



July 5, 2024

National Stock Exchange of India Ltd.
Exchange Plaza
C-1, Block G Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Through: NEAPS

Through: BSE Listing Centre

Dear Sir/Madam,

Subject: Submission of Notice of the 64th Annual General Meeting of the Company

NSE Scrip Code : ELGIEQUIP / BSE Scrip Code : 522074

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 64th Annual General Meeting of the Company scheduled to be held on Wednesday, July 31, 2024 at 4.30 PM (IST) through video conferencing / Other audio-visual means.

This will also be hosted on the Company's website at www.elgi.com

This is for your information and records.

Thanking you,

Yours faithfully,

For Elgi Equipments Limited

Devika Sathyanarayana
Company Secretary and Compliance Officer

Encl.: a/a

ELGI EQUIPMENTS LIMITED

Registered Office : Elgi Industrial Complex III, Trichy Road, Singanallur, Coimbatore - 641005, Tamilnadu, India
T +91 422 2589 555, **E** investor@elgi.com, **W** www.elgi.com, **TOLL-FREE NO:** 1800-425-3544 | 1800-203-3544
CIN : L29120TZ1960PLC000351

Notice of the 64th Annual General Meeting



NOTICE is hereby given that the Sixty Fourth Annual General Meeting (“AGM”) of the Shareholders of the Company will be held on **Wednesday, July 31, 2024, at 4.30 PM (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), along with the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended March 31, 2024, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Anvar Jay Varadaraj (DIN: 07273942), 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), M/s. STR & Associates (Firm Registration No.000029), Cost Accountants, who was appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial years 2023-2024 & 2024-2025 on a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs only) per annum for each of the financial years exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to 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 Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification 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 Members, be and is hereby accorded for the payment of remuneration to Mr. Jairam Varadaraj (DIN: 00003361), Managing Director of the Company for a period of 2 years with effect from April 1, 2024 till March 31, 2026, on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 15th March 2024, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Mr. Anvar Jay Varadaraj, Executive Director may exceed 5% of net profits of the Company pursuant to Regulation 17(6)(e) of Listing Regulations or any other limits as specified by the Listing Regulations or the Act for the time being in force.

- (1) A total remuneration not exceeding ₹ 450 lakhs per annum for a period of 2 years with effect from April 1, 2024, to March 31, 2026. The amount of ₹ 450 lakhs is on a cost to the Company basis and is inclusive of:
 - Bonus/Performance Pay and all perquisites as applicable to all senior managerial personnel of the Company.
 - Company’s contribution towards PF, Gratuity and Superannuation Fund at rates to be from time to time.

- (2) Of the total remuneration, 30% is variable component (bonus/performance pay) and the rest is guaranteed pay.
- (3) The guaranteed pay will be structured based on the company's policy and the current pay structure as applicable to Senior Managerial Personnel.
- (4) The quantum of variable pay would be linked to the achievement of specified performance parameters, similar to the scheme applicable to other Senior Managerial Personnel for each of the next 2 years, as mentioned above.
- (5) The annual increment would be decided on the same principles/methodology adopted for other Senior Managerial Personnel for each of the next 2 years, as mentioned above. However, the total cost to company shall not exceed in any given year, an amount of ₹ 450 lakhs.
- (6) In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to the Managing Director, in accordance with the Companies Act, 2013, as amended.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and are hereby authorized to alter and vary the terms of remuneration of Mr. Jairam Varadaraj, Managing Director, as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications

or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Suman Kumar Das (DIN: 07500784), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from July 31, 2024, i.e., from the conclusion of 64th Annual General Meeting and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Srinivasan Ravindran (DIN: 05259775), who had submitted a declaration that he meets the criteria for independence under

Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from July 31, 2024, i.e., from the conclusion of 64th Annual General Meeting and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Srinivasan Krishnamurthi (DIN: 06662916), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold

office for a term of five (5) consecutive years with effect from July 31, 2024, i.e., from the conclusion of 64th Annual General Meeting and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Aruna Thangaraj (DIN: 07444726), non-executive independent director of the Company, who had submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from August 2, 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

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

RESOLVED THAT in partial modification of the special resolution passed by the members of the Company through postal ballot on 31st January 2020 and pursuant to the provisions of Section 67 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board”, which term shall include the Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) consent of the Members be and is hereby accorded to the Board to extend financial assistance/provision of money to the Elgi Equipments Limited Employees Stock Option Trust (“Elgi ESOP Trust”) from time to time; such that the outstanding financial assistance shall not exceed 5% of the aggregate of the paid-up capital and free reserves of the Company or such other limits as laid down under the Act or SBEB Regulations at any point in time, for acquisition of up to 31,69,090 Equity Shares from the secondary market through the Stock Exchanges, representing 1% of the paid-up equity share capital of the Company, with or without

interest, and if with interest at a rate, as may be decided by Compensation Committee and/or Board of Directors, for the purpose of implementation of the Elgi Equipments Limited Employees Stock Option Plan 2019, in accordance with the Act and Rules made thereunder and the SBEB Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the Elgi ESOP Trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier and that the above ceiling of 1% Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and pursuant to the powers vested under the Elgi Equipments Limited Employees Stock Option Plan 2019 and based on the recommendation of the Nomination Remuneration Committee and Compensation Committee and the Board of Directors (“Board”) of the Company, the consent of the members of the Company be and is hereby accorded for the amendment of the ‘Elgi Equipments Limited Employees Stock Option Plan

2019' ("Elgi ESOP 2019") adopted by the Company, as described in the statement pursuant to Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the revised Elgi ESOP 2019 incorporating the amendments be and is hereby approved and adopted by the members.

RESOLVED FURTHER to affirm that the variation in the terms of implementation and administration of the Elgi ESOP 2019 and the other terms as applicable pursuant to amendments to the Elgi ESOP 2019 are not prejudicial to the interests of the existing grantees of the Company or its subsidiaries.

RESOLVED FURTHER THAT the Nomination and remuneration committee shall carry out the functions of the Compensation committee and the compensation committee shall stand dissolved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors including any committee(s) thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

By Order of the Board of Directors
For Elgi Equipments Limited

Devika Sathyanarayana
Company Secretary
FCS: 11323

Place: Coimbatore
Date: May 27, 2024

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 13th January 2021, 14th December 2021, 5th May 2022, 28th December 2022 and 25th September 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023 (collectively referred to as “SEBI 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 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 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) with respect to the special business(s) as set out in the Notice is annexed hereto.
3. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars/SEBI Circulars through VC/OAVM, physical attendance of 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.**
4. 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 attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to elgi@mdsassociates.in with a copy marked to the Company at investor@elgi.com and to its Registrar and Share Transfer Agent (“RTA”) at enotices@linkintime.co.in.
5. The Register of Members and share transfer books of the Company will remain closed from Thursday, 25th July 2024 to Wednesday, 31st July 2024 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Wednesday, 24th July 2024.
7. Members who have not registered their Bank particulars with the Depository Participant(s) (“DP”)/Company are advised to utilize the electronic solutions provided by National Automated Clearing House (“NACH”) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) to avail this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.elgi.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 (“RTA”).
8. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Regular updation of bank particulars is intended to prevent fraudulent activities.
9. A. Securities and Exchange Board of India (“SEBI”) had earlier 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/Registrar and Share Transfer Agents with effect from 1st April 2019.

B. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to Shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, as per SEBI's Master circular dated 17th May 2023 and amendment circulars dated 17th November 2023 and 7th May 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment, including dividend, interest or redemption, through electronic mode only effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.elgi.com.

10. **Change of Address:** Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the Secretarial Department at the registered office of the Company or to Link Intime India Pvt Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam, Coimbatore - 641028, the RTA of the Company.
11. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), as the case may be, immediately:
 - a. the change in their 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.

12. Pursuant to the provisions of Section 72 of the Act, members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company's RTA in the prescribed statutory form. Should any assistance be desired, members should get in touch with the Company's RTA.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. Requests for consolidation of share certificates will be processed in dematerialized form.
14. In case of joint holders, 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.
15. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company through email at investor@elgi.com seven working days prior to the meeting. The same will be replied by the Company suitably.
16. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company/RTA of the Company. Members are requested to note that pursuant to Section 124 of the Act, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Act. The details of unpaid/unclaimed dividend can be viewed on the Company's website www.elgi.com. As per the provisions of Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.elgi.com. The shareholders whose unclaimed dividend/share has been transferred to the IEPF may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mrs. Devika Satyanarayana, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

17. Compulsory transfer of Equity Shares to IEPF Authority: Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.elgi.com
18. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email address is registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2023-24 is also available on the Company's website www.elgi.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Further, pursuant to SEBI Circular the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same through email at investor@elgi.com.
19. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 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. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/preferential TDS and details/documents required thereof are being sent to the members. Members are requested to submit the documents as stated in the communication online by clicking on the following link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July 28, 2024.
21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
22. The Securities and Exchange Board of India ("SEBI") has mandated for submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
23. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India ("SEBI"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company will not 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 Participant(s) ("DP") and furnish particulars of any changes as desired by them.
24. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
25. Brief resume, details of shareholding and inter-se relationship of Directors seeking appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
26. 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 to enable the Company to serve documents in electronic mode.

27. Members who have not received the split share certificates (₹ 1/- face value) are requested to receive the split share certificates by surrendering their old share certificates (₹ 10/- face value) to the Company's RTA immediately.
28. Annual financial statements and related details of the wholly owned subsidiary Companies are hosted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the Subsidiary Company till the date of AGM. A copy of the same will be provided to the members on request.
29. Soft copies of the Register of Directors' and Key Managerial Personnel 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.
30. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders have 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 are to be followed:

- I. Shareholders holding shares in physical form are requested to register/update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in Members may download the prescribed forms from the Company's website at www.elgi.com.
- II. In the case of shares held in demat mode, the shareholder may please contact the Depository Participant and register the email address and bank account details in the demat account as per the process followed and advised by the depository participant.

Instructions for voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations, and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by Link Intime India Private Ltd ('LI IPL'), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secured manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as on Wednesday, July 24, 2024, may refer to this Notice of the AGM, posted on Company's website www.elgi.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.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Sunday, July 28, 2024, at 9.00 AM (IST) and ends on Tuesday, July 30, 2024 at 5.00 PM (IST). 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 Wednesday, July 24, 2024, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

Remote-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
 - I. Existing IDeAS user 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.
 - II. 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>
 - III. 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 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 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
 - I. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password.
 - II. 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.
 - III. 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.
 - IV. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN 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) can 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. Link Intime 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 **demat 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).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

If an Individual Shareholder 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>

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

In case a shareholder 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 above mentioned 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”.

Instructions for Shareholders/Members to attend the AGM through InstaMeet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the AGM 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 AGM. 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:**
 - a) Open the internet browser and launch the URL for InstaMeet [Link Intime India Pvt Ltd](https://linkintimeindia.com) and register with your following details: 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.
 - e) 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 or Call us: - Tel: (022-49186175).

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 investor@elgi.com on or before July 30, 2024.
- 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. 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 are allowed 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 AGM through InstaMeet:

Once the electronic voting is activated 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.
5. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
6. 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.
7. 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 AGM 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 AGM will be eligible to attend/participate in the AGM 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).

- I. 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 of Wednesday, July 24, 2024.
- II. Mr. M. D. Selvaraj, FCS of MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- III. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM by electronic means but who have not cast their votes by availing the remote e-voting facility.
- IV. The Scrutinizer shall, after the conclusion of voting at the AGM 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 two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- V. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.elgi.com and on the website of LIPL and be communicated to the Stock Exchanges, where the shares of the Company are listed, by the Chairman or a person authorized by him.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to M/s. STR & Associates (Firm Registration No.000029), Cost Accountants, for auditing the cost accounting records of the Company for the financial years 2023-2024 & 2024-2025 at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs Only) per annum for each of the financial years excluding the applicable taxes and reimbursement of out-of-pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial years 2023-2024 & 2024-2025.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution as set out in Item No. 4 of the Notice.

Item No. 5

Mr. Jairam Varadaraj (DIN: 00003361) has been the Managing Director of the Company for the past 32 years. He has rich and varied experience and has led the Company with his charismatic leadership and entrepreneurial ability. Considering his dedication and excellent work done by him and his relentless pursuit in taking the Company to global heights during his tenure as Managing Director, the shareholders of the Company at the 60th Annual General Meeting held on 14th August 2020 had accorded their approval for the re-appointment of Mr. Jairam Varadaraj as the Managing Director of the Company for a further period of 5 years with effect from 1st April 2021 and for payment of remuneration for a period of 3 years with effect from 1st April 2021.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 15th March 2024 had in the best interest and progress of the Company, determined his remuneration as set out in the resolution for the remaining period of 2 years with effect from 1st April 2024 till the existing tenure of his appointment and recommended the same to the Audit Committee and to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Audit Committee of the Board of Directors at their meeting held on 15th March 2024 have also approved the remuneration payable to Mr. Jairam Varadaraj as the Managing Director of the Company for a remaining period of 2 (two) years and have recommended the same to the Board.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, remuneration payable to the Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Further, Regulation 17(6)(e) of the Listing Regulations also requires approval of the Shareholders by way of Special Resolution in the General Meeting, if the aggregate annual remuneration payable to all the Executive Directors who are Promoters or Members of the Promoter Group exceeds 5% of the Net Profit of the Company. Also, Section 197 of the Companies Act, 2013, requires approval of the Shareholders by way of a Special Resolution in the General Meeting if the remuneration

payable to Executive Directors exceeds 10% of the Net Profit of the Company. As the remuneration payable to Mr. Jairam Varadaraj during his remaining tenure as Managing Director along with the remuneration payable to Mr. Anvar Jay Varadaraj, Executive Director may exceed the limits prescribed above, the approval of the Shareholders is also being sought vide a Special Resolution.

Based on the above, the Board of Directors have recommended the resolution as set out in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

The disclosures as required under Schedule V of the Companies Act, 2013, Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are furnished and forms a part of this Notice.

Except Mr. Jairam Varadaraj, Mr. Sudarsan Varadaraj and Mr. Anvar Jay Varadaraj, being his relatives, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the accompanying Notice of the AGM.

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th May 2024 has recommended the appointment of Mr. Suman Kumar Das (DIN: 07500784), as a Director of the Company with effect from July 31, 2024, i.e., from conclusion of the 64th Annual General Meeting. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing his candidature for the office of Independent Director of the Company.

Mr. Suman Kumar Das is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. Mr. Suman Kumar Das has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Suman Kumar Das fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Suman Kumar Das with his experience and expertise will be of immense value addition to the Company.

A copy of the draft appointment letter to be issued to Mr. Suman Kumar Das upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 AM, India Standard Time ("IST") to 4:00 PM IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Suman Kumar Das as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Except Mr. Suman Kumar Das, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of the Notice.

Item No. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th May 2024 has recommended the appointment of Mr. Srinivasan Ravindran (DIN: 05259775), as a Director of the Company with effect from July 31, 2024, i.e., from conclusion of the 64th Annual General Meeting. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing his candidature for the office of Independent Director of the Company.

Mr. Srinivasan Ravindran is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. Mr. Srinivasan Ravindran has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Srinivasan Ravindran fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Srinivasan Ravindran with his experience and expertise will be of immense value addition to the Company.

A copy of the draft appointment letter to be issued to Mr. Srinivasan Ravindran upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 AM, India Standard Time (“IST”) to 4:00 PM IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Srinivasan Ravindran as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Except Mr. Srinivasan Ravindran, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the Notice.

Item No. 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th May 2024 has recommended the appointment of Mr. Srinivasan Krishnamurthi (DIN: 06662916), as a Director of the Company with effect from July 31, 2024, i.e., from conclusion of the 64th Annual General Meeting. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 (‘the Act’), proposing his candidature for the office of Independent Director of the Company.

Mr. Srinivasan Krishnamurthi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. Mr. Srinivasan Krishnamurthi has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Srinivasan Krishnamurthi fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Srinivasan Krishnamurthi with his experience and expertise will be of immense value addition to the Company.

A copy of the draft appointment letter to be issued to Mr. Srinivasan Krishnamurthi upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 AM, India Standard Time (“IST”) to 4:00 PM IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Srinivasan Krishnamurthi as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Except Mr. Srinivasan Krishnamurthi, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

Item No. 9

Ms. Aruna Thangaraj (DIN: 07444726) was appointed as Independent, Non-executive director of the Company by the Members at the 59th Annual General Meeting of the Company held on 2nd August 2019 to hold office for a term of five years upto 1st August 2024.

Pursuant to Section 149(10) of the Companies Act, 2013 (“the Act”), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for a second term of five years subject to the approval of the members by way of a special resolution.

Accordingly, based on the performance evaluation of Ms. Aruna Thangaraj conducted by the board of directors and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th May 2024 has recommended the re-appointment of Ms. Aruna Thangaraj, as an Independent Director of the Company with effect from 2nd August 2024. Further, the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 (‘the Act’), proposing her candidature for the office of Independent Director of the Company.

Ms. Aruna Thangaraj is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. Mrs. Aruna Thangaraj has given her consent to act as a Director along with the declaration to the effect that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Ms. Aruna Thangaraj fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the re-appointment of Ms. Aruna Thangaraj with her experience and expertise will be of immense value addition to the Company.

A copy of the draft appointment letter to be issued to Ms. Aruna Thangaraj upon her re-appointment as an Independent Director, containing the terms and conditions of such re-appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours (9:00 AM, India Standard Time (“IST”) to 4:00 PM IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Ms. Aruna Thangaraj as an Independent Director for a second term of five (5) consecutive years for approval by the members of the Company.

Except Ms. Aruna Thangaraj, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 9 of the Notice.

Item No. 10

The Company had obtained the approval of the shareholders through Postal Ballot on 31st January 2020 for implementation of the Elgi Equipments Limited Employees Stock Option Plan 2019 (“Elgi ESOP 2019”) and for administration of Elgi ESOP 2019 through the Elgi Equipments Limited Employees Stock Option Trust (“Elgi ESOP Trust”).

Furthermore, the Company had also obtained the approval of the shareholders to provide financial assistance to the Elgi ESOP Trust for implementation of Elgi ESOP 2019 for an amount not exceeding ₹ 30 Crores.

Accordingly, the Company has been extending financial assistance to the Elgi ESOP Trust from time to time for acquisition of the equity shares of the Company towards meeting the obligations which arise on exercise of the stock options granted to the employees of the Company.

Considering the robust increase in the price of the equity shares of the Company in the past 4 years since the implementation of Elgi ESOP 2019 and taking into account the vesting schedule of the options already granted, the Company would need to provide further financial assistance to enable the Elgi ESOP Trust to acquire the equity shares of the Company for meeting the future exercise obligations under the Elgi ESOP 2019. Therefore, it has been sought to enhance the existing limit for providing financial assistance to Elgi ESOP Trust such that the outstanding financial assistance shall not exceed 5% of the aggregate of the paid-up capital and free reserves of the Company or such other limits as laid down under the Companies Act, 2013 or Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at any point in time.

The Board of Directors of the Company at their meeting held on 27th May 2024 had granted their approval for enhancing the aforementioned limits for providing financial assistance to Elgi ESOP Trust.

Further, in terms of the Elgi ESOP 2019, the secondary acquisition shall not exceed 1% of the paid-up equity share capital of the Company, and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("SBEB Regulations"), the Equity Shares acquired through secondary acquisition shall not exceed 2% of the paid-up capital of the Company in a financial year. As at 31st March 2024, 2% of the paid-up equity share capital of the Company comprised 63,38,180 Equity Shares.

In accordance with SBEB Regulations and the Companies Act, 2013, the approval of the shareholders of the Company by way of special resolution is required for enhancing the limits for providing financial assistance to Elgi ESOP Trust.

Particulars of the Trust

Name of the Trust	Elgi Equipments Limited Employees Stock Option Trust
Address of the Trust	Elgi Industrial Complex, Trichy Road, Singanallur, Coimbatore – 641005, Tamil Nadu

Particulars of the Trustees

Name	Address	Occupation	Nationality
Mr. B Balakrishnan	No. 2, Raja Street, Kallimadai Road, Singanallur, Coimbatore – 641005, Tamil Nadu	Private Sector	Indian
Mr. M. Ramakrishnan	Flat No. 5, First Floor, Mithila Apartments, Sathyamoorthy Road, Ramnagar, Coimbatore – 641009, Tamil Nadu	Chartered Accountant	Indian

The financial assistance/provision of money may be with or without interest and will be utilized for implementation of the Elgi ESOP 2019. As and when the Exercise price is paid for by the employees, from time to time, upon exercise of options, the Elgi ESOP Trust shall repay the money to the Company.

The relevant disclosures, as required under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for subscription to shares.

The present and future permanent Employees, whether in India or outside India, and/or the Directors of the Company, whether whole-time or not but excluding Independent Directors, are eligible to participate in Elgi ESOP 2019, subject to such eligibility criteria as may be decided by the Compensation Committee and/or Board, from time to time.

ii. The particulars of the Trustees in whose favour such shares are to be registered:

The Equity Shares will be registered in the name of all or any of the Trustees mentioned below:

- Mr. B Balakrishnan, No. 2, Raja Street, Kallimadai Road, Singanallur, Coimbatore – 641005, Tamil Nadu.
- Mr. M Ramakrishnan, Flat No. 5, First Floor, Mithila Apartments, Sathyamoorthy Road, Ramnagar, Coimbatore – 641009, Tamil Nadu.

If the Equity Shares are registered in the name of all or any of the Trustees mentioned above, such Trustee(s) shall hold Equity Shares of the Company for and on behalf of the Elgi ESOP Trust.

iii. The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors and Key Managerial Personnel

None of the above Trustees and their respective relatives are related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SBEB Regulations, none of the Trustees hold 10% or more beneficial interest in the Company.

iv. Any interest of the Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof

The Promoters and Promoter Group are not interested in the Elgi ESOP 2019 or the Elgi ESOP Trust. Directors and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares as may be offered to them under the Elgi ESOP 2019.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Elgi ESOP 2019

The Eligible Employees will get one share for every option granted to them at the Exercise price (as determined by the Compensation Committee from time to time). The benefit that would accrue to all the Eligible Employees would be the market appreciation between the date of grant and date of exercise.

vi. Details about who would exercise and how the voting rights in respect of the shares to be acquired under the Elgi ESOP 2019 would be exercised:

Voting rights of the Trustees of the Trust shall be exercised in line with applicable laws and regulations.

The Stock Options granted/to be granted under the Elgi ESOP 2019 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board recommends the resolution set out in Item No. 10 of this Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the resolution as set out in Item No. 10 of the Notice, except to the extent of the Options that may be offered to them under the Elgi ESOP 2019.

Item No. 11

The Elgi Equipments Limited Employees Stock Option Plan 2019 (“Elgi ESOP 2019” or “Plan”) was adopted by the Board of Directors of Elgi Equipments Limited (‘the Company’) pursuant to the Special Resolution passed by the Company through Postal Ballot on 1st February 2020.

Subsequent to the adoption of Elgi ESOP 2019, the Securities and Exchange Board of India (SEBI) has introduced various amendments including the replacement of SEBI (Share Based Employee Benefits) Regulations, 2014 with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. With the coming into the force of the new regulations, several clauses of the Plan require alteration/deletion.

To fall in line with the latest amendments of SEBI Regulations and in line with the existing resolution passed by the members of the Company by way of Postal Ballot on 1st February 2020, it is thought fit to amend the relevant clauses of Elgi ESOP 2019.

Based on the approval of the Nomination and Remuneration Committee and Compensation Committee and the Board of Directors of the Company (“Board”) at their respective meetings held on 27th May 2024 and subject to the approval of the members of the Company, it is proposed that the Plan be amended in order to comply with the regulatory requirements in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”).

The Board recommends the Special Resolution as set out in Item No. 11 of the Notice for approval of the members to amend the Plan and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the Plan.

A draft of the Elgi ESOP 2019 with the proposed amendments will be made available in the website of the Company at <https://www.elgi.com/in/investors/>

Details of the key variations proposed to the ESOP Plan are provided below:

S.No.	Clause No.	Particulars of Present Clauses under ESOP Plan	Variations Proposed
1.	4.7	Under the ESOP Plan, 'Compensation Committee' has been defined as follows: "Compensation Committee" means Committee of the Board constituted by the Company under Article 7 of this Plan.	The existing Clause 4.7 will be substituted with the following new clause: "Compensation Committee" or "Nomination and Remuneration Committee" means Nomination and Remuneration Committee constituted under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and acting as the Compensation Committee and designated to administer and supervise Elgi ESOP 2019 and having such powers as specified under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and as specified under the said Plan.
2.	4.12	Under the ESOP Plan, in Clause 4.12, "Employee" has been defined.	In Clause 4.12, after the word "means", the words "an employee as defined in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and includes:" shall be inserted.
3.	4.23	Under the ESOP Plan, 'Independent Director' has been defined as follows: "Independent Director" shall have the same meaning assigned to it in Clause 49 of the Equity Listing Agreement as prescribed by the Board.	The existing Clause 4.23 will be substituted with the following new clause, to give reference to the present SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 instead of erstwhile Listing Agreement: "Independent Director" shall have the same meaning assigned to it under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
4.	4.31	Under the ESOP Plan, 'Promoter' has been defined as follows: "Promoter" shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.	The existing Clause 4.31 will be substituted with the following new clause as follows, to give reference to the present SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: "Promoter" shall have the same meaning assigned to it in clause (oo) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
5.	4.32	Under the ESOP Plan, 'Promoter Group' has been defined as follows: "Promoter Group" shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Provided where the promoter or promoter group of a Company is a body corporate, the promoters of that body corporate shall also be deemed to be promoters of such Company.	The existing Clause 4.32 will be substituted with the following new clause as follows, to give reference to the present SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: "Promoter Group" shall have the same meaning assigned to it in clause (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

S.No.	Clause No.	Particulars of Present Clauses under ESOP Plan	Variations Proposed
6.	4.39	<p>Under the ESOP Plan, 'SEBI Regulations has been defined as follows:</p> <p>"SEBI Regulations" means the SEBI (Share Based Employee Benefits) Regulations, 2014.</p>	<p>The existing Clause 4.39 will be substituted with the following new clause, to give reference to the present SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:</p> <p>"SEBI Regulations" means the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.</p>
7.	7.1 & 7.2	<p>Under the ESOP Plan, in Clause 7.1 & 7.2 of Article 7, the constitution, powers and other defining terms of Compensation Committee are provided.</p>	<p>The existing Clause 7.1 & 7.2 will be substituted with the following new clauses:</p> <p>"7.1. This Plan shall be operated and administered by the Nomination and Remuneration Committee, as designated by the Board of Directors to perform the functions of a Compensation Committee, under the guidelines prescribed by SEBI or any other authority in this regard. All questions of interpretation, dispute, discrepancy or disagreement, which shall arise under, or as a result of, or pursuant to, or in connection with the Elgi ESOP 2019 or any employee stock option shall be referred to the Nomination and Remuneration Committee and shall be determined by the Nomination and Remuneration Committee and such determination/ decision/interpretation shall be final and binding upon all persons having an interest in or affected by the Elgi ESOP 2019 or such Employee Stock Option."</p> <p>"7.2. The Committee shall have a right to delegate or authorize any officer of the Company, if required and subject to the extent allowed under the Applicable Laws, such power to do specific acts and things without limitation to the listing of Shares on recognized Stock Exchange(s) arising pursuant to Exercise of Vested Options, execution and submission of various document(s) to recognized Stock Exchange(s) or any other authority or institution as may be deemed necessary in connection with the Plan."</p>
8.	7.4	<p>Under ESOP Plan, Clause 7.4(h) & (o), it reads as follows:</p> <p>h) determine the Exercise Price</p> <p>o) accelerate the vesting, if it may deem appropriate</p>	<p>The existing Clause 7.4(h) & (o) shall be substituted with the following new clause(s) as follows:</p> <p>h) determine the Grant price and/or the Exercise Price.</p> <p>o) subject to any minimum vesting period as prescribed under the SEBI Regulations, as amended, determine the vesting period and/or accelerate the vesting, if it may deem appropriate.</p>

S.No.	Clause No.	Particulars of Present Clauses under ESOP Plan	Variations Proposed
9.	8.5	Clause 8.5 of the ESOP Plan permits the trust to borrow from other entities to fund the ESOP Plan.	Under Clause 8.5, insert the words “trusts,” after the words “lenders including”.
10.	8.12	Clause 8.12 of the ESOP Plan contains provisions for dealing with unappropriated inventory of shares held by the ESOP Trust which are not backed by grants.	Under Clause 8.12, after the words “subsequent financial year”, kindly insert the words “or the second subsequent financial year subject to the approval of the Nomination and Remuneration Committee.” to align the same with the SEBI SBEB Regulations.
11.	9.1	Under the ESOP Plan, in Clause 9.1, it has been mentioned as follows: All Eligible Employees of the Company, its holding/subsidiary company, as applicable, working in India or outside India shall be eligible to participate in this Plan provided that the scheduled date of retirement/superannuation of such Eligible Employee falls on or after twelve months from the date of Grant.	The wordings “provided that the scheduled date of retirement/superannuation of such Eligible Employee falls on or after twelve months from the date of Grant” mentioned in Clause 9.1 shall be deleted.
12.	10.4	Under the ESOP Plan, in Clause 10.4, it has been mentioned as follows: “Grant Price of options would be market price as on date of grant. The Compensation Committee shall determine the grant price from time to time. The grant price shall not be less than the face value of the shares.”	The existing Clause 10.4 will be substituted with the following new clause: “Grant price or exercise price of options would be market price as on date of grant or such other price as the Nomination and Remuneration Committee may decide, but not less than the face value of the share.”
13.	10.6	Under the ESOP Plan, in Clause 10.6(c) & (e), it has been mentioned as follows: c) the Grant price of the option e) the Vesting schedule	The existing Clause 10.6(c) & (e) will be substituted with the following new clause(s): c) the Grant price or exercise price of the Option e) the Vesting period or schedule
14.	12.4	Under the ESOP Plan, in Clause 12.4, it has been mentioned as follows: “Exercise Price would be the price payable by Employee on the date of exercise which would either be equal to the Grant price or such price recomputed by the Compensation Committee. Such exercise price shall not be less than the face value of the shares”	The word “recomputed” appearing in clause 12.4 of the ESOP Plan shall be substituted with the words “as determined or recomputed” for clarity.

S.No.	Clause No.	Particulars of Present Clauses under ESOP Plan	Variations Proposed
15.	14.7 & 14.8	<p>Under the ESOP Plan, in Clause 14.7 & 14.8 it is stated as follows:</p> <p>“Notwithstanding anything elsewhere stated in this document so long as it is required, in the event of retirement/attaining the age of superannuation by the Employee, all Options which are Vested Options on the date of retirement/attaining the age of superannuation by the Employee shall be exercised by the employee within Exercise Period. All Unvested Option shall Vest on the date of retirement/attaining the age of superannuation.</p> <p>In case of separation of employee due to reasons other than those mentioned in the afore-mentioned sub-clauses of Article 14, the Compensation Committee will decide whether the Vested Options on the date of separation can be exercised by the Employee or not, and such decision of the Compensation Committee shall be final. All Unvested Option shall stand cancelled on the date of separation.</p>	<p>The existing clause 14.7 & 14.8 of the ESOP Plan will be substituted with the following clause, which shall read as follows:</p> <p>“14.7 Notwithstanding anything elsewhere stated in this document, in the event of retirement/attaining the age of superannuation by the Employee, all Options which are Vested Options on the date of retirement/attaining the age of Superannuation by the Employee shall be exercised by the employee within the Exercise Period. All the unvested options shall, notwithstanding the original vesting schedule, vest in the employee as follows:</p> <ol style="list-style-type: none"> All unvested options for which a period of one year has elapsed from the date of grant shall vest immediately on the date of retirement/attaining the age of superannuation. All unvested options for which a period of one year has not elapsed from the date of grant shall vest immediately upon completion of one year from the date of Grant.” <p>“14.8 In case of separation of employee due to reasons other than those mentioned in the afore-mentioned sub-clauses of Article 14, the Nomination and Remuneration Committee will decide whether the Vested Options on the date of separation can be exercised by the Employee or not, and such decision of the Nomination and Remuneration Committee shall be final. All Unvested Options shall stand cancelled on the date of separation.”</p>
16.	17.3	<p>Under the ESOP Plan, in Clause 17.3, it has been mentioned as follows:</p> <p>“The Compensation Committee may reprice the Options that are not exercised whether or not they have been Vested if the Plan were rendered unattractive due to fall in the price of the shares in the recognized stock exchange and such reprice shall not be detrimental to the interest of the Employee and approval of the shareholders in general meeting has been obtained.”</p>	<p>The wordings “and approval of the shareholders in general meeting has been obtained” mentioned in Clause 17.3 shall be deleted and replaced as follows:</p> <p>“The Compensation Committee may reprice the Options that are not exercised whether or not they have been Vested if the Plan were rendered unattractive due to fall in the price of the shares in the recognized stock exchange and such reprice shall not be detrimental to the interest of the Employee.”</p>

S.No.	Clause No.	Particulars of Present Clauses under ESOP Plan	Variations Proposed
17.	19.14	Clause 19.14 of the ESOP Plan reads as follows: “The Plan shall be construed in accordance with the laws of India and subject to the jurisdiction of Court in Coimbatore, India only.	The existing Clause 19.14 of the ESOP Plan shall stand substituted with the new clause 19.14 which reads as follows: “The Plan shall be construed in accordance with the laws of India and subject to foregoing Clause 19.13, all concerned with this Plan submit themselves to the jurisdiction of the appropriate Courts in Coimbatore, India only”.
18.	19.15	Clause 19.15 deals with obtaining of certificate from Auditors.	The words “Auditors” as appearing in Clause 19.15 of the ESOP Plan shall be substituted with the words “Secretarial Auditors”.
19.	-	Under the ESOP Plan, the definitions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 has been enumerated as Annexure.	The Annexure containing the definitions of erstwhile SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall stand deleted and the term “Annexure” along with all references made to the annexures shall stand deleted.
20	-	Under the present ESOP Plan, the Compensation Committee was formed to administer and manage the ESOP Plan and the abbreviation EET is used to refer to the “Elgi Equipments Limited Employees Stock Option Trust”.	Consequent to the Nomination and Remuneration Committee taking over the functions of the Compensation Committee as permitted under the SEBI SBEB Regulations, the words “Compensation Committee” wherever it appears in the ESOP Plan shall be replaced by the words “Nomination and Remuneration Committee”. Further, the abbreviation EET wherever it appears in the ESOP Plan shall be replaced by the words “Elgi Equipments Limited Employees Stock Option Trust”

The rationale for the variation of the ESOP Plan is as follows:

a. The amendments, including those mentioned herein, are proposed to be undertaken in order to bring the Elgi ESOP 2019 in conformity with the amended provisions of SEBI SBEB Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by making corresponding changes in the Elgi ESOP 2019.

- b. The proposed amendments also contain certain editorial changes.
- c. The proposed amendments are not detrimental to the interests of the current option grantees of the Company.

None of the other Directors of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 11 of the Notice.

By Order of the Board of Directors
For Elgi Equipments Limited

Devika Sathyanarayana
Company Secretary
FCS: 11323

Place: Coimbatore
Date: May 27, 2024

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF The COMPANIES ACT, 2013 -**Relevant to Mr. Jairam Varadaraj, Managing Director of the Company.****I. General information****1. Nature of Industry**

Engineering Industry

2. Date or expected date of commencement of commercial production.

The Company was incorporated on 14th March 1960 and commenced commercial production subsequently in the same year.

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.

(₹ in millions except EPS)

Particulars	2023-24	2022-23
Total income	19,118.36	18,399.99
Profit/(Loss) before tax	4,279.57	3,539.77
Profit/(Loss) after tax	3,221.97	2,724.78
Paid-up share capital	316.91	316.91
Other equity	14,376.19	11,903.09
Basic Earnings per share	10.19	8.61

5. Foreign Investments or collaborations, if any.

The Company has made investment in countries outside India which are disclosed in Form AOC-1 which forms part of the Annual Report.

II. Information about the directors**(a) Mr. Jairam Varadaraj**

Background details	Mr. Jairam Varadaraj is the Managing Director of the Company, currently he is responsible for overall operations of the entire organisation.
Past Remuneration	The total remuneration paid for the year 2023-24 is ₹ 2,34,31,731
Recognition or awards	NIL
Job Profile and his suitability	Mr. Jairam Varadaraj as Managing Director of the Company shall be in charge of the entire affairs of the Company and shall have substantial powers of the management subject to the superintendence of the Board of Directors of the Company. Considering his qualification and experience he is best suited for the job.
Remuneration proposed	Details of proposed remuneration have been disclosed in Item No. 5 of the Notice
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 Mr. Jairam Varadaraj, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Jairam Varadaraj is the Promoter of the Company. He is related to Mr. Sudarsan Varadaraj and Mr. Anvar Jay Varadaraj, Directors of the Company. He is not related to any other directors/Key Managerial Personnel of the Company.

II. Other information**1. Reasons for loss or inadequate profits**

Not applicable as the Company has earned a profit during the year.

2. Steps taken or proposed to be taken for improvement.

The Company is continuously taking various cost control measures which may result in increased profitability in the ensuing years.

3. Expected increase in productivity and profits in measurable terms.

Not Applicable.

III. Disclosures**(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors**

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(ii) Details of fixed component and performance linked incentives along with the performance criteria

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(iii) Service contracts, notice period, severance fees.

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(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.

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report

By Order of the Board of Directors
For Elgi Equipments Limited

Devika Sathyanarayana
Company Secretary
FCS: 11323

Place: Coimbatore
Date: May 27, 2024

Additional information on Directors recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Name	Mr. Anvar Jay Varadaraj	Mr. Jairam Varadaraj
DIN	07273942	00003361
Date of Birth	25.04.1986	08.04.1961
Nationality	Indian	Indian
Date of appointment on the Board	01.04.2020	29.05.1992
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Mr. Anvar Jay Varadaraj is the son of Mr. Jairam Varadaraj, Managing Director of the Company	Mr. Jairam Varadaraj is related to Mr. Anvar Jay Varadaraj and Mr. Sudarsan Varadaraj
Qualification	BA (Economics and Philosophy) & MBA	B. Com., M.B.A., Ph.d. (USA)
Expertise in area/Experience	He has more than 13 years of experience in branding and marketing	Has more than 34 years of experience as an Industrialist
No. of shares held (including shareholding as a beneficial owner)	19,25,248 equity shares of ₹ 1/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	2,82,21,616 equity shares of ₹ 1/- each.
Board position held	Executive Director	Managing Director
Terms and conditions of appointment/re-appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders.	The appointment shall be governed by the Resolution passed by the Shareholders.
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	He is entitled to salary and perquisites as detailed in the Resolution passed by the shareholders at the 61st Annual General Meeting held on 2 nd August 2021.	He is entitled to remuneration as set out in Item No. 5 of the Notice.
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorships held in other companies	<ol style="list-style-type: none"> 1. ATS Elgi Limited 2. Elgi Ultra Private Limited 3. CAI Industries Private Limited 4. CAI Automobiles Private Limited 	<ol style="list-style-type: none"> 1. Elgi Rubber Company Limited 2. Thermax Limited 3. Magna Electro Castings Limited 4. Elgi Sauer Compressors Limited 5. Elgi Ultra Industries Private Limited 6. Elgi Ultra Private Limited 7. ATS Elgi Limited 8. Dark Horse Portfolio Investment Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	NIL	Precot Limited

Name	Mr. Anvar Jay Varadaraj	Mr. Jairam Varadaraj
Chairmanship/Membership of the Committees of the Board of other Companies in which he is Director	Committee Member: 1. Elgi Equipments Limited Corporate Social Responsibility Committee	Chairmanship: 1. ATS Elgi Limited Corporate Social Responsibility Committee 2. Elgi Sauer Compressors Limited - Corporate Social Responsibility Committee Committee Member: 1. Thermax Limited Audit Committee Nomination and Remuneration Committee Strategic Business Development Committee 2. Magna Electro Castings Limited - Nomination and Remuneration Committee

Name	Mr. Suman Kumar Das	Ms. Aruna Thangaraj
DIN	07500784	07444726
Date of Birth	31.07.1963	04.09.1981
Nationality	Indian	Indian
Date of appointment on the Board	He is proposed to be appointed as an Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.	27.05.2019
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	Chartered Accountant and Company Secretary	B.E (Electronics) master's in computer engineering and HRD
Expertise in area/Experience	More than 35 years of experience as a business leader and Chief Financial Officer.	More than 14 years of experience in Web Designing and Digital Marketing
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on May 27, 2024 considering Mr. Suman Kumar Das's technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director	The Nomination and Remuneration Committee at its meeting held on May 27, 2024 considering Mrs. Aruna Thangaraj's technical & management expertise, business knowledge and significant contribution made by her to various industries has recommended to the Board her re-appointment as an Independent Director

Name	Mr. Suman Kumar Das	Ms. Aruna Thangaraj
No. of shares held (including shareholding as a beneficial owner)	NIL	NIL
Board position held	He is proposed to be appointed as a Non-executive Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.	She is proposed to be appointed as a Non-executive Independent Director of the Company with effect from August 2, 2024 for the second term of five consecutive years.
Terms and conditions of appointment/re-appointment	He is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years from July 31, 2024	She is proposed to be re-appointed as an Independent Director of the Company for a second term of five consecutive years from August 2, 2024
Remuneration paid for the financial year	NIL	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees.	She is entitled for payment of sitting fees for attending the meetings of the Board and its Committees.
Number of Board meetings attended during the year	NIL	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorships held in other companies	NIL	<ol style="list-style-type: none"> 1. A G T Electronics Limited 2. Durocon Buildtech Private Limited 3. Niketan Technologies Private Limited 4. Tidel Park Coimbatore Limited
Names of the listed entities from which the person has resigned in the past 3 years	NIL	NIL
Chairmanship/Membership of the Committees of the Board of other Companies in which he is Director	NIL	NIL

Name	Mr. Srinivasan Ravindran	Mr. Srinivasan Krishnamurthi
DIN	05259775	06662916
Date of Birth	10.12.1963	24.04.1960
Nationality	Indian	Indian
Date of appointment on the Board	He is proposed to be appointed as an Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.	He is proposed to be appointed as an Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.

Name	Mr. Srinivasan Ravindran	Mr. Srinivasan Krishnamurthi
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	Chartered Accountant	Chartered Accountant
Expertise in area/Experience	He has over 20 years of experience in Finance, Treasury, Corporate Planning and M&A in large Indian and Multinational Corporations. Started career in Associated Cement Companies Limited.	He worked with Pricewaterhouse Coopers (“PwC”) for over 30 years including 23 years in Dubai and two years in Muscat
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on May 27, 2024 considering Mr. Srinivasan Ravindran’s technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director	The Nomination and Remuneration Committee at its meeting held on May 27, 2024 considering Mr. Srinivasan Krishnamurthi’s technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director
No. of shares held (including shareholding as a beneficial owner)	200	NIL
Board position held	He is proposed to be appointed as a Non-executive Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.	He is proposed to be appointed as a Non-executive Independent Director of the Company with effect from July 31, 2024 i.e., from the conclusion of the 64 th Annual General Meeting.
Terms and conditions of appointment/re-appointment	He is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years from July 31, 2024	He is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years from July 31, 2024
Remuneration paid for the financial year	NIL	NIL
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees
Number of Board meetings attended during the year	NIL	NIL
Directorships held in other companies	EcoEdu Consultants Private Limited	NIL
Names of the listed entities from which the person has resigned in the past 3 years	NIL	NIL
Chairmanship/Membership of the Committees of the Board of other Companies in which he is Director.	NIL	NIL