



ELGI EQUIPMENTS LIMITED

CIN: L29120TZ1960PLC000351

Regd. Off.: Elgi Industrial Complex III, Trichy Road,
Singanallur, Coimbatore – 641005

Phone: 0422-2589555 Fax: 0422-2573697

Email: investor@elgi.com Website: www.elgi.com

NOTICE FOR POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING)

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Elgi Equipments Limited ("the Company") hereby seeks the approval of the shareholders through Postal Ballot by way of voting through electronic means ("Remote e-voting") for the following special business as considered in the resolution set out hereinafter.

1. Approval for payment of Commission to the Non-Executive Directors of the Company.

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.elgi.com

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ RTA/ Depositories and the communication of assent / dissent of the Members on the resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company/ RTA/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

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

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company have vide their circular resolution dated August 12, 2024, had appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

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

The remote e-voting period commences from 9.00 AM (India Standard Time [IST]) on Wednesday, August 21, 2024, and ends at 5.00 PM (IST) on Thursday, September 19, 2024. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Thursday, September 19, 2024.

The Scrutinizer shall submit his report to a Chairman, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.elgi.com and on the website of Link Intime India Private Limited (LI IPL) and the same will be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), being the stock exchanges where the equity shares of the Company are listed.

In the event, the resolution as set out under Item No. 1 below, is assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as an Ordinary Resolution at the General Meeting of the Company and it shall be deemed to have been passed on Thursday, September 19, 2024, being the last date specified by the Company for e-voting.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

SPECIAL BUSINESS

Item No.1:

Approval for payment of Commission to the Non-Executive Directors of the Company.

To consider and if thought fit, to give assent / dissent to the following resolution to be passed as an **Ordinary Resolution:**

RESOLVED THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company on August 12, 2024, the consent of the Members be and is hereby accorded for payment of commission of a sum not exceeding 1% of the Net Profits of the Company for each financial year, computed in the manner as specified under Section 198 of the Companies Act, 2013, to be paid and distributed amongst the Non-Executive Directors (including Independent Directors) of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company from time to time in this regard.

RESOLVED FURTHER THAT the commission payable to the Non-Executive Directors of the Company as mentioned above shall be in addition to the sitting fees payable for attending the meetings of the Board of Directors and Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

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, including the authority to decide on the quantum of commission and differentiated commission payable to each of the Non-Executive Directors in their role as the Chairman or Member of the respective Board Committees, 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

With the complexity of managing business increasing by the day, the Non-Executive Directors (including Independent Directors) are nowadays required to devote considerable time and effort towards the business activities of the Company.

Accordingly, considering the above, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors have recommended / approved vide their circular resolutions dated August 12, 2024, the proposal for payment of commission to the Non-Executive Directors up to a sum not exceeding 1% of the Net Profits of the Company for the financial year 2024-25 and onwards, in terms of Section 197

of the the Companies Act, 2013 ("the Act"), computed in the manner as specified under Section 198 of the Act, be paid and distributed amongst the Non-Executive Directors (including Independent Directors) of the Company.

Pursuant to Section 197 of the Act and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is required to be obtained for payment of compensation / commission to the Non-Executive Directors (including Independent Directors) of the Company.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Ordinary Resolution set out in Item No. 1 for approval by the members. Accordingly, members' approval is sought by way of an Ordinary Resolution for payment of commission to the Non-Executive Directors as set out in the said resolution.

The disclosures as required under Secretarial Standards 2 issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Except all the Non-Executive Directors being the recipient(s) of the commission, 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. 1 of the Notice.

By Order of the Board
For **Elgi Equipments Limited**

Place : Coimbatore

Date : August 12, 2024

DEVIKA SATHYANARAYANA
COMPANY SECRETARY
FCS No.: 11323

Notes:

1. Members may note that this Postal Ballot Notice has been placed on the Company's website www.elgi.com, on the website of BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where the equity shares of the Company are listed and on the website of Link Intime India Private Limited (LIPL), <https://instavote.linkintime.co.in>.
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, August 16, 2024 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
3. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Friday, August 16, 2024 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
4. The voting period begins from 9.00 AM (IST) on Wednesday, August 21, 2024, and ends at 5.00 PM (IST) on Thursday, September 19, 2024. Please note that e-voting module shall be disabled for voting by LIPL after 5:00 PM (IST) on Thursday, September 19, 2024. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on Friday, August 16, 2024 ("Cut-off date"), may cast their vote electronically. Once vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to

the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:

- i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, shareholders may write to the Company at investor@elgi.com or may contact INSTAVOTE helpdesk by sending the request at enotices@linkintime.co.in.
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at Surya, 35 Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028 (Tel.: +91 422-2539835/36), by following the due procedure.
 - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited to enable serving of notices/ documents/ annual reports electronically to their e-mail address.
6. Any query/grievance may please be addressed to Mrs. Devika Sathyanarayana, Company Secretary & Compliance Officer with respect to this Postal Ballot at Email ID: investor@elgi.com or may contact INSTAVOTE helpdesk by sending the request at enotices@linkintime.co.in.
 7. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Thursday, September 19, 2024.
 8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a member cannot exercise his/her vote by proxy on Postal Ballot.
 9. 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.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- (i) In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide remote e-voting facility to its members.
- (ii) The voting period begins from 9.00 AM (IST) on Wednesday, August 21, 2024, and ends at 5.00 PM (IST) on Thursday, September 19, 2024. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 16, 2024, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting after 5.00 PM (IST) on Thursday, September 19, 2024.

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL:

- i. Existing IDeAS users can visit the e-Services website of NSDL viz. <https://eservices.nsdl.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 the 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, the option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL.

- 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 my easi 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 the e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. 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 No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. 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 NSDL form, shall provide 'D' above

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

⇒ 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. The 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.

Alternatively, Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI etc.) may send a scanned copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) said Resolution/Authorization to

the Scrutinizer by email through its registered email address to elgi@mdsassociates.in with a copy marked to the company to investors@elgi.com

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.com 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 who have forgotten the password:

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

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

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

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

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

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

Additional information on Directors as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India.

| Mr. Sudarsan Varadaraj | | Mrs. Aruna Thangaraj | |
|--|---|---|--|
| Name | 00133533 | 07444726 | |
| DIN | 22.01.1958 | 04.09.1981 | |
| Date of Birth | Indian | Indian | |
| Nationality | 18.11.1993 | 27.05.2019 | |
| Date of appointment on the Board | Related to Mr. Jairam Varadaraj, Managing Director | Not related to any of the Directors or Key Managerial Personnel of the Company | |
| Inter-se relationship with other directors or Key Managerial Personnel of the Company | B.E. in Mechanical Engineering; master's degree in mechanical engineering in Stanford University. | B.E (Electronics) master's in computer engineering and HRD | |
| Qualification | Has 42 years of experience in the field of machine building, rubber and allied industry | More than 14 years of experience in Web Designing and Digital Marketing | |
| Expertise in area / Experience | 2,04,984 equity shares of Re. 1/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above. | Nil | |
| No. of shares held (including shareholding as a beneficial owner) | Non-Executive, Non-Independent Director | Non-Executive, Independent Director | |
| Board position held | Appointed as a Director of the Company liable to retire by rotation | She has been re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from August 2, 2024 | |
| Terms and conditions of appointment / re-appointment | Nil except sitting fees of Rs. 80,000/- | Nil except sitting fees of Rs. 3,80,000/- | |
| Remuneration paid for the financial year | He is entitled to payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on net profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders and the Board of Directors. | She is entitled to payment of sitting fees for attending the meetings of the Board and its Committees. She shall also be paid Commission on net profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders and the Board of Directors. | |
| Remuneration proposed to be paid | 1 | 2 | |
| Number of Board meetings attended during the year | 1. Elgi Rubber Company Limited 2. Kovilpatti Lakshmi Roller Flour Mills Limited 3. Festo India Private Limited 4. LRG Technologies Limited | 1. A G T Electronics Limited 2. Durocon Buildtech Private Limited 3. Niketan Technologies Private Limited 4. Tidel Park Coimbatore Limited | |
| Directorships held in other companies | Committee Member: 1. Kovilpatti Lakshmi Roller Flour Mills Limited – Audit Committee, Nomination and remuneration Committee, Stakeholders Relationship Committee 2. Elgi Rubber Company Limited – Stakeholders Committee | Nil | |
| Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director | | | |

| Name | Mr. Suman Kumar Das | Mr. Srinivasan Ravindran |
|---|---|---|
| DIN | 07500784 | 05259775 |
| Date of Birth | 31.07.1963 | 10.12.1963 |
| Nationality | Indian | Indian |
| Date of appointment on the Board | 31.07.2024 | 31.07.2024 |
| 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 | Chartered Accountant |
| Expertise in area / Experience | He has more than 35 years of experience as a business leader and Chief Financial Officer. | He has over 20 years of experience in Finance, Treasury, Corporate Planning and Merger & Acquisition in large Indian and Multinational Corporations. |
| No. of shares held (including shareholding as a beneficial owner) | Nil | 200 equity shares of Re. 1/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above. |
| Board position held | Non-Executive Independent Director | Non-Executive Independent Director |
| Terms and conditions of appointment / re-appointment | He has been appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from July 31, 2024 | He has been appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from July 31, 2024 |
| Remuneration paid for the financial year | Nil | Nil |
| Remuneration proposed to be paid | He is entitled to payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on net profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders and the Board of Directors. | He is entitled to payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on net profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders and the Board of Directors. |
| Number of Board meetings attended during the year | Nil | Nil |
| Directorships held in other companies | Nil | Nil |
| Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director | Nil | Nil |

| | |
|---|---|
| Name | Mr. Srinivasan Krishnamurthi |
| DIN | 06662916 |
| Date of Birth | 24.04.1960 |
| Nationality | Indian |
| Date of appointment on the Board | 31.07.2024 |
| 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 |
| Qualification | Chartered Accountant |
| Expertise in area / Experience | He worked with Price Waterhouse Coopers ("PwC") for over 30 years including 23 years in Dubai and two years in Muscat |
| No. of shares held (including shareholding as a beneficial owner) | Nil |
| Board position held | Non-Executive Independent Director |
| Terms and conditions of appointment / re-appointment | He has been appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from July 31, 2024 |
| Remuneration paid for the financial year | Nil |
| Remuneration proposed to be paid | He is entitled to payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on net profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders and the Board of Directors. |
| Number of Board meetings attended during the year | Nil |
| Directorships held in other companies | Nil |
| Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director | Nil |