

## **Notice of the 15<sup>th</sup> Annual General Meeting**

### **NOTICE TO MEMBERS**

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the shareholders of the company will be held on **Thursday, the August 26, 2021 at 10:00 AM (IST)** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** without the in-person presence of 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 for the financial year ended March 31, 2021 together with the reports of the board of directors and the auditors thereon.
2. To appoint a Director in the place of Harsha Varadaraj (DIN: 06856957) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **3. 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 & 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 2021-22, 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.

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded to divest by way of sale, transfer or dispose of upto 100% of the shareholding held in M/s. Rubber Resources B.V., The Netherlands, a Step-down Subsidiary of the Company, held by Elgi Rubber Company Holdings B.V., a Wholly-owned Subsidiary of the Company, in one or more tranches, to any third party investor for such consideration and on such terms and conditions as may be decided by the Board of Directors of both the Company and the said subsidiary/ies and in such manner as they may deem fit, proper and appropriate.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary and/or to give such directions and to do all such necessary acts, deeds, matters and things, including without limitation negotiation and execution of any document that may be required to give effect to the above authorisation, as the Board in its absolute discretion deem fit and proper to give effect to this resolution.”

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

#### **Item No. 3**

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 & 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, 2022, 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 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 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 2021-22 as set out in Item No.3 for the aforesaid services to be rendered by them. The board recommends the resolution set out in Item No.3 of the notice for the approval of the members.

None of the 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.3 of the Notice.

#### **Item No.4**

Rubber Resources B.V., The Netherlands is a Step-down Subsidiary of Elgi Rubber Company Limited (hereinafter referred to as “the Company”) as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations"). Elgi Rubber Company Holdings B.V., The Netherlands, a Wholly-owned Subsidiary of the Company is the holding company of Rubber Resources B.V.

Considering the market conditions and in order to improve liquidity, the Board of Directors of Elgi Rubber Company Holdings B.V. has recommended to divest by way of sale, transfer or dispose of upto 100% of the shareholding held in M/s. Rubber Resources B.V., subject to necessary approval of the Board of Directors of Elgi Rubber Company Limited, the Ultimate Holding Company of Rubber Resources B.V.

Accordingly, the Board of Directors, at their meeting held on 23rd July, 2021, has recommended to divest by way of sale, transfer or dispose of upto 100% of the shareholding held in M/s. Rubber Resources B.V., The Netherlands, a Step-down Subsidiary of the Company, held by Elgi Rubber Company Holdings B.V., a Wholly-owned Subsidiary of the Company to any third party investor for such consideration and on such terms and conditions as may be decided by the Board of Directors of both the Company and the said subsidiary/ies, subject to the approval of the members of the Company by means of passing a special resolution.

Pursuant to Regulation 24 of the Listing Regulations read with Section 180(1)(a) of the Companies Act, 2013, the prior approval of the members of the Company by means of passing a special resolution shall be required to dispose of upto 100% of the shareholding in M/s. Rubber Resources B.V., The Netherlands, a Step-down Subsidiary of the Company. Accordingly, necessary special resolution is set out in Item No.4 of the notice for the approval of the members of the Company. Your Directors recommends the passing of this special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this special resolution under Item No.4 of the notice except to the extent of their shareholding in the Company.

#### **Notes:**

1. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No.2/2021 dated 13.01.2021 read with Circular No.20/2020 dated 05.05.2020, Circular No. 14/2020 dated 08.04.2020 and Circular No.17/2020 dated 13.04.2020 (collectively referred to as "MCA Circulars") and the SEBI Circular No.SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 has permitted the conduct of the 15<sup>th</sup> 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 15<sup>th</sup> AGM shall be the Registered Office of the Company situated at 2000, Trichy Road, Coimbatore-641005. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 15<sup>th</sup> AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 15<sup>th</sup> AGM through VC / OAVM, may refer to the procedures mentioned below.**

2. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this 15<sup>th</sup> AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this 15<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

**Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

3. Members may note that M/s M.S.Jagannathan & Visvanathan (FRN 001209S), Chartered Accountants, Coimbatore 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 such office for a period of 5 consecutive 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 & 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 15<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 a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting to the Scrutinizer by email at his email address suryaecom@gmail.com with a copy marked to the company's e-mail address info@in.elgirubber.com.

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) in respect of the director seeking re-appointment at the 15<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 20<sup>th</sup> August, 2021 to 26<sup>th</sup> August, 2021 (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](http://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. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
10. **Change of Address:** Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and bank particulars to the company or its registrar & share transfer agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective depository participants and not to the company/registrar and transfer agent.
11. 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.
12. Members desirous of receiving any information on the accounts or operations of the company are requested to forward his/her queries to the company secretary at least seven working days prior to the date of the 15<sup>th</sup> Annual General Meeting. The same will be replied by the company suitably.
13. **Dividend of prior years:** Pursuant to Section 124 of the Companies Act, 2013, the dividend which remained unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the “Investor Education and Protection Fund” established by the Central Government. The shareholders, whose unclaimed or unpaid amount has been transferred to the Investor Education and Protection Fund (IEPF), may claim the same from IEPF authority by filing form IEPF-5 along with requisite documents. Members who have not encashed their dividend warrant(s) so far since the financial year 2013-14 are requested to send their claim with a cancelled cheque containing name of the claimant shareholder (for their Bank details) immediately but not later than October 31, 2021 to the company/registrar and transfer agent for receiving the amounts through electronic channels such as RTGS/ NEFT in lieu thereof. Details of the shareholders whose shares have been transferred in respect of the unclaimed dividends already transferred to IEPF / are liable to be transferred to IEPF are available on the company website: [www.elgirubber.com](http://www.elgirubber.com).
14. 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.
15. 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, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
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, 2<sup>nd</sup>Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 15<sup>th</sup> AGM along with the Annual Report 2020-21 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 of the 15<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2020-21 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) and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

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. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
  - a) the change in the residential status on return to India for permanent settlement or
  - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
21. 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 statutory form. Should any assistance be desired, members shall get in touch with the company's Registrar & Share Transfer Agent.
22. 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.
23. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. Members are requested to note that the 15<sup>th</sup> 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 is not annexed to this Notice.
25. Annual financial statements and related details of the wholly owned subsidiary companies are posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the subsidiary Company. A copy of the same will be provided to the members on request.
26. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.

#### **27. Registration of email ID and Bank Account details:**

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

- (i) In case of shares held in physical form, kindly log in to the website of our RTA, Link Intime India Private Ltd. at [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. (or)
- (ii) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

#### **28. Voting through electronic means:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS - 2), the company is pleased to provide its members the facility to exercise their right to vote at the 15<sup>th</sup> Annual General Meeting (AGM) by electronic means and all the business as set out in this notice shall be transacted through the remote e-voting services provided by Link Intime India Private Limited (LIPL).
- 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. Thursday, August 19, 2021, may refer to this Notice of the 15<sup>th</sup> 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. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The voting period begins on Monday, 23rd August, 2021 at 9.00 AM (IST) and ends on Wednesday, 25th August 2021 at 5.00 PM (IST).

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

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

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

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>◆ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</li> </ol> <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <li>◆ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>◆ Click “confirm” (Your password is now generated).</li> </li></ul> </li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. 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).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**InstaVote Support Desk**

**Link Intime India Private Limited**

**Process for those shareholders whose email address is 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 co-ordinate provide the login credentials to the abovementioned 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 at [info@in.elgirubber.com](mailto:info@in.elgirubber.com) on or before Wednesday, 25<sup>th</sup> August, 2021 at 12.00 PM (IST).
- The first 20 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 at [investor@elgi.com](mailto:investor@elgi.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 to use 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 InstaMeet:**

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.
- 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 19, 2021.
- 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 remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- g) The Chairman shall, at the 15<sup>th</sup> Annual General Meeting, at the end of discussion on all the resolutions on which voting is to be cast, allow e-voting for all those members who are present at the 15<sup>th</sup> Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
- h) The Scrutinizer shall after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses 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 shall be declared within 2 days from the conclusion of the Annual General Meeting. 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 LI IPL and communicated to the Stock Exchange where the company's shares are listed.

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

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

Place : Coimbatore  
Date : July 23, 2021

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

Name	Harsha Varadaraj
DIN	06856957
Date of Birth / Age	30.05.1989 / 32 years
Nationality	Indian
Date of Induction on the Board	06.11.2020
Relationship with other director	Son of Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director
Qualification	B.Com., M.S.
Experience	9 years' experience in finance and general management
Shareholding	22,52,637 shares (4.50%)
List of Directorships held in other companies	1. LRG Technologies Limited - Director 2. Tyre Retreading Education Association - Director
Other Committee Memberships of the Board of other companies in which he is a Director:	
Membership in	Elgi Rubber Company Limited – Corporate Social Responsibility Committee
Chairmanship in	Nil
Remuneration sought to be paid (per annum)	Not applicable
Remuneration last drawn (per annum)	FY - 31.03.2021 – ₹ 0.85 million *
Terms & Conditions of Re-appointment	As set out in Item No.2 of the notice
Number of Meetings of the Board attended during the year	1

\* For the period 06.11.2020 to 31.03.2021

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

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

Place : Coimbatore  
Date : July 23, 2021