Elgi Rubber Company Limited
Super A Unit ● Coimbatore Private Industrial Estate ● Kuruchi ● Coimbatore 641 021 ● India ● CIN: L25119TZ2006PLC013144,
+91 98945 10000 ● info@in.elgirubber.com ● www.elgirubber.com

Ref: ERCL/SEC/2026/JULY/08 31st July, 2026

To
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai — 400 051

Dear Sir/Madam,

Subject : Submission of Notice of Twentieth Annual General Meeting of the Company

Symbol : ELGIRUBCO

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Twentieth Annual General Meeting of the Company scheduled to be held on Thursday, August 27, 2026 at 10:00 AM (IST) through video conferencing or other audio-visual means.

A copy of the notice is also available on the Company's website at www.elgirubber.com

This is for your information and record.

Thanking you,

Yours Sincerely,

For Elgi Rubber Company Limited

FAIZUR REHMAN ALLAUDEEN
Digitally signed by FAIZUR REHMAN ALLAUDEEN
Date: 2026.07.31 19:35:10 +05'30'

Faizur Rehman Allaudeen
Company Secretary & Compliance Officer
M.No.A70055

Encl: As above

Notice of the 20th Annual General Meeting

MEMBERS

NOTICE is hereby given that the 20th Annual General Meeting (20th AGM) of the members of the company will be held on Thursday, August 27, 2026 at 10:00 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the in-person presence of the members at a common venue to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the company along with consolidated financial statements 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, 2026 together with notes and the reports of the board of directors and the auditors thereon.

2. To appoint a Director in the place of Sudarsan Varadaraj (DIN: 00133533), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **Approval for re-appointment of Sudarsan Varadaraj (DIN: 00133533) as Chairman and Managing Director of the company for a further period of 5 years with effect from January 1, 2027 and the remuneration payable to him.**

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

   RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Sudarsan Varadaraj (DIN: 00133533), who will attain the age of 70 years on 22nd January, 2027, as Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from January 1, 2027 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Sudarsan Varadaraj (DIN: 00133533), in any year during his tenure, together with the aggregate annual remuneration payable to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as "Executive Director"), exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits under applicable laws, 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 May 28, 2026:

a.	Salary	INR 500,000/- (Rupees Five Hundred Thousand only) per month for a period of 3 (three years) with effect from January 01, 2027. The remuneration for the remaining period of his tenure shall be subject to the approval of the shareholders.
b.	Commission on net profits	At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013 or any other applicable laws
c.	Perquisites	In addition to the salary and commission, the Chairman and Managing Director shall also be entitled to the following perquisites and benefits: a) Provision of Company car with driver for use on Company's business and telephone facility at his residence. b) Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable. c) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025, shall not be included in the computation of the ceiling on remuneration or perquisites. d) Gratuity payable shall not exceed half a month's salary for each completed year of service. The Chairman and Managing Director is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director, in accordance with Schedule V of the Companies Act, 2013 (as amended) for a period of 3 (three) years with effect from 1st January, 2027.

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the above terms of re-appointment and/or remuneration payable to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sudarsan Varadaraj (DIN: 00133533), during his tenure as Chairman and Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Chairman and Managing Director.

RESOLVED FURTHER THAT Sudarsan Varadaraj (DIN: 00133533), shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

4. **Approval for re-appointment of Harsha Varadaraj (DIN: 06856957) as Whole-Time Director (designated as "Executive Director") of the company for a further period of 5 years with effect from November 6, 2026 and the remuneration payable to him.**

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the re-appointment of Harsha Varadaraj (DIN: 06856957) as the Whole-time Director (designated as the "Executive Director") of the Company for a further period of 5 (five) years with effect from November 06, 2026 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Harsha Varadaraj (DIN: 06856957), in any year during his tenure, together with the aggregate annual remuneration payable to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits under applicable laws, 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 May 28 2026;

a.	Salary	INR 500,000/- (Rupees Five Hundred Thousand only) per month for a period of 3 (three years) with effect from November 06, 2026. The remuneration for the remaining period of his tenure shall be subject to the approval of the shareholders.
b.	Commission on net profits	At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013 or any other applicable laws
c.	Perquisites	In addition to the salary and commission, the Whole-time Director (designated as the "Executive Director") shall also be entitled to the following perquisites and benefits: a) Provision of Company car with driver for use on Company's business and telephone facility at his residence. b) Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable. c) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025, shall not be included in the computation of the ceiling on remuneration or perquisites. d) Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole-time Director (designated as the "Executive Director") is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as the "Executive Director") in accordance with Schedule V of the Companies Act, 2013 (as amended) for a period of 3 (three) years with effect from November 06, 2026.

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Harsha Varadaraj (DIN: 06856957), as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Harsha Varadaraj (DIN: 06856957), during his tenure as Whole-time Director (designated as "Executive Director"), shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director (designated as "Executive Director").

RESOLVED FURTHER THAT Harsha Varadaraj (DIN: 06856957) shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

5. **Ratification of the remuneration payable to Cost Auditor of the Company for the financial year 2026-27**

To consider and thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the re-appointment of M/s. P. Mohan Kumar & Co., Cost Accountants (Firm Registration No.100490), Coimbatore as the Cost Auditor made by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of cost records of the company for the financial year 2026-27 on a remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorized to do all necessary acts, deeds, things and matters and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Sudarsan Varadaraj (DIN: 00133533) was re-appointed as Chairman and Managing Director of the Company for a period of 3 years with effect from January 1, 2024 and accordingly, the tenure of his office as Chairman and Managing Director expires on December 31, 2026. In accordance with the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the outcome of the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on May 28, 2026 has approved the re-appointment of Sudarsan Varadaraj (DIN: 00133533), who will attain the age of 70 years on 22nd January, 2027, as Chairman and Managing Director of the company for a further period of 5 (Five) years with effect from January 01, 2027 and the remuneration payable to him for a period of 3 (three) years with effect from the said date on the terms and conditions as set out under Item No. 3 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sudarsan Varadaraj (DIN: 00133533) is one of the Promoters of the company and he has been serving as the Chairman and Managing Director of the company for the past 20 years. Considering his rich and varied experience, skills and knowledge in the field of machine building, rubber and allied industry and his relentless pursuit in taking the company to global heights during his tenure as Chairman and Managing Director, the Board of Directors opine that his re-appointment as Chairman and Managing Director of the company would be greatly beneficial to the company.

Pursuant to the provisions of Section(s) 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Regulations 17(6)(e) of the Listing Regulations, the special resolution as set out in Item No. 3 of the Notice is placed for the approval of the members. The Board therefore recommends the special resolution as set out in Item No.3 of the Notice for your approval.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this Notice.

Members are informed that the terms of re-appointment of Sudarsan Varadaraj (DIN: 00133533) as the Chairman and Managing Director of the Company for a further period of 5 (five) years with effect from January 01, 2027 and the payment of remuneration for a period of 3 (three) years with effect from the said date, as set out under Item No. 3 of the notice are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Sudarsan Varadaraj (DIN: 00133533), being the appointee Chairman and Managing Director, Harsha Varadaraj (DIN: 06856957), Executive Director and Dr. Jairam Varadaraj (DIN: 00003361), Director, being his relatives, are directly or indirectly, financially or otherwise, interested or concerned, in the special resolution set out at Item No. 3 of the Notice.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 3 of the Notice.

Item No. 4

Harsha Varadaraj (DIN: 06856957) was re-appointed as Whole-time Director (designated as “Executive Director”) of the Company for a period of 3 years with effect from November 06, 2023 and accordingly, the tenure of his office expires on November 05, 2026. In accordance with the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and based on the outcome of the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the company, at their meeting held on May 28, 2026, has approved the re-appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as “Executive Director”) of the Company for a further period of 5 (Five) years with effect from November 06, 2026 and the remuneration payable to him for a period of 3 (three) years with effect from the said date and on the terms and conditions as set out under Item No. 4 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Harsha Varadaraj (DIN: 06856957) is one of the Promoters of the Company and considering his varied experience, skills and knowledge in the field of finance, management and rubber and allied industry, the Board of Directors opine that his re-appointment as Whole-time Director (designated as “Executive Director”) would be greatly beneficial to the Company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Regulations 17(6)(e) of the Listing Regulations, the special resolution as set out in Item No. 4 of the Notice is placed for the approval of the members.

The Board recommends the special resolution set out in Item No. 4 of the Notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the appointment of Harsha Varadaraj (DIN: 06856957) as Whole-time Director (designated as “Executive Director”) for a period of 5 years with effect from November 06, 2026 and the remuneration payable to him for a period of 3 (three) years with effect from the said date and, as set out under Item No. 4 of the notice are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Harsha Varadaraj (DIN: 06856957), being the appointee Whole-time Director (designated as “Executive Director”) and Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, being his relative, and Dr. Jairam Varadaraj (DIN: 00003361), Director, being relative of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 4 of the Notice.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution as set out under Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the company, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. P. Mohan Kumar & Co., Cost Accountants, (Firm Registration No.100490), Coimbatore as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending March 31, 2027 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand only), plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, subject to ratification by the members of the Company.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the company by means of passing an ordinary resolution. Accordingly, the approval of the members is sought by way of an ordinary resolution as set out in Item No. 5 of the Notice. The Board recommends the passing of this resolution.

None of the Directors and Key Managerial Personnel(s) of the company or their relatives are concerned or interested, financially or otherwise, in the Ordinary resolution set out in Item No. 5 of the Notice.

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the Special Business as set out in the Notice under Item Nos. 3 to 5 of the accompanying Notice, is annexed hereto and forms part of this Notice.

2. Members are informed that the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (SEBI) vide their relevant circulars issued from time to time (collectively referred to as "MCA and SEBI Circulars"), has permitted the conduct of the 20th Annual General Meeting ("20th AGM" or "AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the in-person presence of the members at a common venue. The deemed venue for the 20th AGM shall be the Registered Office of the Company situated at Super A Unit, Coimbatore Private Industrial Estate, Kuruchi, Coimbatore - 641021, Tamil Nadu.

   In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA and SEBI Circulars, the 20th AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 20th AGM through VC / OAVM, may refer to the procedures mentioned below.

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 20th AGM is being held through VC/ OAVM pursuant to the MCA and SEBI Circulars, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this 20th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

4. Institutional / Corporate members (i.e., other than individuals/HUF, NRI etc.,) intending to appoint their authorized representatives for attending the meeting through VC / OAVM are requested to send a certified copy of the board resolution/governing body authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf at the meeting to the Scrutinizer by email at their email address mds@mdsassociates.in with a copy marked to the company's e-mail address info@in.elgirubber.com.

5. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the director(s) seeking appointment / re-appointment at the ensuing 20th Annual General Meeting are furnished as annexure and forms part of this notice.

6. The register of members and share transfer books of the company will remain closed from Friday, 21st August, 2026 to Thursday, 27th August, 2026 (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.

7. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the company for payment of dividend, if any. The company or its registrar and share transfer agent, MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the company.

8. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., www.elgirubber.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.

9. Dividend of prior years: Pursuant to Section 124 of the Companies Act, 2013, the dividend which remained unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred along with the shares to the "Investor Education and Protection Fund" established by the Central Government. The shareholders, whose unclaimed or unpaid amount has been transferred to the Investor Education and Protection Fund (IEPF) may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Members who have not encashed their dividend warrant(s) are requested to send their claim with a cancelled cheque containing name of the claimant shareholder (for their Bank details) immediately to the company/registrar and transfer agent for receiving the amounts through electronic channels such as RTGS/ NEFT in lieu thereof. Details of the shareholders whose shares have been transferred in respect of the unclaimed dividends already transferred to IEPF/ whose shares are liable to be transferred to IEPF are available on the company's website: www.elgirubber.com.

10. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding

and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

11. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, members should contact their depository participants (DP) and furnish particulars of any changes desired by them.

12. In accordance with SEBI's Master Circular dated 6th February, 2026, Members holding shares in physical form, whose folio(s) do not have PAN, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024, upon updating the aforementioned details with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar and share Transfer Agent of the company. Therefore, Members holding shares in physical form are requested to update the above-mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

13. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and relevant SEBI circulars are available on Company's website www.elgirubber.com as well as on the website of MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited"), the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.

14. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 1, 2019. Further, the Securities and Exchange Board of India ("SEBI") vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06th February, 2026 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing with the requests for issue of duplicate share certificate, Claim from Unclaimed Suspense Account, sub-division / Splitting of share certificate or consolidation of share certificates/folios, transmission or transposition, with effect from 25th January, 2022. 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. The shareholders/ claimants shall submit duly filled up Form ISR-4 (hosted on the website of the Company and the RTA) along with the documents / details specified therein in order to process such requests. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the company. Necessary prior intimation in this regard has already been provided to the shareholders. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization. Members can contact the Company or RTA, for assistance in this regard.

15. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited"), Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India.

16. Pursuant to the Securities and Exchange Board of India ("SEBI") Master Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, another special window has been opened for a period of 1 year from February 05, 2026 till February 04, 2027 ("special window period") to facilitate transfer and dematerialization of physical shares which were sold / purchased prior to April 01, 2019. The special window shall be available for (i) re-lodgement of transfer requests which were submitted prior to April 01, 2019 and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise and (ii) fresh lodgement of transfer requests which were not submitted prior to April 01, 2019, provided that the original share certificate is available. The shares transferred during this special window period shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such shares shall not be transferred/lien-marked/pledged during the said lock-in period. Due process as prescribed under the said Circular shall be followed for such requests. Further, (i) cases involving disputes between transferor and transferee (to be settled through court/NCLT process), (ii) shares which have been transferred to Investor Education and Protection Fund (IEPF) and (iii) re-lodgement / fresh lodgement of transfer requests executed prior to April 01, 2019 where original share certificate is not available, will not be considered during this special window period. Eligible investors are requested to avail this opportunity by submitting the transfer requests along with all the requisite documents as mentioned in SEBI Master Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 to MUFG Intime India Pvt Ltd (formerly "Link Intime India Private Limited"), the Registrar and Share Transfer Agent (RTA) of the Company within the above stipulated time.

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the company's Registrar & Share Transfer Agent in the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the company's Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

18. Change of Address: Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof viz, Aadhar/Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/ Passport etc. and bank particulars to the company or its registrar & share transfer agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective depository participants and not to the Company/ Registrar and Share Transfer Agent.

19. 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 the residential status on return to India for permanent settlement (or)

    b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

20. Members are requested to update their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited") in prescribed Form ISR-1 and other forms as notified by the Securities and Exchange Board of India (SEBI) from time to time.

21. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email 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 demat form to enable the company to serve documents in electronic form.

22. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 20th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depository Participants. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. Members may note that the Notice of the 20th Annual General Meeting and the Annual Report for the financial year 2025-26 will also be available on the Company's website www.elgirubber.com, website of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited") https://instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

23. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary at the Registered Office of the Company or its Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited"), Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India, by quoting the Folio number or the Client ID number with DP ID number.

24. Members desirous of receiving any information on the accounts or operations of the company are requested to forward his/her queries by email to the Company at info@in.elgirubber.com at least seven working days prior to the date of the 20th Annual General Meeting. Such queries will be replied by the company suitably during the AGM or through a separate e-mail.

25. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

26. Members are requested to note that the 20th Annual General Meeting is scheduled to be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and hence, the route map of the venue as required under Secretarial Standards on General Meetings (SS-2) is not annexed to this Notice.

27. Annual financial statements and related details of the wholly owned / step down subsidiary companies are posted on the Company's website and are also kept for inspection at the Registered Office of the Company during normal business hours. A copy of the same will also be provided to the members on request.

28. Soft copies of the Register of Directors' and Key Managerial Personal and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for electronic inspection by the members during the AGM.

29. **Registration of email ID and Bank Account details:**

    In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, login details for e-voting are being sent to the registered email address. In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    a) In case of shares held in physical form, kindly submit your updation request in the prescribed Form ISR-1 (hosted on the website of Company and RTA) to our RTA, MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited").

    b) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

30. Voting through electronic means:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force) and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS - 2), the company is pleased to provide its members the facility to cast their vote electronically from a place other than the venue of the Annual General Meeting ("remote e-Voting") at the 20th Annual General Meeting (AGM) by electronic means and all the business items as set out in this notice of Annual General Meeting which shall be transacted through the remote e-voting / e-voting platform provided by MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited").

b) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Thursday, August 20, 2026, may refer to this Notice of the 20th Annual General Meeting, posted on company's website www.elgirubber.com for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purposes only.

c) 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(s) again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

   i. The remote e-voting period begins on Monday, 24th August, 2026 at 09:00 AM (IST) and ends on Wednesday, 26th August, 2026 at 05:00 PM (IST).

   ii. During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on Thursday, 20th August, 2026 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

Instructions for members for voting electronically are as under:-

Remote e-Voting Instructions for shareholders:

In terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through “e-voting” option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

A. User ID: Enter User 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.

o Shareholders holding shares in NSDL form, shall provide ‘point 4’ above

o Shareholders holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. an / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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
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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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”.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

b) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

c) Select the "Company Name" and register with your following details:

d) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

***Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) 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. 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 General Meeting through InstaMeet facility and have not casted 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Other information:

a) 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 i.e. Thursday, 20th August, 2026.

b) Once the vote on a resolution is cast by a Member through electronic means, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.

c) Mr. M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP (LLPIN: ABZ – 8060), Company Secretaries, Coimbatore has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.

d) The Scrutinizer shall, after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast by e-voting during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within the prescribed time to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

e) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website www.elgirubber.com and on the website of MUFG and the same will be communicated to the Stock Exchange where the company's shares are listed within the stipulated time.

By order of the Board
For Elgi Rubber Company Limited

Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director

Place : Coimbatore
Date : May 28, 2026

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) for Item No.3 of the notice relevant to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director of the Company:

<table>
<tr><td colspan="5">I.General information</td></tr>
<tr><td>(1)</td><td>Nature of industry</td><td colspan="3">The Company is engaged in the manufacturing of rubber products, tread rubber, reclaim rubber, retreading and rebuilding of rubber tyres.</td></tr>
<tr><td>(2)</td><td>Date or expected date of commencement of commercial production</td><td colspan="3">The Company was incorporated on October 16, 2006 and the commercial operations were commenced subsequently.</td></tr>
<tr><td>(3)</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="3">Not applicable</td></tr>
<tr><td rowspan="7">(4)</td><td rowspan="7">Financial performance based on given indicators</td><td>Particulars</td><td>FY 31.03.2026
(Rs. in million)</td><td>FY 31.03.2025
(Rs. in million)</td></tr>
<tr><td>Turnover (net)</td><td>2,362.71</td><td>2,272.28</td></tr>
<tr><td>Profit/(Loss) before tax</td><td>(240.63)</td><td>(48.99)</td></tr>
<tr><td>Profit/(Loss) after tax</td><td>(1,149.44)</td><td>(42.57)</td></tr>
<tr><td>Paid-up Capital</td><td>50.05</td><td>50.05</td></tr>
<tr><td>Reserves & Surplus</td><td>1,897.91</td><td>3,044.13</td></tr>
<tr><td>Basic Earnings per Share (EPS in Rs.)</td><td>(22.97)</td><td>(0.85)</td></tr>
<tr><td>(5)</td><td>Foreign investments or collaborations, if any</td><td colspan="3">Refer to note 8 of the Standalone Financial Statements</td></tr>
<tr><td colspan="5">II.Information about the appointee</td></tr>
<tr><td>(1)</td><td>Background details</td><td colspan="3">Sudarsan Varadaraj (DIN: 00133533) has done his B.E. in Mechanical Engineering and his Master’s degree in Mechanical Engineering from Stanford University. He has more than 45 years of experience in the field of machine building, rubber and allied industry. He is the Promoter of the Company and he is currently heading the entire business activities of the Company as Chairman and Managing Director.</td></tr>
<tr><td>(2)</td><td>Past remuneration</td><td colspan="3">FY 31.03.2026 – Rs.7.75 Million
FY 31.03.2025 – Rs.7.89 Million
FY 31.03.2024 – Rs.8.30 Million</td></tr>
<tr><td>(3)</td><td>Recognition or awards</td><td colspan="3">Nil</td></tr>
<tr><td>(4)</td><td>Job profile and his suitability</td><td colspan="3">Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director of the Company, is managing the overall affairs of the company and is entrusted with the substantial powers of management under the superintendence, control and direction of the Board of Directors. Sudarsan Varadaraj (DIN: 00133533) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.</td></tr>
<tr><td>(5)</td><td>Remuneration proposed</td><td colspan="3">As set out in Item No.3 of the Notice of the 20th AGM Notice dated May 28, 2026</td></tr>
<tr><td>(6)</td><td>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)</td><td colspan="3">Taking into consideration the size of the company, profile of Sudarsan Varadaraj (DIN: 00133533) responsibilities shouldered by him and the industry standard, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.</td></tr>
<tr><td>(7)</td><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</td><td colspan="3">Sudarsan Varadaraj (DIN: 00133533) is the Promoter of the Company and Dr. Jairam Varadaraj 00003361), Director, is his brother and Harsha Varadaraj (DIN: 06856957), Executive Director is his son.</td></tr>
</table>

<table>
<tr><td colspan="3">III.Other information</td></tr>
<tr><td>(1)</td><td>Reasons of loss or inadequate profits</td><td>The Company has incurred a net loss for the financial year ended March 31, 2026. Further, the global business environment and the prevailing market conditions has impacted the overall performance and the profitability of the Company. However, the Company and its management has taken all necessary steps to improve the profitability. The Company is passing necessary Special resolution, as set out in Item No.3 of this notice, in order to enable the Company to pay remuneration to Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director, in excess of the limits under Table A of Section II of Part of II of Schedule V of the Companies Act, 2013, for a period of 3 years with effect from January 01, 2027 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6)(e) and other other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td></tr>
<tr><td>(2)</td><td>Steps taken or proposed to be taken for improvement</td><td>The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement of the present position. The Company has also put in place measures to reduce costs and improve the bottom-line.</td></tr>
<tr><td>(3)</td><td>Expected increase in productivity and profits in measurable terms</td><td>The Company has taken necessary initiatives to improve its market position and financial performance.</td></tr>
<tr><td colspan="3">IV.Disclosures</td></tr>
<tr><td></td><td>The following disclosures shall be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the Financial statement:</td><td rowspan="5">The details of the proposed remuneration package of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director is given under Item No.3 of this Notice. The Company shall make requisite disclosure in relation to terms of re-appointment and the details of remuneration of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director in the Board of Director’s report under the heading “Corporate Governance”, for the relevant financial year(s), wherever applicable.

The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.</td></tr>
<tr><td>(i)</td><td>All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors</td></tr>
<tr><td>(ii)</td><td>Details of fixed component and performance linked incentives along with the performance criteria</td></tr>
<tr><td>(iii)</td><td>Service contracts, notice period, severance fees</td></tr>
<tr><td>(iv)</td><td>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</td></tr>
</table>

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) for Item No.4 of the notice relevant to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as "Executive Director"):

<table>
<tr><td colspan="5">I.General information</td></tr>
<tr><td>(1)</td><td>Nature of industry</td><td colspan="3">The Company is engaged in the manufacturing of rubber products, tread rubber, reclaim rubber, retreading and rebuilding of rubber tyres.</td></tr>
<tr><td>(2)</td><td>Date or expected date of commencement of commercial production</td><td colspan="3">The Company was incorporated on October 16, 2006 and the commercial operations were commenced subsequently.</td></tr>
<tr><td>(3)</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="3">Not applicable</td></tr>
<tr><td rowspan="7">(4)</td><td rowspan="7">Financial performance based on given indicators</td><td>Particulars</td><td>FY 31.03.2026
(Rs. in million)</td><td>FY 31.03.2025
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<tr><td>Reserves & Surplus</td><td>1,897.91</td><td>3,044.13</td></tr>
<tr><td>Basic Earnings per Share (EPS in Rs.)</td><td>(22.97)</td><td>(0.85)</td></tr>
<tr><td>(5)</td><td>Foreign investments or collaborations, if any</td><td colspan="3">Refer to note 8 of the Standalone Financial Statements</td></tr>
<tr><td colspan="5">II.Information about the appointee</td></tr>
<tr><td>(1)</td><td>Background details</td><td colspan="3">Harsha Varadaraj (DIN: 06856957) has done his B.Com., from Loyola College, Chennai and completed his Master of Science (Finance) from the London School of Economics, London. He has 3 years of experience in Price Waterhouse Coopers. He has over 11 years of experience in the field of Rubber, retreading and allied industry. He belongs to the Promoter Group of the Company. He joined the Company as Senior General Manager-Operations on August 1, 2019. As Executive Director, he is managing the affairs of the Company under the superintendence and control of the Board of Directors.</td></tr>
<tr><td>(2)</td><td>Past remuneration</td><td colspan="3">FY 31.03.2026 – Rs.2.77 Million
FY 31.03.2025 – Rs.2.86 Million
FY 31.03.2024 – Rs.3.43 Million</td></tr>
<tr><td>(3)</td><td>Recognition or awards</td><td colspan="3">Nil</td></tr>
<tr><td>(4)</td><td>Job profile and his suitability</td><td colspan="3">Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as "Executive Director"), is managing the affairs of the company under the superintendence, control and direction of the Board of Directors. Harsha Varadaraj (DIN: 06856957) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.</td></tr>
<tr><td>(5)</td><td>Remuneration proposed</td><td colspan="3">As set out in Item No.4 of the Notice of the 20th AGM Notice dated May 28, 2026</td></tr>
<tr><td>(6)</td><td>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)</td><td colspan="3">Taking into consideration the size of the company, profile of Harsha Varadaraj (DIN: 06856957) responsibilities shouldered by him and the industry standard, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.</td></tr>
<tr><td>(7)</td><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</td><td colspan="3">Harsha Varadaraj (DIN: 06856957) belongs to the Promoter Group of the Company and he is the son of Sudarsan Varadaraj (DIN: 00133533), Chairman and Managing Director of the Company.</td></tr>
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<tr><td colspan="3">III.Other information</td></tr>
<tr><td>(1)</td><td>Reasons of loss or inadequate profits</td><td>The Company has incurred a net loss for the financial year ended March 31, 2026. Further, the global business environment and the prevailing market conditions has impacted the overall performance and the profitability of the Company. However, the Company and its management has taken all necessary steps to improve the profitability. The Company is passing necessary Special resolution, as set out in Item No.4 of this notice, in order to enable the Company to pay remuneration to Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”), in excess of the limits under Table A of Section II of Part of II of Schedule V of the Companies Act, 2013, for a period of 3 years with effect from November 06, 2026 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6)(e) and other other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td></tr>
<tr><td>(2)</td><td>Steps taken or proposed to be taken for improvement</td><td>The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement of the present position. The Company has also put in place measures to reduce costs and improve the bottom-line.</td></tr>
<tr><td>(3)</td><td>Expected increase in productivity and profits in measurable terms</td><td>The Company has taken necessary initiatives to improve its market position and financial performance.</td></tr>
<tr><td colspan="3">IV.Disclosures</td></tr>
<tr><td></td><td>The following disclosures shall be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the Financial statement:</td><td rowspan="5">The details of the remuneration package of Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) is given under Item No.4 of this Notice. The Company shall make requisite disclosure in relation to terms of re-appointment and the details of remuneration of Harsha Varadaraj (DIN: 06856957), Whole-time Director (designated as “Executive Director”) in the Board of Director’s report under the heading “Corporate Governance”, for the relevant financial year(s).

The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.</td></tr>
<tr><td>(i)</td><td>All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors</td></tr>
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<tr><td>(iv)</td><td>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</td></tr>
</table>

Additional information on Director seeking appointment / re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) are mentioned below:

Name	Sudarsan Varadaraj	Harsha Varadaraj
Director Identification Number (DIN)	00133533	06856957
Date of Birth/ Age	22.01.1958 / 69 years	30.05.1989/ 37 years
Nationality	Indian	Indian
Date of first appointment on the Board	16.10.2006	06.11.2020
Board position held	Chairman and Managing Director	Whole-time Director (designated as “Executive Director”)
Details of inter-se relationship with other Directors, manager and Key Managerial Personnel of the Company	Father of Harsha Varadaraj (DIN: 06856957) and Brother of Jairam Varadaraj (DIN: 00003361)	Son of Sudarsan Varadaraj (DIN: 00133533), Chairman & Managing Director
Educational Qualification	B.E., M.S.,	B.Com., M.S.
Brief profile including Experience & Areas of Expertise	Over 45 years’ of experience in the field of Machine Building, Rubber and allied Industry	Overall 14 years’ of experience in the field of Rubber, retreading and allied industry
Justification for choosing the appointee as an Independent Director	Not applicable	Not applicable
Summary of Performance Evaluation in case of re-appointment of Independent Director	Not applicable	Not applicable
Details of Shares held in the Company (including shareholding as a beneficial owner)	23,567,500 (47.09%)	22,52,637 fully paid-up equity shares (4.50%)
List of Directorships held in other companies as on the date of notice	1. Magna Electro Castings Limited - Independent Director 2. Elgi Equipments Limited - Director 3. LRG Technologies Limited - Director 4. Festo India Private Limited - Director	1. LRG Technologies Limited- Director 2. Tyre Retreading Education Association- Director 3. Kovilpatti Lakshmi Roller Flour Mills Limited- Independent Director
Names of listed Companies from which the Director has resigned in the past three years	1. Super Spinning Mills Limited (retirement on completion of second tenure on 31.05.2024) 2. Kovilpatti Lakshmi Roller Flour Mills Limited (retirement on completion of second tenure on 17.09.2024)	Nil
Chairman / Member of the Committees of other companies as on date of notice	**Membership:** 1. Elgi Equipments Limited - Nomination and Remuneration Committee **Chairmanship:** 1. Magna Electro Castings Limited - Audit Committee 2. Magna Electro Castings Limited - Nomination and Remuneration Committee 3. Elgi Equipments Limited - Stakeholders Relationship Committee	**Membership:** 1. Kovilpatti Lakshmi Roller Flour Mills Limited- Audit Committee 2. Kovilpatti Lakshmi Roller Flour Mills Limited- Nomination and Remuneration Committee 3. Kovilpatti Lakshmi Roller Flour Mills Limited- Stakeholders Relationship Committee 4. Kovilpatti Lakshmi Roller Flour Mills Limited- Finance and Administrative Committee **Chairmanship:** Nil
Remuneration sought to be paid (per annum)	As set out in Item No. 3 of this notice	As set out in Item No.4 of this Notice
Remuneration last drawn (per annum)	FY 31.03.2026 - INR 7.75 million	FY 31.03.2026 - INR 2.77 million
Terms & Conditions of Appointment / Re-appointment	As set out in Item No. 3 of the AGM notice	As set out in Item No. 4 of the AGM notice
Number of Meetings of the Board attended during the year	6 out of 7	6 out of 7

By order of the Board
For Elgi Rubber Company Limited

Sudarsan Varadaraj
DIN: 00133533
Chairman & Managing Director

Place : Coimbatore
Date : May 28, 2026