

## Notice of the 14<sup>th</sup> Annual General Meeting

### NOTICE TO MEMBERS

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the shareholders of the company will be held on **Friday, the August 28, 2020 at 10:00 AM** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

### AGENDA

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the company along with consolidated financial statements for the financial year ended March 31, 2020 together with the reports of the board of directors and the auditors thereon.
2. To confirm the interim dividend paid as final dividend on equity shares for the financial year ended March 31, 2020
3. To appoint a Director in the place of Jairam Varadaraj (holding DIN: 00003361) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

4. **To consider and if thought fit, to pass the following resolution as an Ordinary 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 (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 consent 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 period of 3 (three) years with effect from January 1, 2021 on the following terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on June 25, 2020;

- a. Salary

₹ 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

In addition to the salary and commission, the Chairman and Managing Director shall also be entitled to the following perquisites and benefits:

- 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. 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.
- 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. The Managing Director is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

**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** the Board of Directors 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 a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 73 and Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such conditions, approvals, permissions as may be necessary, consent of members of the Company be and is hereby accorded to invite / accept / renew from time to time deposits from public and / or members of the Company up to an amount not exceeding the permissible limits and on such other terms and conditions of acceptance of deposits in accordance with the terms and conditions of Acceptance of Deposits by Companies, as prescribed under the said provisions.

**RESOLVED FURTHER THAT** the Board of Directors is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate to give effect to the above resolution

**6. 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. P. Mohan Kumar and Co, Cost Accountants, (Firm Registration No.100490) by the board of directors of the company to conduct the audit of cost records of the company for the financial year 2020-21, on a remuneration of ₹ 75,000/- (Rupees seventy five thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 4**

Sudarsan Varadaraj (DIN : 00133533) was re-appointed as the Chairman and Managing Director of the Company for a period of 5 years with effect from January 1, 2016 and accordingly, the tenure of his office as the Chairman and Managing Director expires on December 31, 2020. In accordance with the provisions of Section 196 of the Companies Act, 2013 and pursuant to 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 June 25, 2020 has approved the re-appointment of Sudarsan Varadaraj as Chairman and Managing Director of the company for a further period of 3 years with effect from January 1, 2020 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.

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 14 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, the ordinary resolution as set out in Item No. 4 of the Notice is placed for the approval of the members.

The Board recommends the 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 re-appointment of Sudarsan Varadaraj (DIN: 00133533) as the Chairman and Managing Director for a further period of 3 years with effect from January 1, 2021 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.

Except Sudarsan Varadaraj (DIN: 00133533), being the appointee Chairman and Managing Director and Dr. Jairam Varadaraj (DIN: 00003361) being his relative Director, none of the other Directors and Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

## Item No. 5

Being an eligible company to accept deposits from public and / or its members, the Board of Directors, at their meeting held on June 25, 2020, has proposed to invite / accept / renew, from time to time, deposits from public and / or members of the Company subject to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and subject to the approval of the members of the Company.

Pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended), an eligible company shall invite, accept or renew deposits (a) from its members not exceeding 10% of the aggregate of the paid up share capital, free reserves and securities premium account of the company and (b) any other deposits not exceeding 25% of the aggregate of the paid up share capital, free reserves and securities premium account of the company, subject to approval of the members by passing a special resolution.

Accordingly, the special resolution as set out in Item No.5 of the Notice is placed for the approval of the members. The Board recommends the resolution set out in Item No.5 of the Notice for the approval of the members.

None of the directors or key managerial personnel of the company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

## Item No. 6

The board of directors of the company, on the recommendation of the audit committee, has approved the appointment and remuneration of M/s. P.Mohan Kumar and Co., Cost Accountants, (Firm Registration No.100490) to conduct the audit of the cost records of the company for the financial year ending March 31, 2021, at a remuneration of ₹ 75,000/- (Rupees seventy five thousand only), plus taxes as applicable and reimbursement of conveyance at actuals, subject to ratification by shareholders.

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 Auditors is required to be ratified by the Members of the company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the year 2020-21 as set out in Item No.6 for the aforesaid services to be rendered by them. The board recommends the resolution set out in Item No.6 of the notice for the approval of the Members.

None of the directors and key managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6 of the Notice.

## Notes:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the conduct of the Annual General Meeting (“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 AGM shall be 2000, Trichy Road, Coimbatore-641005, the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 14<sup>th</sup> Annual General Meeting of the Company (“AGM”) is being held through VC / OAVM.**
- 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 AGM is being held pursuant to the MCA 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 the 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.**

- Members may note that M/s M.S.Jagannathan and Visvanathan (FRN 001209S), Chartered Accountants, were appointed as statutory auditors of the Company, at the 11<sup>th</sup> Annual General Meeting (AGM) held on August 26, 2017, to hold office for a period of 5 years till the conclusion of 16<sup>th</sup> Annual General Meeting to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7<sup>th</sup> May 2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the members, at their 12<sup>th</sup> Annual General Meeting held on August 9, 2018 has approved to continue the appointment of M/s M.S.Jagannathan and Visvanathan (FRN 001209S), Chartered Accountants, as the statutory auditors without ratification till the conclusion of the 16<sup>th</sup> Annual General Meeting to be held in the year 2022. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 14<sup>th</sup> Annual General Meeting.

4. Institutional / Corporate members intending to send their authorized representatives to attend the meeting through VC / OAVM are requested to send to Scrutinizer by email through its registered email address to suryaecom@gmail.com with a copy marked to company through e-mail address, i.e., info@in.elgirubber.com, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Details as required under Schedule V of the Companies Act, 2013 read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings, in respect of the director seeking reappointment at the 14<sup>th</sup> Annual General Meeting are furnished as annexure and forms part of the notice.
6. The register of members and share transfer books of the company will remain closed from August 22, 2020 to August 28, 2020 (both days inclusive).
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. 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.
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. **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 and 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 transfer agent.
10. 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.
11. Members desirous of receiving any information on the accounts or operations of the company are requested to forward his/her queries to the company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
12. **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 the dividend warrant(s) so far, since the financial year 2012-13, are requested to send their claim with a cancelled cheque containing name of the shareholder (for their Bank details) immediately but not later than September 17, 2020 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 are liable to be transferred to IEPF are available on the company website: www.elgirubber.com. The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.
13. 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. A consolidated share certificate will be returned to such members after making requisite changes thereon.
14. 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 the PAN to their depository participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the company or to M/s. Link Intime India Private Limited, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

A Resident individual shareholder having PAN and entitled to receive dividend amount exceeding Rs.5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [info@in.elgirubber.com](mailto:info@in.elgirubber.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [info@in.elgirubber.com](mailto:info@in.elgirubber.com). The aforesaid declarations and documents need to be submitted by the shareholders as early as possible.

16. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 1, 2019. Therefore, the members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
17. 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, Mayflower Avenue, 2nd Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and of the 14th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website [www.elgirubber.com](http://www.elgirubber.com), website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.
19. 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.
20. 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 and Share Transfer Agent in the prescribed statutory form. Should any assistance be desired, members shall get in touch with the company's Registrar and Share Transfer Agent.
21. Members are requested to register / update their email address 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.
22. 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.
23. Members are requested to note that the venue of the 14<sup>th</sup> Annual General Meeting **through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, and hence, the route map is not annexed in this Notice.
24. **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, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to exercise their right to vote at the 14<sup>th</sup> Annual General Meeting (AGM) by electronic means and all the business as set out in the said notice may be transacted through 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 21, 2020, may refer to this Notice of the Annual General Meeting, posted on company's website [www.elgirubber.com](http://www.elgirubber.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose 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.

The instructions for members for voting electronically are as under:-

- i. The voting period begins on Tuesday, August 25, 2020 at 9:00 AM and ends on Thursday, August 27, 2020 at 5:00 PM.
- ii. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 21, 2020, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

**The instructions for members for voting electronically are as under:-**

**Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).  Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number shared to the members
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.  Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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

### **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.  
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’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

### **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

### **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@in.elgirubber.com](mailto:info@in.elgirubber.com) or [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@in.elgirubber.com](mailto:info@in.elgirubber.com) or [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
3. The Company/Registered Share Transfer Agent shall provide the login credentials to the above mentioned shareholders.

### **Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

### **Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:**

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or 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 or Company shall use the sequence number provided to you, if applicable).
  - c. Enter your Mobile No.
  - d. Enter your Email ID, as recorded with your DP/ Company
2. Click “Go to Meeting”

**Note:**

- 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 the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : (022- 49186175)

**InstaMeet Support Desk**

**Link Intime India Private Limited**

**Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number, PAN at [info@in.elgirubber.com](mailto:info@in.elgirubber.com) from Friday, August 21, 2020 at 9.00 AM to Wednesday, August 26, 2020 at 05.00 PM.
- The first 10 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id , mobile number, PAN at [info@in.elgirubber.com](mailto:info@in.elgirubber.com). The same will be replied by the Company suitably.

**Note:**

- Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. Shareholders/ Members should allow using camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**Instructions for Shareholders/Members to Vote during the Annual General Meeting through Insta Meet:**

Once the electronic voting is activated by the scrutiniser 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 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 cast 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.
- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)
- d) 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 August 21, 2020.
- e) Once the vote on a resolution is cast by the Member, 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.
- f) R Jayachandran, Partner, M/s. RJC Associates, Chartered Accountants, Coimbatore has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g) The Chairman shall, at the 14<sup>th</sup> Annual General Meeting, at the end of discussion on the resolutions on which voting is to be cast, allow e-voting for all those members who are present at the 14<sup>th</sup> Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
- h) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours 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.
- i) The results declared along with the consolidated scrutinizer's report shall be placed on the company's website [www.elgirubber.com](http://www.elgirubber.com) and on the website of LIPL 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 : June 25, 2020

**GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED)**

<b>I. General information</b>				
(1)	Nature of industry	The Company is engaged in the manufacturing of rubber products, tread rubber, reclaim rubber, retreading 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	<b>Particulars</b>	<b>FY 31.03.2020 (₹ in million)</b>	<b>FY 31.03.2019 (₹ in million)</b>
		Turnover (net)	1,843.15	2,028.81
		Profit/(Loss) before tax	61.39	1.61
		Profit/(Loss) after tax	57.96	4.56
		Paid-up Capital	50.05	50.05
		Reserves & Surplus	2,593.05	2,540.01
		Basic Earnings per Share (actual)	1.16	0.09
(5)	Foreign investments or collaborations, if any	Nil		
<b>II. Information about the appointee</b>				
(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 38 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 31.03.2020 - ₹ 6.72 million per annum		
		FY 31.03.2019 - ₹ 6.72 million per annum		
		FY 31.03.2018 - ₹ 6.72 million per annum		
(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.4 of the notice of the 14 <sup>th</sup> AGM		
(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, if any	Sudarsan Varadaraj (DIN: 00133533) is one of the Promoters of the Company and Dr. Jairam Varadaraj 00003361), Director, is his relative.		

**GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED)**

III.	Other information	
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended 31.03.2020. The Company is passing an ordinary resolution pursuant to Section 196, 197 and Schedule V of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be impacted in future due to the business environment during the period for which remuneration is payable to Sudarsan Varadaraj (DIN: 00133533) i.e. till December 31, 2023.
(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.
(5)	Foreign investments or collaborations, if any	Nil
IV.	Disclosures	
	<b>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:</b>	
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	The details of the remuneration package of Sudarsan Varadaraj (DIN: 00133533) is given under Item No.4 of this notice. The Company has also made requisite disclosure in relation to the remuneration of the appointee Chairman and Managing Director in the Board of Director's report under the heading "Corporate Governance". However, the Company has not issued any stock options.
(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	

**Details of director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings**

Name	Sudarsan Varadaraj
DIN	00133533
Date of Birth / Age	22.01.1958 / 62 years
Nationality	Indian
Date of Induction on the Board	16.10.2006
Relationship with other director	Brother of Dr.Jairam Varadaraj, Director
Qualification	B.E., M.S.,
Experience	38 years in Machine Building, Rubber and allied Industry
Shareholding	23,032,001 (46.02%)
List of Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Kovilpatti Lakshmi Roller Flour Mills Limited (formerly KLRFLimited) (Listed)</li> <li>2. Elgi Equipments Limited (Listed)</li> <li>3. Super Spinning Mills Limited (Listed)</li> <li>4. Elgi Ultra Industries Limited</li> <li>5. LRG Technologies Limited</li> <li>6. Tyre Point Private Limited</li> <li>7. Festo India Private Limited</li> </ol>
Other Committee Memberships of the Board of other companies in which he is a Director:	
Membership in	<ol style="list-style-type: none"> <li>1. Elgi Rubber Company Limited - Stakeholders Relationship Committee</li> <li>2. Super Spinning Mills Limited - Nomination &amp; Remuneration Committee</li> <li>3. Kovilpatti Lakshmi Roller Flour Mills Limited (formerly KLRFLimited) - Audit Committee and Nomination &amp; Remuneration Committee, CSR Committee and Finance and Administrative Committee</li> </ol>
Chairmanship in	<ol style="list-style-type: none"> <li>1. Elgi Rubber Company Limited - CSR Committee and Finance and Administrative Committee</li> </ol>
Remuneration sought to be paid (per annum)	Salary, allowances other perquisites as stated in the agenda to the Notice of the 14 <sup>th</sup> Annual General Meeting of the Company as Item No. 4
Remuneration last drawn (per annum)	₹ 6,720,000/-
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	5 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 : June 25, 2020