



Elgi Rubber Company Limited

Super A Unit • Coimbatore Private Industrial Estate • Kurichi • Coimbatore 641 021 • India • CIN : L25119TZ2006PLC013144,
+91 (422) 232 1000 • info@in.elgirubber.com • www.elgirubber.com.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the Members of Elgi Rubber Company Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and the Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution (as indicated herein below) is proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

1. To consider and to grant approval to sell or otherwise dispose of certain immovable properties, comprising of land and buildings, of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)

The Board of Directors of the Company, at their meeting held on March 20, 2023, has approved the above matter, subject to, inter alia, the requisite approval of the shareholders of the Company and such other authorities as may be required, if any, in this regard.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of this Postal Ballot Notice dated March 20, 2023 pursuant to Section 102(1) of the Companies Act, 2013 is annexed and form part of this notice. The Postal Ballot Notice dated March 20, 2023 is also placed on the website of the Company www.elgirubber.com.

Pursuant to the aforesaid MCA and SEBI Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA and SEBI Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their resolution passed on March 20, 2023, has appointed R Jeyachandran, FCA, ACS, Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.



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Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA and SEBI Circular(s), the Company has provided electronic voting ("e-voting") facility only.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide e-voting facility to the Members of the Company through their Instavote platform (<https://instavote.linkintime.co.in>). Please refer the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Thursday, April 06, 2023 to 05:00 PM (IST) on Friday, May 05, 2023 (both days inclusive). Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 05:00 PM (IST) on Friday, May 05, 2023.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company or any other person as may be authorized by him. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same will be displayed on the website of the Company, the Link Intime India Private Limited (LI IPL) and the same will be communicated to National Stock Exchange of India Limited ("NSE"), being the stock exchange where the equity shares of the company are listed.

In the event, the resolution, as set out under Item No.1 below, is assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Friday, May 05, 2023, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting means:

Item No: 1

Approval to sell or otherwise dispose of certain immovable properties, comprising of land and buildings, of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to give assent or dissent 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 (including any statutory modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to obtaining all requisite consent(s), sanction(s), permission(s) and approval(s) as may be required from the appropriate authorities in this regard, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell or otherwise dispose of the following immovable properties, in one or more tranches, constituting as an undertaking of the Company on an "as is where is" basis to any prospective buyer(s), not being related parties, on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in the best interest and favour of the Company, for consideration not less than the market price.



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- a) Land property situated in S.F.No.196/1&2 and 198 Part, located at No. 2000, Trichy Road, Upplipalayam Village, Coimbatore aggregating to an extent of 7.24 acres together with all buildings and structures thereof; and
- b) Land property situated in S.F.No.546/1B2B1 and 548/2A2B1, Neelambur Village, Coimbatore aggregating to an extent of 1.10 acres.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do and perform all such acts, matters deeds and things as may be necessary, including finalizing the suitable buyer(s), the terms and conditions, methods and modes and to finalize, sign, execute and register necessary documents including sale deed/agreement, powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company for the proper implementation of the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale of the above properties as they may in their absolute discretion deem fit.”

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statements sets out the material facts relating to the special business mentioned under Item No.1 in the accompanying Postal Ballot Notice dated March 20, 2023 and shall be taken as forming part of the Notice:

Item No.1

As a part of strategic steps of restructuring the business operations, the Company intends to sell or otherwise dispose of certain immovable properties, comprising of land and buildings, as detailed in the Resolution set out under Item No.1 above, being its non-core assets, with an intent to reduce its debts. The consideration to be received on the said sale of properties would be utilized in paying off the Company's long/short term debts and other business requirements. Further, the Company is in the process of identifying potential buyer(s) and negotiating the consideration and other terms & conditions of the said arrangement.

In view of the same, the Board of Directors, at their meeting held on March 20, 2023, has considered that the above properties may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and hence, it has approved to sell or otherwise dispose of the properties, as mentioned in the special resolution set out under Item No.1 above, subject to obtaining the approval of the shareholders of the Company by means of passing a special resolution under Section 180(1)(a) passed through postal ballot means pursuant to Section 110 of the Companies Act, 2013 and subject to obtaining such other approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard.

Accordingly, the Special Resolution as set out under Item No.1 in the accompanying Notice is being placed before the members for their approval.

Your Directors recommends the passing of this Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 1 of the Notice, except to the extent of their shareholding in the Company.



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Notes:

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company have appointed R Jeyachandran, FCA, ACS, Partner of M/s. RJC Associates, Chartered Accountants, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LI IPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **09:00 AM (IST) on Thursday, April 06, 2023 to 05:00 PM (IST) on Friday, May 05, 2023(both days inclusive)**.
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, March 31, 2023 ("Cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LI IPL) ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the relevant Circulars issued by the Ministry of Corporate Affairs during the year(s) 2020, 2021 and 2022 respectively ("MCA Circulars").
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **Friday, March 31, 2023 ("Cut-off date")** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after **05:00 PM (IST) on Friday, May 05, 2023**. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday, March 31, 2023 ("Cut-off date")**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: info@in.elgirubber.com or may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in



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9. The Postal Ballot Notice have been placed on Company's website www.elgirubber.com and LI IPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to suryaecom@gmail.com with a copy marked to the company to info@in.elgirubber.com
13. As per the green initiatives taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.
14. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has engaged Link Intime India Private Limited (LI IPL) for facilitating the e-voting.
15. The Scrutinizer will submit his report after completion of scrutiny, within 48 hours from the closure of the e-voting platform. The Chairman and Managing Director or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the Company's website www.elgirubber.com and the same will also be placed on the website of LI IPL and will also be communicated to National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed.
16. The instructions for Shareholders for remote e-voting are as under:
 - a) The remote e-voting period commences from **09:00 AM (IST) on Thursday, April 06, 2023 to 05:00 PM (IST) on Friday, May 05, 2023(both days inclusive)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. **Friday, March 31, 2023 ("Cut-off date")**, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) hereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - b) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL/ NSDL is given below:



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Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeASuser can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

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

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).



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- ▶ Click “confirm” (Your password is now generated).
- 3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in der mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 0 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in der mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com contact at toll free no. 1800 22 55 33



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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

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

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

InstaVote Support Desk
Link Intime India Private Limited

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

Sudarsan Varadaraj
DIN: 00133533

Chairman & Managing Director

Date: March 20, 2023
Place: Coimbatore