

Notice of the 19th Annual General Meeting**MEMBERS**

NOTICE is hereby given that the 19th Annual General Meeting (19th AGM) of the members of the company will be held on **Monday, August 11, 2025 at 10:00 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** without the in-person presence of the members at a common venue to transact the following business:

AGENDA**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited standalone financial statements of the company along with consolidated financial statements including statement of profit and loss (including other comprehensive income) along with the statement of cash flows and the statement of changes in equity for the financial year ended March 31, 2025 together with notes and the reports of the board of directors and the auditors thereon.
2. To appoint a Director in the place of Dr. Jairam Varadaraj (DIN: 00003361), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **Approval for the appointment of M/s. Arun & Co., Chartered Accountants, Tirunelveli, a partnership firm as Statutory Auditors to fill up the casual vacancy caused due to the change in their legal constitution by way of conversion from a sole proprietorship firm and to fix the remuneration payable to them.**

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

RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Audit Committee and the Board of Directors, M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli, a partnership firm, be and are hereby appointed as Statutory Auditors of the Company to fill up the casual vacancy caused due to the change in legal constitution consequent to the conversion of M/s. Arun & Co., Chartered Accountants (Firm Registration No. 014464S), a sole proprietorship firm into a partnership firm, to hold such office till the conclusion of this 19th Annual General Meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be approved by the Board of Directors based on the recommendation of the Audit Committee in consultation with the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things and matters as may be necessarily required to give effect to the above resolution.

4. **Appointment of M/s. Arun & Co., Chartered Accountants, Tirunelveli, a partnership firm as Statutory Auditors for a period of five consecutive years and the remuneration payable to them.**

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

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Audit Committee and the Board of Directors, M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli, a partnership firm, be and are hereby appointed as Statutory Auditors of the Company to hold such office for a period of five consecutive years commencing from the conclusion of this 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting to be held in the year 2030 on a remuneration of a sum of Rs.1,500,000/- (Rupees One Million Five Hundred Thousand only) as statutory audit fee (excluding fees for other services, applicable taxes and reimbursement of travelling expense and out of pocket expenses) to conduct the statutory audit of the accounts for the financial year 2025-26 and in respect of the subsequent financial years, as may be approved by the Board of Directors based on the recommendation of the Audit Committee in consultation with the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things and matters as may be necessarily required to give effect to the above resolution.

5. **Approval for appointment of Ashty David (DIN: 01813998) as a Non-Executive Independent Director for a first term of 5 (five) consecutive years effective from May 29, 2025 to May 28, 2030**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ashty David (DIN: 01813998), who was appointed as an Additional Director by the Board in terms of Section 161(1) of the Companies Act, 2013 with effect from May 29, 2025 and who has submitted a declaration to the effect that he meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the said Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of 5 (five) consecutive years with effect from May 29, 2025 to May 28, 2030 (both days inclusive), who shall not be liable to retire by rotation.

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

6. Appointment of Secretarial Auditor for a period of five consecutive years and to fix the remuneration payable to him

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

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with relevant circulars and pursuant to the recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded for the appointment of C N Paramasivam (FCS 4654/ COP 3687), Practising Company Secretary, Coimbatore, who is holding a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years commencing from Financial Year 2025- 26 till Financial Year 2029-30 on a remuneration of a sum of Rs. 2,00,000/- (Rupees Two Lakhs only) as secretarial audit fees (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) to audit the secretarial and related records for the financial year 2025-2026 and in respect of the subsequent financial years, as may be approved by the Board of Directors in consultation with the Secretarial Auditor.

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

7. Ratification of the remuneration payable to Cost Auditor of the Company for the financial year 2025 -26

To consider and 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 the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s) or 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 (Firm Registration No.100490), Coimbatore as the Cost Auditor made by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of cost records of the company for the financial year 2025-26 on a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed.

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

8. Approval to enter into material related party transactions with LRG Technologies Limited, a related party

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

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

annual consolidated turnover of the Company as per the last audited financial statements or such other threshold as may be specified under applicable laws / regulations from time to time.

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 and 4

The Members of the Company at their 16th Annual General Meeting (AGM) held on 26th August, 2022 had appointed M/s. Arun & Co., Chartered Accountants, Tirunelveli, a sole proprietorship firm having ICAI Firm Registration Number 014464S and holding valid Peer Review Certificate issued by The Institute of Chartered Accountants of India as the Statutory Auditors of the Company to hold office from the conclusion of the 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting which ought to be held in the year 2027.

M/s. Arun & Co., Chartered Accountants, Tirunelveli, a sole proprietorship firm vide their communication letter dated 8th July, 2025 has intimated the conversion of M/s. Arun & Co., Chartered Accountants, Tirunelveli, a sole proprietorship firm into a partnership firm and further confirmed that the Firm Registration Number 014464S and the Peer Review Certificate issued by The Institute of Chartered Accountants of India in the name of the erstwhile sole proprietorship firm continues to remain the same and valid without any change in accordance with the ICAI guidelines, which has resulted in casual vacancy in the office of Statutory Auditor as envisaged under section 139(8) of the Companies Act, 2013 due to the said change in the legal constitution of the Statutory Auditor firm.

Pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on 9th July, 2025, has recommended the appointment of M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli, a partnership firm to fill up the casual vacancy caused due to the change in legal constitution consequent to the conversion of the sole proprietorship firm M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli into a partnership firm, by appointing the converted partnership firm, M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli as statutory auditors to hold such office until the conclusion of the ensuing 19th Annual General Meeting of the Company, which holds a valid Peer Review issued by The Institute of Chartered Accountants of India, subject to approval of the Members at the ensuing 19th Annual General Meeting.

Accordingly, the approval of the Members is sought for passing the Resolution as set out in Item No. 3 of the Notice. The Board recommends the passing of this resolution.

Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Audit Committee, the Board of Directors, at their meeting held on 9th July, 2025, has also considered and recommended the appointment of M/s. Arun & Co. (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli, a partnership firm, as Statutory Auditors to hold such office for a period of 5 consecutive years from the conclusion of the ensuing 19th Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in the year 2030 on such remuneration as set out in the Ordinary Resolution under Item No.4 of this notice, subject to the approval of the members at the ensuing 19th Annual General Meeting.

The Audit Committee and the Board of Directors have considered the following credentials of the appointee auditors while recommending their appointment: M/s. Arun & Co., Chartered Accountants was established by CA A Arun, B. Com, FCA, CISA (USA), DBF, DIBF (Membership No. 227831) in the year 2013 as a sole proprietorship firm and having ICAI Firm Registration Number 014464S. The office of the firm is located in Tirunelveli, Tamil Nadu. The constitution of M/s. Arun & Co. has been changed from a sole proprietorship firm into a partnership firm by admitting CA A Adityan, B. Com, FCA, PGDM (Membership No. 242124) as a new partner effective from 1st June, 2025. The Firm Registration Number 014464S and the Peer Review Certificate issued by The Institute of Chartered Accountants of India in the name of the erstwhile sole proprietorship firm continues to remain the same and valid without any change in accordance with the ICAI guidelines. The firm presently has 2 partners who bring together over 12 years of rich experience in the field of audit, assurance, tax, and advisory services to various clients across various sectors.

M/s. Arun & Co., Chartered Accountants has given their consent and the eligibility certificate for the proposed appointment and further, confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The Appointee Statutory Auditors has also furnished a declaration confirming independence as prescribed under the applicable statute.

The Audit Committee has proposed a remuneration of a sum of Rs.1,500,000/- (Rupees One Million Five Hundred Thousand only) as statutory audit fee (excluding fees for other services, applicable taxes and reimbursement of travelling expense and out of pocket expenses)

to conduct the statutory audit of the accounts for the financial year 2025-26 and in respect of the subsequent financial years, as may be decided by the Board of Directors in consultation with the statutory auditors after considering various parameters / market standards. In the opinion of the Board, there will not be any material change in the remuneration payable to the new statutory auditors from that paid to the sole proprietorship auditor firm for the conduct of the statutory audit of the Company, since the appointment is due to the change in legal constitution consequent to the conversion of the sole proprietorship firm into a partnership firm. The other terms of appointment of Statutory Auditors will be specified by the Board based on the recommendation of the Audit Committee.

Accordingly, the approval of the Members is sought for passing the Ordinary Resolution as set out in Item No. 4 of the Notice. The Board recommends the passing of this resolution.

None of the directors and Key Managerial Personnel(s) of the company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No.3 and 4 of the Notice.

Item No. 5

Based on the evaluation and recommendation of the Nomination and Remuneration Committee ("NRC"), and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on May 29, 2025, has appointed Ashty David (DIN: 01813998) as an Additional Director of the Company, in the capacity of an Independent Director, with an intention to appoint him as an Independent Director for the first term of five consecutive years with effect from May 29, 2025 to May 28, 2030 (both days inclusive), subject to the approval of the members by means of a special resolution. Further, the Company has also received a notice from a member in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of Ashty David (DIN: 01813998) as a Non-Executive Independent Director of the Company effective from May 29, 2025 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Ashty David (DIN: 01813998), being the appointee Independent Director, has expressed his consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Ashty David (DIN: 01813998) is a person of integrity and fulfils the conditions specified under the said Act read with relevant Rules made thereunder and the Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and he is independent of the management and he possess the skills and capabilities required for the said role of an Independent Director of the Company. Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that the appointment of Ashty David (DIN: 01813998) as an Independent Director would be highly beneficial to the Company.

The disclosure as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided as annexure forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, Ashty David (DIN: 01813998) would not be liable to retire by rotation during his first term of office as an Independent Director commencing from May 29, 2025 to May 28, 2030 (both days inclusive).

The draft terms and conditions of appointment of Ashty David (DIN: 01813998) as an Independent Director would be made available for inspection by the members electronically on the Company's website (www.elgirubber.com) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the meeting and the same shall also be made available for electronic inspection during the meeting.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.5 of this notice, for the approval of the members.

Except Ashty David (DIN: 01813998), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel(s) of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out at Item No.5 of this notice.

Item No. 6

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 notified on 12.12.2024 ("Listing Regulations") (as amended), every Listed Company, based on the recommendation of the Board of Directors, shall appoint a Secretarial Auditor, who shall be a Peer Reviewed Company Secretary in Practice, for a term of five consecutive years, with the approval of its shareholders in its Annual General Meeting. Accordingly, the Board of Directors, at their meeting held on 29th May, 2025, has recommended the appointment

of C N Paramasivam (FCS 4654/ COP 3687), Company Secretary in Practice, Coimbatore, who is holding a valid peer review certificate issued by The Institute of Company Secretaries of India, as Secretarial Auditor of the Company to conduct the Secretarial Audit for a period of five consecutive years commencing from Financial Year 2025- 26 till Financial Year 2029-30 on a remuneration as set out in the Ordinary Resolution under Item No.6 of this notice, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

C N Paramasivam (FCS 4654/ COP 3687) has given his consent to act as Secretarial Auditor of the Company and has confirmed that his aforesaid appointment, if made, would be within the limits specified by Institute of Company Secretaries of India. He further confirmed that he has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of the Listing Regulations and the provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

The Board of Directors of the Company have considered the following credentials of the appointee Secretarial Auditor while recommending his appointment: C. N. Paramasivam is a Fellow Member of the Institute of Company Secretaries of India (ICSI) based in Coimbatore, Tamil Nadu. He is a Practicing Company Secretary for more than 30 years and he is having rich experience and expertise knowledge in the field of Corporate, Securities and allied laws. He is specialized in carrying out Secretarial Audits, Board Process Audits and Corporate Governance Audits. He holds a valid Peer Review Certificate issued by ICSI. He holds a Bachelor's degree in commerce and he is also an Associate Member of the Institute of Chartered Accountants of India (ICAI).

The Board has proposed an audit fees of Rs. 200,000/- (Rupees Two lakhs only) (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) to C. N. Paramasivam to conduct the audit of the secretarial and related records for the financial year 2025-2026 and in respect of the subsequent financial years, as may be approved by the Board of Directors in consultation with the Secretarial Auditor as set out in the Ordinary Resolution under Item No.6 of this notice. The terms of appointment of the Secretarial Auditor will be specified by the Board of Directors of the Company.

The Board of Directors have approved and recommended the appointment of C. N. Paramasivam as Secretarial Auditor and the remuneration payable to him, as set out in the Ordinary Resolution under Item No.6 of this notice, after considering his qualifications, experience, independent assessment, and expertise in providing secretarial audit services. Accordingly, the Board of Directors recommends the Ordinary resolution set forth in Item no. 6 of this notice for the approval of members.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of this notice.

Item No. 7

The Board of Directors of the company, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. P. Mohan Kumar & Co., Cost Accountants, (Firm Registration No.100490), Coimbatore as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending March 31, 2026 at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, 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. 7 of the Notice. The Board recommends the passing of this resolution.

None of the Directors and Key Managerial Personnel(s) of the company or their relatives are concerned or interested, financially or otherwise, in the Ordinary resolution set out in Item No. 7 of the Notice.

Item No. 8

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

The Company has been entering into related party transactions with LRG Technologies Limited, a related party, with respect to purchase, sale or supply of goods or materials of any kind, availing or rendering of services of any kind, Purchase or Sale or leasing of property/assets of any kind on an arms' length basis. Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (as amended) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and as per the Related Party Transactions Policy and as per the recommendation of the Audit Committee and the Board of Directors, the members had earlier approved by means of passing an ordinary resolution through postal ballot process on November 03, 2024 for entering into material related party transactions for an aggregate limit of Rs.500 million (with inter-changeable limits)

for the period commencing from November 04, 2024 to September 30, 2025.

Considering the business requirements, the transactions proposed to be entered by the Company with the said related party in the forthcoming period may exceed the threshold limits under the Companies Act, 2013, the Listing Regulations and the Related Party Transactions Policy of the Company and the same are proposed to be undertaken on an arms' length basis and in the ordinary course of business. The transactions proposed to be entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on the business achieved by the Company and is directly proportional to the business. Accordingly, the Audit Committee, at their meeting held on May 29, 2025, has approved and recommended the above proposed material transactions with the said related party, subject to obtaining the approval of the members while noting that such proposed transaction(s) are on an arms' length basis and in the ordinary course of business of the Company.

Pursuant to Section 188 of the Act and Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the material related party transactions to be entered into with related parties. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and if such approval is obtained from the shareholders at an Annual General Meeting, it shall be valid for a period commencing from the conclusion of such Annual general Meeting till the conclusion of the next Annual General Meeting. Accordingly, the approval of the Members is being sought for the transactions proposed to be entered into with the above-mentioned related party as per the details given below.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is given below:

Name of the related party	LRG Technologies Limited	
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	A public limited company belonging to Promoter Group in which Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, Dr. Jairam Varadaraj (DIN:00003361), Director and Harsha Varadaraj (DIN: 06856957), Executive Director are interested as Directors/Relative of Director and holding more than 2% of its paid-up capital along with their relatives.	
Type, tenure, material terms and particulars of the proposed transaction and Value of the proposed transaction	The Company intends to enter into transactions for the period commencing from the conclusion of this 19 th Annual general Meeting till the conclusion of next 20 th Annual General Meeting, as per the details given below:	
	Type of transaction	Transaction limit not exceeding
	Purchase of goods or materials of any kind	Rs.500 million and the limits are inter-changeable
	Sale of goods or materials of any kind	
	Availing of services of any kind	
	Rendering of services of any kind	
	Leasing of property of any kind	
	Purchases or sale of asset of any kind	
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	13.02% based on the audited consolidated financial statements for the financial year ended 31 st March 2025.	
Where the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence, the disclosure of details pertaining to the same does not arise.	
Justification as to why the RPT is in the interest of the listed entity	The proposed transactions are intended to be carried out as part of the business requirements and the same will be on an arm's length basis and in the ordinary course of business of the Company.	
Any valuation or other external report relied upon by the listed entity in relation to the proposed transactions	The Company has not relied upon the valuation or any external report in relation to the proposed transactions and hence, the disclosure regarding the same does not arise.	

Name of the related party	LRG Technologies Limited
Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 forms part of this notice.

Members may please note that in terms of the provisions of Section 188 and Regulation 23 of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the Ordinary Resolution under Item No. 8 of this notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the Members, who are not related parties of the Company.

Except Sudarsan Varadaraj, Chairman and Managing Director, Jairam Varadaraj, Director and Harsha Varadaraj, Executive Director and their relatives, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 8 of the Notice except to the extent of their shareholding in the company.

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. Further, the disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment / re- appointment at this AGM are also annexed to this Notice.
2. Members are informed that the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (SEBI) vide their circulars issued from time to time (collectively referred to as "MCA and SEBI Circulars"), has permitted the conduct of the 19th Annual General Meeting ("19th AGM" or "AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the in-person presence of the members at a common venue. The deemed venue for the 19th 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 19th AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 19th AGM through VC / OAVM, may refer to the procedures mentioned below.

3. **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 19th AGM is being held through VC/ OAVM pursuant to the MCA and SEBI Circulars, 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 19th 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.**
4. Institutional / Corporate members intending to appoint their authorized representatives for attending 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 their email address mds@mdsassociates.in with a copy marked to the company's e-mail address info@in.elgirubber.com.
5. 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 appointment / re-appointment at the ensuing 19th Annual General Meeting are furnished as annexure and forms part of this notice.
6. The register of members and share transfer books of the company will remain closed from Tuesday, 5th August, 2025 to Monday, 11th August, 2025 (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.
7. 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. MUFG Intime India Private Limited (formerly known as "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.
8. 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.

9. 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 along with the shares 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) are requested to send their claim with a cancelled cheque containing name of the claimant shareholder (for their Bank details) immediately 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/ whose shares are liable to be transferred to IEPF are available on the company's website: www.elgirubber.com.
10. 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 holding 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.
11. 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.
12. In accordance with SEBI's Master Circular dated 17th May 2023 and amendment circular dated 17th November 2023, 7th May 2024 and 10th June 2024, Members holding shares in physical form, whose folio(s) are updated with PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024 . Therefore, Members holding shares in physical form are requested to update the above-mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.
13. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited"), the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
14. 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, sub-division or consolidation of certificates/folios, 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. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation. Members can contact the Company or RTA, for assistance in this regard.
15. 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. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited"), Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India.
16. Pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 a special window has been opened for re-lodgement of share transfer deeds, which were lodged prior to deadline of April 01, 2019 and rejected / returned / not attended to due to deficiency in the documents / process or otherwise, for a period of 6 months from July 07, 2025 till January 06, 2026. The shares that are re-lodged for transfer during this period shall be issued only in demat mode. Such re-lodgement requests alongwith the requisite documents shall be submitted to MUFG Intime India Pvt Ltd, the Registrar and Share Transfer Agent (RTA) within the stipulated time.

17. 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.
18. Change of Address: Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof viz, Aadhar/Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/ Passport etc. 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.
19. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), 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.
20. 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. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") in prescribed Form ISR-1 and other forms as notified by the Securities and Exchange Board of India (SEBI) from time to time.
21. 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.
22. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 19th AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. In respect of Members, who have not registered their email address, a letter providing the web link including exact path, where the complete details of the Annual report is available, will be sent by the Company. Members may note that the Notice of the 19th Annual General Meeting and the Annual Report for the financial year 2024-25 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 M/s. MUFG Intime India Private Limited (formerly known as "M/s. 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.
23. 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. MUFG Intime India Private Limited (formerly known as "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.
24. 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 19th Annual General Meeting. Such queries will be replied by the company suitably during the AGM or through a separate e-mail.
25. 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.
26. Members are requested to note that the 19th 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.
27. 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 and at the respective offices of the subsidiary companies during normal business hours. A copy of the same will also be provided to the members on request.
28. 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.

29. 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.

30. 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 (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force) 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 cast their vote electronically from a place other than the venue of the Annual General Meeting ("remote e-Voting") at the 19th Annual General Meeting (AGM) by electronic means and all the business items as set out in this notice of Annual General Meeting which shall be transacted through the remote e-voting / e-voting services provided by M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited").
- 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. Monday, August 4, 2025, may refer to this Notice of the 19th 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 prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) 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 remote e-voting period begins on Friday, 08th August, 2025 at 09:00 AM (IST) and ends on Sunday, 10th August, 2025 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 Monday, 4th August, 2025 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOL: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide ‘D’ above
 - o Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 5. 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).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mprms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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

M/s. MUFG Intime India Private Limited (formerly known as “M/s. Link Intime India Private Limited”)

Instameet VC Instructions for Shareholders:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- Select the “Company Name” and register with your following details:
- Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- 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

- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

InstaMeet Support Desk

M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited")

Other information:

- a) The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date i.e. Monday, 4th August, 2025.
- 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) Mr. M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP (LLPIN: ABZ – 8060), Company Secretaries, 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 by e-voting 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 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within the prescribed time 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 MUFG and the same will be communicated to the Stock Exchange where the company's shares are listed within the stipulated time.

**By order of the Board
For Elgi Rubber Company Limited**

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

Place : Coimbatore
Date : July 9, 2025

Additional information on Director seeking appointment / 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 The Institute of Company Secretaries of India (ICSI) are mentioned below:

Name	Dr Jairam Varadaraj	Ashty David
Director Identification Number (DIN)	00003361	01813998
Date of Birth/ Age	08.04.1961 / 64 years	08/02/1978/ 47 years
Nationality	Indian	Indian
Date of first appointment on the board	06.01.2011	29.05.2025
Board position held	Non-Executive Non-Independent Director	Appointed as an Additional Director under the category "Non-Executive Independent Director" w.e.f. 29.05.2025
Educational Qualification	B.Com., M.B.A., Ph.d. (USA)	Graduated with a Bachelor's degree in Arts and Law
Brief profile including experience & areas of expertise	Has more than 35 years of experience as an Industrialist	25 years' Experience in litigations in the Trial Courts and Appellate Courts on all spheres and Arbitration. He specializes in the field of Property Law, Succession, Real Estate, Contracts, Arbitration, Consumer Protection and Banking and related matters.
Justification for choosing the appointee as an Independent Director	Not applicable	Refer to statement setting out material facts annexed to this notice.
Summary of Performance Evaluation in case of re-appointment of Independent Director	Not applicable	Not applicable
Number of Meetings of Board attended during the year	3 of 5	Not applicable
Remuneration sought to be paid (per annum)	Sitting fees only	Sitting fees only
Remuneration last drawn (per annum)	Not applicable	Not applicable
Terms & Conditions of Appointment/ Re-appointment	Liable to retire by rotation	Not liable to retire by rotation and as set out in Item No. 5 of this notice
Details of inter-se relationship with other Directors, Manager and Key Managerial Personnel of the Company	Brother of Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director	Not related
Details of shares held in the Company (including shareholding as a beneficial owner)	141,750	Nil
List of Directorship held in other companies as on date of notice	1. Elgi Equipments Limited 2. ATS Elgi Limited 3. Elgi Sauer Compressors Limited 4. Dark Horse Portfolio Investment Private Limited 5. Varam Estates Private Limited 6. Elgi Ultra Private Limited	Scan Tech Paper and Boards Private Limited
Name of the listed Companies from which the Director has resigned in the past three years	Precot Limited	Nil
Chairman/Member of the committees of other companies as on date of notice	Chairmanship: 1. ATS Elgi Limited - Corporate Social Responsibility Committee 2. Elgi Sauer Compressors Limited - Corporate Social Responsibility Committee 3. Elgi Equipments Limited - Corporate Social Responsibility Committee Membership: 1. Elgi Equipments Limited - Stakeholders Relationship Committee 2. Elgi Equipments Limited - Risk Management Committee	Nil

**By order of the Board
For Elgi Rubber Company Limited**

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

Place : Coimbatore
Date : July 9, 2025