

ELIN ELECTRONICS LIMITED

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



September 09, 2024

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

Dear Sir/Ma'am,

Sub: Minutes of the Postal Ballot dated July 05, 2024.

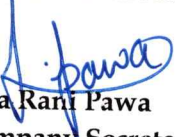
Please find enclosed the minutes of Special Resolutions passed by way of Postal Ballot through remote e-voting process. The results of the Postal Ballot were announced vide our earlier intimation dated 12th August, 2024.

We request you to take the above information on record.

Thanking You

Yours faithfully,

For Elin Electronics Limited


Lata Rani Pawa
Company Secretary & Compliance Officer
M. No.: A30540
cs@elinindia.com
Encl: As above



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

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (REMOTE E-VOTING PROCESS) BY MEMBERS OF ELIN ELECTRONICS LIMITED ON 11TH AUGUST, 2024, RESULTS OF WHICH WERE DECLARED ON 12TH AUGUST, 2024.

The Board of Directors of the Company at its Board Meeting held on 5th July, 2024, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. 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 and the latest being 9/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars") to seek approval of the Members on the following special businesses:-

ITEM NO.1 To approve the Re-appointment of Ms. Shilpa Baid (DIN: 08538622) as an Independent Director for a second term of 5 consecutive years commencing from 16th August, 2024 to 15th August, 2029.

ITEM NO.2 To approve the Re-appointment and fixation of remuneration of Mr. Mangilall Sethia (DIN: 00081367), Chairman and Whole-time Director of the Company, liable to retire by rotation, for a period of three years w.e.f. 1st October, 2024 to 30th September, 2027.

ITEM NO.3 To approve remuneration of Mr. Kamal Sethia (DIN: 00081116), Managing Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f 1st April, 2024 to 31st March, 2026.

ITEM NO.4 To approve remuneration of Mr. Sanjeev Sethia (DIN:00354700), Whole-time Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f. 1st April, 2024 to 31st March, 2026.

ITEM NO.5 To approve remuneration of Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f 1st April, 2024 to 2nd June, 2025.

Mr. Pramod Prasad Agarwal from P.P. Agarwal & Co., Company Secretaries (CP No. 10566), had 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 Company had provided remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL"). The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 11th August, 2024.

The summary of the Scrutinizer's Report is as under:

For Elin Electronics Limited

Lata Rani Pawa
Company Secretary & Compliance Officer

1. The Company completed dispatch of the Notice of Postal Ballot by E-mail on Wednesday, July 10, 2024 to the Members who had registered their e-mail ids with the Company/ Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), as on Friday, 05th July, 2024 ("the cut-off date"). The total number of Shareholders on cut-off date were 71,552.
2. Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by M/s. Central Depository Services Limited from Saturday, 13th July, 2024 (09:00 hours IST) to Sunday, 11th August 2024 (17:00 hours IST).
3. Post conclusion of the remote e-voting period on 11th August, 2024, based on the analysis of votes, the Scrutinizer submitted his report dated 11th August, 2024, addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 11th August, 2024.

The results were declared on 12th August, 2024, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, uploaded on website of the Company and CDSL on the same day. The details of voting on the resolutions as per the Scrutinizer's Report were as under:

1. Re-appointment of Ms. Shilpa Baid (DIN: 08538622) as an Independent Director for a second term of 5 consecutive years commencing from 16th August, 2024 to 15th August, 2029 by way of 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, the re-appointment of Ms. Shilpa Baid (DIN: 08538622), who was appointed as an Independent Director at the 37th Annual General Meeting of the Company held on September 28, 2019, and who holds office up to August 15, 2024 and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, and has submitted a declaration confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five consecutive years commencing from August 16, 2024, up to August 15, 2029 be and is hereby approved.

Fot Elin Electronics Limited

Lata Rani Pawa
Company Secretary & Compliance Officer

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.”

Result of Postal Ballot by voting through remote e-voting was as follows:

Particulars	Number of Valid		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	402	29248375	95.37
Dissent	73	1419740	4.63
Total	475	30668115	100

2. Re-appointment and fixation of remuneration of Mr. Mangilall Sethia (DIN: 00081367), Chairman and Whole-time Director of the Company, liable to retire by rotation, for a period of three years w.e.f. 1st October, 2024 to 30th September, 2027 by way of Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mangilall Sethia (DIN: 00081367), Chairman and Whole time Director of the Company, liable to retire by rotation, for a period of 3 years effective from October 01, 2024 to September 30, 2027, on the terms and conditions including remuneration, as detailed below, with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force):

- i) Salary - ₹ 3,00,000/- per month
- ii) Perquisites:
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company Car(s) with driver(s) for official duties as well as for personal use.

For Elin Electronics Limited


Lata Ran Pawa
Company Secretary & Compliance Officer

- f. Free Telephone at residence and mobile phone.
- g. Clubs Fees.
- h. Leave travel concession for self & family.
- i. Company contribution towards provident fund, not exceeding 12% of the salary.
- j. Gratuity not exceeding half month's salary for each completed year of service.

Provided that:

- a) Total remuneration by way of salary and perquisites shall not exceed ₹ 4,00,000/- per month (₹ 48,00,000/- in a year) subject that contribution to provident fund as per Income Tax Act and gratuity payable shall not be included in the computation of the above ceiling.
- b) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- c) In the event of loss or inadequacy of profit in any financial year, he shall be paid remuneration by way of salary and perquisites as specified above.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/Whole-time Directors during the re-appointed tenure of Mr. Mangilall Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the re-appointed tenure of Mr. Mangilall Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT approval of members be and is hereby accorded in terms of Section 196 of the Companies Act, 2013, for continuation of Mr. Mangilall Sethia (DIN: 00081367) as Whole-time Director, who is above the age of 70 years.

RESOLVED FURTHER THAT Mr. Mangilall Sethia (DIN: 00081367), Whole time director will continue to act as a Chairman of the Company as per Articles of

For Elin Electronics Limited


Lata Ravi Pawa

Company Secretary & Compliance Officer

Association of the Company and also in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of re-appointment including salary and perquisites etc. payable to Mr. Mangilall Sethia (DIN: 00081367) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Mangilall Sethia (DIN: 00081367) without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above."

Result of Postal Ballot by voting through remote e-voting was as follows:

Particulars	Number of Valid		Percentage (%)
	Remote e-voters	Remote e-votcs	
Assent	388	25943192	99.97
Dissent	82	7322	0.03
Total	470	25950514	100

3. Approval of Remuneration of Mr. Kamal Sethia (DIN: 00081116), Managing Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f. 1st April, 2024 to 31st March, 2026 by way of Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded, for payment of following remuneration to Mr. Kamal Sethia (DIN: 00081116), Managing Director of the Company, liable to retire by rotation, (who was appointed at the Annual General Meeting of the Company held on September 30, 2021 for a period of 5 years w.e.f. April 1, 2021) during the remaining period of his present tenure i.e. for the period from April 1, 2024 to March 31, 2026:

- i) Salary - ₹ 7,00,000/- per month.

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Lata Rani Pawar
Company Secretary & Compliance Officer

- ii) Perquisites:
- a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company Car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.
 - i. Company contribution towards provident fund, not exceeding 12% of the salary.
 - j. Gratuity not exceeding half month's salary for each completed year of service.
 - k. Company contribution towards National Pension Scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- c. In the event of loss or inadequacy of profit in any financial year, he shall be paid remuneration by way of salary and perquisites as specified above.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/Whole-time Directors during the current tenure of Mr. Kamal Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act;(ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Kamal Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial

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Lata Rani Pawa
Company Secretary & Compliance Officer

remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aforesaid managerial remuneration to Mr. Kamal Sethia even if the same exceeds 5% of the net profits of the Company, as the case may be, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary and perquisites etc. payable to Mr. Kamal Sethia (DIN: 00081116) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Kamal Sethia (DIN: 00081116) without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above."

Result of Postal Ballot by voting through remote e-voting was as follows:

Particulars	Number of Valid		Percentage(%)
	Remote e-voters	Remote e-votes	
Assent	387	23765733	94.21
Dissent	82	1461197	5.79
Total	469	25226930	100

4. Approval of Remuneration of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f. 1st April, 2024 to 31st March, 2026 by way of Special Resolution.

For Eln Electronics Limited


Lata Rani Pawar

Company Secretary & Compliance Officer

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded, for payment of following remuneration to Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company, liable to retire by rotation, (who was appointed at the Annual General Meeting of the Company held on September 30, 2021 for a period of 5 years w.e.f. April 1, 2021) during the remaining period of his present tenure i.e. for the period from April 1, 2024 to March 31, 2026:

i) Salary - ₹ 7,00,000/- per month.

ii) Perquisites:

- a. Furnished accommodation
- b. Electricity & water
- c. Medical Insurance for self & family
- d. Medical Reimbursement for self & family
- e. Company Car(s) with driver(s) for official duties as well as for personal use.
- f. Free Telephone at residence and mobile phone.
- g. Clubs Fees.
- h. Leave travel concession for self & family.
- i. Company contribution towards provident fund, not exceeding 12% of the salary.
- j. Gratuity not exceeding half month's salary for each completed year of service.
- k. Company contribution towards National Pension Scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.

For Elin Electronics Limited

Lata Raji Pawa
Company Secretary & Compliance Officer

- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- c. In the event of loss or inadequacy of profit in any financial year, he shall be paid remuneration by way of salary and perquisites as specified above.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/Whole-time Directors during the current tenure of Mr. Sanjeev Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sanjeev Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, the consent of the Members of the Company be and is hereby accorded for payment of aforesaid managerial remuneration to Mr. Sanjeev Sethia even if the same exceeds 5% of the net profits of the Company, as the case may be, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary and perquisites etc. payable to Mr. Sanjeev Sethia (DIN: 00354700) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Sanjeev Sethia (DIN: 00354700) without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above."

For Elin Electronics Limited

Lata Rani Jawa
Company Secretary & Compliance Officer

Result of Postal Ballot by voting through remote e-voting was as follows:

Particulars	Number of Valid		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	384	26449827	94.76
Dissent	83	1461296	5.24
Total	467	27911123	100

5. Approval of Remuneration of Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of the Company, liable to retire by rotation, for the remaining period of his present tenure w.e.f. 1st April, 2024 to 2nd June, 2025 by way of Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded, for payment of following remuneration to Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of the Company, liable to retire by rotation, (who was appointed at the Annual General Meeting of the Company held on November 18, 2020 for a period of 5 years w.e.f. June 03, 2020) during the remaining period of his present tenure i.e. for the period from April 1, 2024 to June 02, 2025:

- i. Salary - ₹ 7,00,000/- per month.
- ii. Perquisites:
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company Car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.

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Lata Rani Pawa
Company Secretary & Compliance Officer

- i. Company contribution towards provident fund, not exceeding 12% of the salary.
- j. Gratuity not exceeding half month's salary for each completed year of service.
- k. Company contribution towards National Pension Scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- c. In the event of loss or inadequacy of profit in any financial year, he shall be paid remuneration by way of salary and perquisites as specified above.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/Whole-time Directors during the current tenure of Mr. Sumit Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sumit Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, the consent of the Members of the Company be and is hereby accorded for payment of aforesaid managerial remuneration to Mr. Sumit Sethia even if the same exceeds 5% of the net profits of the Company, as the case may be, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act,

For Elin Electronics Limited


Lata Rani Pawa
Company Secretary & Compliance Officer

2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary and perquisites etc. payable to Mr. Sumit Sethia (DIN: 00831799) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Sumit Sethia (DIN: 00831799) without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above."

Result of Postal Ballot by voting through remote e-voting was as follows:

Particulars	Number of Valid		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	385	27480526	94.95
Dissent	84	1461247	5.05
Total	469	28941773	100

Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated 05th July, 2024, were duly passed on 11th August, 2024 with requisite majority.

Date: 09-09-2024

Place: New Delhi

Entered in Minute Book: 09-09-2024

Sd/-

Chairman

For Elin Electronics Limited

Lata Rani Pawa
Company Secretary & Compliance Officer