

Notice of the 17th Annual General Meeting**MEMBERS**

NOTICE is hereby given that the 17th Annual General Meeting (17th AGM) of the shareholders of the company will be held on **Friday, August 18, 2023, at 10:00 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** without the physical presence of the members at a common venue to transact the following business:

AGENDA**ORDINARY BUSINESS**

- To receive, consider and adopt the audited standalone financial statements of the company along with consolidated financial statements for the financial year ended March 31, 2023 together with the reports of the board of directors and the auditors thereon.
- To appoint a Director in the place of Sudarsan Varadaraj (DIN: 00133533) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint Sudarsan Varadaraj (DIN: 00133533) as Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from January 01, 2024 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Sudarsan Varadaraj (DIN: 00133533), in any year during his tenure, together with the aggregate annual remuneration payable to Harsha Varadaraj (DIN: 06856957), Executive Director exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on May 25, 2023:

a.	Salary	INR 500,000/- (Rupees Five Hundred Thousand only) per month
b.	Commission on net profits	At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013.
c.	Perquisites	<p>In addition to the salary and commission, the Chairman & Managing Director shall also be entitled to the following perquisites and benefits:</p> <ol style="list-style-type: none"> Provision of Company car with driver for use on Company's business and telephone facility at his residence. Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc. <p>The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable.</p> <ol style="list-style-type: none"> Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites. Gratuity payable shall not exceed half a month's salary for each completed year of service.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Sudarsan Varadaraj (DIN: 00133533), as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sudarsan Varadaraj (DIN: 00133533), during his tenure as Chairman and Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Chairman and Managing Director.

RESOLVED FURTHER THAT Sudarsan Varadaraj (DIN: 00133533), shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendments or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as “Executive Director”) of the Company for a further period of 3 (three) years with effect from November 06, 2023 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Harsha Varadaraj (DIN: 06856957), in any year during his tenure, together with the aggregate annual remuneration payable to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on May 25, 2023:

a.	Salary	INR 300,000/- (Rupees Three Hundred Thousand only) per month
b.	Commission on net profits	At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013
c.	Perquisites	<p>In addition to the salary and commission, the Whole-time Director (designated as “Executive Director”) shall also be entitled to the following perquisites and benefits:</p> <ul style="list-style-type: none"> i. Provision of Company car with driver for use on Company’s business and telephone facility at his residence. ii. Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc. <p>The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable.</p> <ul style="list-style-type: none"> iii. Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites. iv. Gratuity payable shall not exceed half a month’s salary for each completed year of service.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Harsha Varadaraj (DIN: 06856957), as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Harsha Varadaraj (DIN: 06856957), during his tenure as Whole-time Director (designated as “Executive Director”), shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director (designated as “Executive Director”).

RESOLVED FURTHER THAT Harsha Varadaraj (DIN: 06856957) shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the re-appointment of M/s. P. Mohan Kumar & Co., Cost Accountants, (Membership No.18692 / Firm Registration No.100490) as the Cost Auditor by the Board of Directors to conduct the audit of cost records of the company for the financial year 2023-24 on a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Sudarsan Varadaraj (DIN: 00133533) was re-appointed as Chairman and Managing Director of the Company for a period of 3 years with effect from January 1, 2021 and accordingly, the tenure of his office as Chairman and Managing Director expires on December 31, 2023. In accordance with the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on May 25, 2023 has approved the re-appointment of Sudarsan Varadaraj (DIN: 00133533) as Chairman and Managing Director of the company for a further period of 3 (three) years with effect from January 01, 2024 on the terms and conditions as set out under Item No. 3 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sudarsan Varadaraj (DIN: 00133533) is one of the Promoters of the company and he has been serving as the Chairman and Managing Director of the company for the past 17 years. Considering his rich and varied experience, skills and knowledge in the field of machine building, rubber and allied industry and his relentless pursuit in taking the company to global heights during his tenure as Chairman and Managing Director, the Board of Directors opine that his re-appointment as Chairman and Managing Director of the company would be greatly beneficial to the company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Regulations 17(6)(e) of the Listing Regulations, the special resolution as set out in Item No. 3 of the Notice is placed for the approval of the members.

The Board recommends the special resolution set out in Item No. 3 of the Notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this Notice.

Members are informed that the terms of re-appointment of Sudarsan Varadaraj (DIN: 00133533) as the Chairman and Managing Director of the Company for a further period of 3 years with effect from January 01, 2024 and the payment of remuneration, as set out under Item No. 3 of the notice are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Sudarsan Varadaraj (DIN: 00133533), being the appointee Chairman and Managing Director, Harsha Varadaraj (DIN: 06856957), Executive Director and Dr. Jairam Varadaraj (DIN: 00003361), Director, being his relatives, are directly or indirectly, financially or otherwise, interested or concerned, in the special resolution set out at Item No. 3 of the Notice.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 3 of the Notice.

Item No. 4

Harsha Varadaraj (DIN: 06856957) was appointed as Whole-time Director of the Company for a period of 3 years with effect from November 6, 2020. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on May 25, 2023, has approved the re-designation of Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as "Executive Director") for the remaining period of his current tenure with effect from May 25, 2023 and accordingly, the tenure of his office as the Whole-time Director (designated as "Executive Director") expires on November 05, 2023. In accordance with the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the company, at their meeting held on May 25, 2023, has approved the re-appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as "Executive Director") of the

Company for a further period of 3 (three) years with effect from November 06, 2023 on the terms and conditions as set out under Item No. 4 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Harsha Varadaraj (DIN: 06856957) is one of the Promoters of the Company and considering his varied experience, skills and knowledge in the field of finance, management and rubber and allied industry, the Board of Directors opine that his re-appointment as Whole-time Director (designated as "Executive Director") would be greatly beneficial to the Company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Regulations 17(6)(e) of the Listing Regulations, the special resolution as set out in Item No. 4 of the Notice is placed for the approval of the members

The Board recommends the special resolution set out in Item No. 4 of the Notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as "Executive Director") for a period of 3 years with effect from November 06, 2023 and the payment of remuneration, as set out under Item No. 4 of the notice are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Harsha Varadaraj (DIN: 06856957), being the appointee Whole-time Director (designated as "Executive Director") and Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, being his relative and Jairam Varadaraj (DIN: 00003361), Director, being relative of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 4 of the Notice.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 4 of the Notice.

Item No. 5

The board of directors of the company, on the recommendation of the audit committee, has approved the re-appointment of M/s. P. Mohan Kumar & Co., Cost Accountants, (Membership No.18692 / Firm Registration No.100490) as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending March 31, 2024 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by the members of the Company.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the company by means of passing an ordinary resolution. Accordingly, the approval of the members is sought by way of an ordinary resolution as set out in Item No. 5 of the Notice. The board recommends the passing of this resolution.

None of the directors and key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No. 5 of the Notice.

Notes:

1. In pursuance of the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (SEBI) during the year(s) 2020, 2021 and 2022 respectively (collectively referred to as "MCA and SEBI Circulars"), the Company is permitted to conduct the 17th Annual General Meeting ("17th AGM" or "AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the 17th AGM shall be the Registered Office of the Company situated at Super A Unit, Coimbatore Private Industrial Estate, Kuruchi, Coimbatore - 641021, Tamil Nadu.

In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA and SEBI Circulars, the 17th AGM of the Company is being held through VC/ OAVM. Members desirous of participating in the 17th AGM through VC/ OAVM, may refer to the procedures mentioned below.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this 17th AGM is being held pursuant to the MCA and SEBI Circulars through VC/ OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this 17th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. Institutional/Corporate members intending to send their authorized representatives to attend the meeting through VC / OAVM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting to the Scrutinizer by email at his email address suryaecom@gmail.com with a copy marked to the company's e-mail address info@in.elgirubber.com.
4. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the director(s) seeking re-appointment at the ensuing 17th Annual General Meeting are furnished as annexure and forms part of the notice.
5. The register of members and share transfer books of the company will remain closed from Saturday, 12th August, 2023 to Friday, 18th August, 2023 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
6. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the company for payment of dividend, if any. The company or its registrar and share transfer agent, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the company.
7. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., www.elgirubber.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
8. Dividend of prior years: Pursuant to Section 124 of the Companies Act, 2013, the dividend which remained unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. The shareholders, whose unclaimed or unpaid amount has been transferred to the Investor Education and Protection Fund (IEPF), may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Members who have not encashed their dividend warrant(s) so far since the financial year 2015-16 are requested to send their claim with a cancelled cheque containing name of the claimant shareholder (for their Bank details) immediately but not later than October 11, 2023 to the company/registrar and transfer agent for receiving the amounts through electronic channels such as RTGS/ NEFT in lieu thereof. Details of the shareholders whose shares have been transferred in respect of the unclaimed dividends already transferred to IEPF/ are liable to be transferred to IEPF are available on the company's website: www.elgirubber.com.
9. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
10. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, members should contact their depository participants (DP) and furnish particulars of any changes desired by them.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants in the prescribed form with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details in the prescribed form to the company or to M/s. Link Intime India Private Limited, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16.03.2023 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14.12.2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details,

bank details, nomination and specimen signature details with the RTA on or before 1st October, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.

Further, SEBI vide its circular dated 3rd November, 2021 and 16th March, 2023 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked will be frozen by the RTA as per the said circular. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

13. The Securities and Exchange Board of India (“SEBI”) has mandated that the transfer of securities held in physical form, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 1, 2019. Further, the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing the requests for issue of duplicate share certificate, transmission or transposition, with effect from 25th January, 2022. As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline. The shareholders/claimants shall submit duly filled up Form ISR-4 (hosted on the website of the Company and the RTA) along with the documents / details specified therein in order to process such requests. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the company. Necessary prior intimation in this regard has already been provided to the shareholders.
14. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, M/s. Link Intime India Private Limited, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the company’s Registrar & Share Transfer Agent in the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the company’s Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
16. Change of Address: Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and bank particulars to the company or its registrar & share transfer agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective depository participants and not to the Company/ Registrar and Share Transfer Agent.
17. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a) the change in the residential status on return to India for permanent settlement or
 - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
18. Members are requested to update their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 3rd November, 2021 and 16th March, 2023.
19. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the company in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
20. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 17th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories as on Friday, July 21, 2023 (cut-off date). Members may note that the Notice of the 17th Annual General Meeting and the Annual Report for the financial year 2022-23 will also be available on the Company’s website www.elgirubber.com, website of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

21. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India, by quoting the Folio number or the Client ID number with DP ID number.
22. Members desirous of receiving any information on the accounts or operations of the company are requested to forward his/her queries by email to the Company at info@in.elgirubber.com at least seven working days prior to the date of the 17th Annual General Meeting. The same will be replied by the company suitably.
23. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. Members are requested to note that the 17th Annual General Meeting is scheduled to be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and hence, the route map of the venue as required under Secretarial Standards on General Meetings (SS-2) is not annexed to this Notice.
25. Annual financial statements and related details of the wholly owned subsidiary companies are posted on the Company's website and are also kept for inspection at the Registered Office of the Company during normal business hours. A copy of the same will also be provided to the members on request.
26. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.

27. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, login details for e-voting are being sent to the registered email address.

In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a) In case of shares held in physical form, kindly submit your updation request in the prescribed Form ISR-1 (hosted on the website of Company and RTA) to our RTA, Link Intime India Private Limited.
- b) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

28. Voting through electronic means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS - 2), the company is pleased to provide its members the facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and all the business as set out in this notice shall be transacted through the remote e-voting services provided by Link Intime India Private Limited (LI IPL).
- b) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Friday, August 11, 2023, may refer to this Notice of the 17th Annual General Meeting, posted on company's website www.elgirubber.com for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purposes only.
- c) The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The instructions for members for voting electronically are as under:-
 - i. The voting period begins on **Tuesday, 15th August, 2023 at 09:00 AM (IST)** and ends on **Thursday, 17th August, 2023 at 05:00 PM (IST)**.
 - ii. During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on Friday, 11th August, 2023 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

Remote e-Voting Instructions for shareholders:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

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:

1. Individual Shareholders holding securities in demat mode with NSDL:
 1. Existing IDeAS user 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.
 2. 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>
 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. 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 Myeasi 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. LinkIntime 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: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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.co.in 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 abovementioned 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

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
2. Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register themselves as a speaker on or before **Friday, 11th August, 2023, 05:00 PM (IST)** with the company by sending email to info@in.elgirubber.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under “Favour/ Against”.
5. After selecting the appropriate option i.e. “Favour/ Against” as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022 - 4918 6175

InstaMeet Support Desk
Link Intime India Private Limited

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- i) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
or
- ii) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

Other information:

- a) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of Friday, 11th August, 2023.
- b) Once the vote on a resolution is cast by a Member through electronic means, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- c) R Jeyachandran, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- d) The Scrutinizer shall, after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, within 2 (two) working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website www.elgirubber.com and on the website of LI IPL and communicated to the Stock Exchange where the company's shares are listed.

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

**Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director**

Place : Coimbatore
Date : May 25, 2023

GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED) FOR ITEM NO.3 OF THE NOTICE

I.	General information																								
(1)	Nature of industry	The Company is engaged in the manufacturing of retreading machinery, rubber products, tread rubber, reclaim rubber and rebuilding of rubber tyres.																							
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on October 16, 2006 and the commercial operations were commenced subsequently.																							
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																							
(4)	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>FY 31.03.2023</th> <th>FY 31.03.2022</th> </tr> <tr> <th>(Rs. in million)</th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Turnover (net)</td> <td>2,230.21</td> <td>1,983.70</td> </tr> <tr> <td>Profit/(Loss) before tax</td> <td>180.82</td> <td>90.34</td> </tr> <tr> <td>Profit/(Loss) after tax</td> <td>148.19</td> <td>83.28</td> </tr> <tr> <td>Paid-up Capital</td> <td>50.05</td> <td>50.05</td> </tr> <tr> <td>Reserves & Surplus</td> <td>2,914.14</td> <td>2,773.05</td> </tr> <tr> <td>Basic Earnings per Share (actual in Rs.)</td> <td>2.96</td> <td>1.66</td> </tr> </tbody> </table>	Particulars	FY 31.03.2023	FY 31.03.2022	(Rs. in million)	(Rs. in million)	Turnover (net)	2,230.21	1,983.70	Profit/(Loss) before tax	180.82	90.34	Profit/(Loss) after tax	148.19	83.28	Paid-up Capital	50.05	50.05	Reserves & Surplus	2,914.14	2,773.05	Basic Earnings per Share (actual in Rs.)	2.96	1.66
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Basic Earnings per Share (actual in Rs.)	2.96	1.66																							
(5)	Foreign investments or collaborations, if any	Nil																							
II.	Information about the appointee																								
(1)	Background details	Sudarsan Varadaraj (DIN: 00133533) has done his B.E. in Mechanical Engineering and his master's degree in mechanical engineering in Stanford University. He has more than 42 years of experience in the field of machine building, rubber and allied industry. He is one of the Promoters of the Company and he is currently heading the entire business activities of the Company as Chairman and Managing Director.																							
(2)	Past remuneration	FY 31.03.2023 – Rs.8.60 Million FY 31.03.2022 – Rs.7.99 Million FY 31.03.2021 – Rs.7.64 Million																							
(3)	Recognition or awards	Nil																							
(4)	Job profile and his suitability	Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director of the Company, is managing the overall affairs of the company and is entrusted with the substantial powers of management under the superintendence, control and direction of the Board of Directors. Sudarsan Varadaraj (DIN: 00133533) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.																							
(5)	Remuneration proposed	As set out in Item No.3 of the 17th AGM Notice dated May 25, 2023																							
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the company, profile of Sudarsan Varadaraj (DIN: 00133533) responsibility shouldered by him and the industry standard, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.																							

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Sudarsan Varadaraj (DIN: 00133533) is one of the Promoters of the Company and Dr. Jairam Varadaraj 00003361), Director, is his brother and Harsha Varadaraj (DIN: 06856957), Executive Director is his son.
III.	Other information	
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended March 31, 2023 but howsoever such profits, as calculated under Section 198 of the Companies Act, 2013, are inadequate for the payment of remuneration to the Executive Directors in the Board within the overall limits as prescribed under Section 197 of the said Act. Further, the global business environment and the prevailing market conditions has impacted the overall performance and the profitability of the Company. However, the Company and its management has taken all necessary steps to improve the profitability. The Company is passing necessary Special resolution, as set out in Item No.3 of this notice, in order to enable the Company to pay remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director in accordance with Schedule V of the Companies Act, 2013 with effect from January 01, 2024 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also put in place measures to reduce cost and improve the bottom-line.
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken necessary initiatives to improve its market position and financial performance.
IV.	Disclosures	
	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:	The details of the remuneration package of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director is given under Item No.3 of this Notice. The Company shall make requisite disclosure in relation to terms of re-appointment and the details of remuneration of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director in the Board of Director's report under the heading "Corporate Governance", for the relevant financial year(s).
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria	The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.
(iii)	Service contracts, notice period, severance fees	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED) FOR ITEM NO.4 OF THE NOTICE

I. General information																											
(1)	Nature of industry	The Company is engaged in the manufacturing of retreading machinery, rubber products, tread rubber, reclaim rubber and rebuilding of rubber tyres.																									
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on October 16, 2006 and the commercial operations were commenced subsequently.																									
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(5)	Foreign investments or collaborations, if any	Nil																									
II. Information about the appointee																											
(1)	Background details	Harsha Varadaraj (DIN: 06856957) has done his B.Com., from Loyola College, Chennai and his Master of Science (Finance) from the London School of Economics, London. He has 3 years of experience in Price Waterhouse Coopers in the field of Auditing. He has over 8 years of experience in the field of Rubber and allied industry. He is one of the Promoters of the Company. He joined the Company as Senior General Manager-Operations on August 1, 2019. He was appointed as Whole-time Director of the Company effective from November 06, 2020 and he was re-designated as Executive Director for the remaining period of his current tenure effective from May 25, 2023.																									
(2)	Past remuneration	FY 31.03.2023 – Rs.3.19 Million FY 31.03.2022 – Rs.2.39 Million FY 31.03.2021 – Rs.0.85 Million* (*From November 2020 to March 2021)																									
(3)	Recognition or awards	Nil																									
(4)	Job profile and his suitability	Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”), is managing the affairs of the company under the superintendence, control and direction of the Board of Directors. Harsha Varadaraj (DIN: 06856957) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.																									
(5)	Remuneration proposed	As set out in Item No.4 of the 17th AGM Notice dated May 25, 2023																									
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the company, profile of Harsha Varadaraj (DIN: 06856957) responsibility shouldered by him and the industry standard, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.																									

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Harsha Varadaraj (DIN: 06856957) is one of the Promoters of the Company and he is the son of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director.
III.	Other information	
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended March 31, 2023 but howsoever such profits, as calculated under Section 198 of the Companies Act, 2013, are inadequate for the payment of remuneration to the Executive Directors in the Board within the overall limits as prescribed under Section 197 of the said Act. Further, the global business environment and the prevailing market conditions has impacted the overall performance and the profitability of the Company. However, the Company and its management has taken all necessary steps to improve the profitability. The Company is passing necessary Special resolution, as set out in Item No.4 of this notice, in order to enable the Company to pay remuneration to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) in accordance with Schedule V of the Companies Act, 2013 with effect from November 06, 2023 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also put in place measures to reduce cost and improve the bottom-line.
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken necessary initiatives to improve its market position and financial performance.
IV.	Disclosures	
	The following disclosures shall be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the Financial statement:	The details of the remuneration package of Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) is given under Item No.4 of the 17th AGM Notice dated May 25, 2023. The Company shall make requisite disclosure in relation to terms of re-appointment and the details of remuneration of Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) in the Board of Director’s report under the heading “Corporate Governance”, for the relevant financial year(s).
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria	
(iii)	Service contracts, notice period, severance fees	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.

Additional information on Directors recommended for re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by ICSI.

Name	Sudarsan Varadaraj
DIN	00133533
Date of Birth / Age	22.01.1958 / 65 years
Nationality	Indian
Date of first appointment on the Board	16.10.2006
Relationship with other directors	Father of Harsha Varadaraj (DIN: 06856957) and Brother of Jairam Varadaraj (DIN: 00003361)
Qualification	B.E., M.S.,
Experience / Area of Expertise	Over 42 years' experience in Machine Building, Rubber and allied Industry
Shareholding (including shareholding as a beneficial owner)	23,567,500 (47.09%)
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Kovilpatti Lakshmi Roller Flour Mills Limited (Listed) - Independent Director 2. Elgi Equipments Limited (Listed) - Director 3. Super Spinning Mills Limited (Listed) - Independent Director 4. Elgi Ultra Industries Limited - Director 5. LRG Technologies Limited - Director 6. Tyre Point Private Limited - Director 7. Festo India Private Limited - Director
Names of listed entities from which the Director has resigned in the past three years	Nil
Other Committee Memberships of the Board of other companies in which he is a Director:	<ol style="list-style-type: none"> 1. Elgi Rubber Company Limited - Stakeholders Relationship Committee 2. Super Spinning Mills Limited - Nomination & Remuneration Committee 3. Kovilpatti Lakshmi Roller Flour Mills Limited – Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Finance & Administrative Committee 4. Elgi Equipments Limited – Stakeholders Relationship Committee
Membership in	
Chairmanship in	1. Elgi Rubber Company Limited - Finance and Administrative Committee
Remuneration sought to be paid (per annum)	As set out in Item No. 3 of the AGM Notice
Remuneration last drawn (per annum)	INR 8.60 million
Terms & Conditions of Re-appointment	As set out in Item No. 3 of the AGM notice
Number of Meetings of the Board attended during the year	6 out of 6

Additional information on Directors recommended for re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by ICSI.

Name	Harsha Varadaraj
DIN	06856957
Date of Birth / Age	30.05.1989/ 34 years
Nationality	Indian
Date of first appointment on the Board	06.11.2020
Relationship with other directors	Son of Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director
Qualification	B.Com., M.S.
Experience / Area of Expertise	Overall 11 years' experience in finance, management, rubber and allied industry
Shareholding (including shareholding as a beneficial owner)	2,252,637 fully paid-up equity shares (4.50%)
List of Directorships held in other companies	1.LRG Technologies Limited - Director 2.Tyre Retreading Education Association - Director 3.Oakwell Investments Private Limited - Director
Names of listed entities from which the Director has resigned in the past three years	Nil
Other Committee Memberships of the Board of other companies in which he is a Director:	
Membership in	Nil
Chairmanship in	Nil
Remuneration sought to be paid (per annum)	As set out in Item No.4 of the AGM notice
Remuneration last drawn (per annum)	INR 3.19 million
Terms & Conditions of Re-appointment	As set out in Item No. 4 of the AGM notice
Number of Meetings of the Board attended during the year	3 out of 6

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

**Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director**

Place : Coimbatore
Date : May 25, 2023