agent (RTA) of the Company.
12. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company Secretary at cs@elinindia.com.
13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:
For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to RTA at einward.ris@kfintech.com.
 - For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

General Information and Instructions Relating to E-voting:

- (i) The voting period will commence on **Saturday, April 05, 2025 at 9:00 A.M. (IST) and ends on Sunday, May 04, 2025 at 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company has provided the facility of remote e-voting to all shareholders, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its shareholders.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The instructions to Shareholders for Remote e-voting:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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. If the user is not registered for Easi/Easiest, 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. |

| Type of shareholders | Login Method |
|--|--|
| | <ol style="list-style-type: none"> Alternatively, the user can directly access 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, 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp |

| Type of shareholders | Login Method |
|--|--|
| | 3) 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| 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 21 09911 |
| 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

POSTAL BALLOT NOTICE

- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN of Elin Electronics Limited.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (viii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email

to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”).

Members may note that pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The ‘Act’) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in its meeting held on February 08, 2025, appointed, Ms. Priyanka Jain (DIN: 00618931) as an Additional Director (Non-Executive Independent Director) of the Company with effect from February 08, 2025 pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act.

The proposed resolution seeks the approval of members for the appointment of Ms. Priyanka Jain as a Non-Executive Independent Director for a first term of 5 (five) consecutive years from February 08, 2025 upto February 07, 2030, not liable to retire by rotation.

The Company has received consent from Ms. Priyanka Jain to act as a Director and declarations to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and is eligible to be appointed as a Director in terms of Section 164 of the Act.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Priyanka Jain for the office of Director (Independent) to be appointed under Section 149 of the Act.

In the opinion of the Board of Directors, Ms. Priyanka Jain fulfils the conditions specified in the Act and the Rules made there under. She is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. She has vast experience in the area of finance, management and systems audits, governance and risk management etc. The Board deems it desirable and in

the interest of the Company to appoint Ms. Priyanka Jain on the Board, and accordingly recommends the appointment of Ms. Priyanka Jain as an Independent Director for a first term of 5 (five) consecutive years, for approval by the Members as a Special Resolution.

Her appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively.

In terms of Regulation 25(8) of Listing Regulations, Ms. Priyanka Jain has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms. Priyanka Jain that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Ms. Priyanka Jain has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has also confirmed that she had not been a partner of a firm that had transactions during the last three financial years with Elin Electronics Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

Ms. Priyanka Jain, has also passed an online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs in April, 2022.

Ms. Priyanka Jain shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Disclosure, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice as an annexure to this Explanatory statement.

The terms and conditions of appointment of Ms. Priyanka Jain as a Non-executive Independent Director are uploaded on the website of the Company for inspection during the period of remote-evoting.

Except for Ms. Priyanka Jain and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

Annexure

PROFILE OF DIRECTOR

DETAILS OF DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2.

| | |
|--|---|
| Name of Director | Ms. PRIYANKA JAIN |
| Category of Directorship | Non-executive Independent Director |
| DIN | 00618931 |
| Date of Birth | 25-01-1977 |
| Age | 48 years |
| Date of Appointment on the Board | 08-02-2025 |
| Qualification, Experience & Expertise in Specific Functional Areas | Ms. Priyanka Jain is a Chartered Accountant and MBA in Finance. She has 10+ years of experience as a director in the Skilwiz Pvt Ltd & Sundeep Global Pvt Ltd. She is a Co-founder of Guftagu A Circle of trust (A business networking platform). As per the qualification she has grip over various areas like finance, management and systems audits, governance and risk management etc. |
| No. of other Directorships | 2 |
| Listed entities from which Director has resigned in last 3 years | Nil |
| Chairman / Member of the Committees of the Board of Elin Electronics Limited | Chairperson- Nomination and Remuneration (w.e.f 31.03.2025) Chairperson- Audit (w.e.f 31.03.2025) Chairperson- Stakeholders Relationship (w.e.f 31.03.2025) Member- Corporate Social Responsibility (w.e.f 08.02.2025) Member- Risk Management (w.e.f 08.02.2025) |
| Committee Membership/ Chairmanship in other Companies | Nil |
| Shareholding (including shareholding as a beneficial owner) in Elin Electronics Limited as on 31st March, 2025 | NIL |
| Number of Board Meetings attended during the year | Not Applicable |
| Terms and conditions of appointment / re-appointment | As per the resolution of this Notice read with the explanatory statement thereto |
| Remuneration sought to be paid and the remuneration Last drawn | See Note below |
| Relationship with Other Directors, Manager and Key Managerial Personnel | No relationship with other Director, Manager and Key Managerial Personnel |
| Justification for choosing the Independent Director including skills and capabilities | Mentioned in Explanatory Statement of Notice |

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.