

NOTICE OF 43rd ANNUAL GENERAL MEETING



ELIN ELECTRONICS LIMITED

CIN: L29304DL1982PLC428372, Website- www.elinindia.com

Registered & Corporate Office: 4771, Bharat Ram Road, 23, Daryaganj,

New Delhi – 110002; Email ID: rkc@elinindia.com, Tel: +91 011 43000400

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the members of ELIN ELECTRONICS LIMITED will be held on Saturday, the 30th day of August, 2025 at 10.30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact businesses as set out in this notice. The venue of the meeting shall be deemed to be the Registered Office of the Company at 4771, Bharat Ram Road, 23, Daryaganj, New Delhi – 110002. The following businesses will be transacted at the AGM:

ORDINARY BUSINESSES:

- To receive, consider and adopt the –
 - Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Report of Auditors thereon;
- To appoint a Director in place of Mr. Sanjeev Sethia (DIN: 00354700), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sumit Sethia (DIN: 00831799), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

- To Appoint Secretarial Auditors of the Company.

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

“RESOLVED THAT pursuant to provision of Section 204 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A Securities Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and statutory provisions, if any, as amended from time to time and based on recommendation of Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. P.P. Agarwal & Co. Company Secretaries (Firm Registration No. S2012DE174200), as Secretarial Auditor of the Company for a first term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at such fees, plus applicable taxes and other out of pocket expenses as may be mutually decided by Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

- To approve the re-appointment and remuneration of Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of the Company, liable to retire by rotation in terms of Section 152(6)

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of the Companies Act, 2013, for a period of 5 years effective from June 03, 2025 to June 02, 2030, on the terms and conditions including remuneration for a period of three years w.e.f. June 03, 2025 to June 02, 2028, as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act :

1. Salary - ₹ 7,00,000/-per month.
2. Perquisites :
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.
 - i. Company contribution towards provident fund, not exceeding 12% of the salary.
 - j. Gratuity not exceeding half month's salary for each completed year of service.
 - k. Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/ Whole-time Directors during the current tenure of

Mr. Sumit Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sumit Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution".

6. To approve the re-appointment and remuneration of Mr. Kamal Sethia (DIN:00081116), Managing Director of the Company, liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kamal Sethia (DIN: 00081116), Managing Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Act, for a period of 5 years effective from 1st April, 2026 to 31st March, 2031, on the terms and conditions including remuneration for a period of three years w.e.f. 1st April, 2026 to 31st March, 2029,

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as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act :

1. Salary –₹7,00,000/-per month.
2. Perquisites :
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.
 - i. Company contribution towards provident fund, not exceeding 12% of the salary.
 - j. Gratuity not exceeding half month's salary for each completed year of service.
 - k. Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/ Whole-time Directors during the current tenure of Mr. Kamal Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year

as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Kamal Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended Listing Regulations.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded in terms of Section 196 of the Companies Act, 2013, for continuation of Mr. Kamal Sethia as Managing Director, liable to retire by rotation in terms of Section 152(6) of the Act, who will attain the age of 70 years in the year 2027-2028.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution."

7. To approve the re-appointment and remuneration of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company, liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, for a period of 5 years effective from 1st April, 2026 to

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31st March, 2031, on the terms and conditions including remuneration for a period of three years w.e.f. 1st April, 2026 to 31st March, 2029, as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act:

1. Salary – ₹7,00,000/- per month.
2. Perquisites :
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.
 - i. Company contribution towards provident fund, not exceeding 12% of the salary.
 - j. Gratuity not exceeding half month's salary for each completed year of service.
 - k. Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a) Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b) The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/

Whole-time Directors during the current tenure of Mr. Sanjeev Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sanjeev Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution."

8. To Ratify remuneration of Cost Auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration payable to M/s Bhavna Jaiswal & Associates, Cost Accountants (Firm Registration number 100608), appointed by the Board of Directors upon the recommendation of Audit Committee as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹ 75000/- plus out-of-pocket expenses & Goods & service tax as applicable incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular no. 21/2021 dated December 14, 2021, Circular no. 2/2022 dated May 5, 2022, Circular no. 10/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023 and Circular no. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or Other Audio Visual Means (“OAVM”)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing facilities in respect of:

- a) voting through remote e-voting;
- b) participation in the AGM through VC/OAVM facility;
- c) e-voting during the AGM.

The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.

2. An Explanatory Statement pursuant to Section 102 of the Act, relating to special businesses to be transacted at the AGM, is annexed hereto.
3. Details of the Directors proposed to be appointed / reappointed as required in terms of Regulation 36(3)

of the Listing Regulations and Secretarial Standards on General Meetings (“Secretarial Standards – 2”) issued by The Institute of Company Secretaries of India, are provided at the end as an Annexure-I, and forms an integral part of this Notice.

4. The Company’s Registrar and Transfer Agent (RTA) is KFin Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad 500 032.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme(s) of the Company are being implemented in compliance with relevant/ applicable ESOP Regulations/ Guidelines and such other documents as referred in the explanatory statement will be made available electronically for inspection by the Members during the AGM.
7. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the Listing Regulations read with SEBI circulars SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023, SEBI/HO//CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Physical copy of the Annual Report shall be sent to those Members who request for the same at cs@elinindia.com.
8. The Notice and Annual Report will also be available on the Company’s website https://www.elinindia.com/investors/#Annual_Reports, websites of the

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- Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
9. The Annual Report for the F.Y. 2024-25 including notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, 1st August, 2025. Pursuant to amended Listing Regulations, a letter containing the web link, along with the exact path to access the complete Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP.
 10. Members, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
 - Members holding shares in physical form can register their e-mail id with the RTA by sending an e-mail to RTA at einward.ris@kfintech.com.
 - Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
 11. 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. Saturday, 23rd August, 2025. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut off date should treat this notice for information purposes only.
 12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC/ OAVM.
 13. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. Saturday, 23rd August, 2025 shall follow the same procedure for e-Voting as mentioned at points no. 20 to 23.
 14. In terms of the Listing Regulations, securities of listed companies can now only be transferred in dematerialized form, so the Members are advised to dematerialize shares held by them in physical form.
 15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) (DP's) and holdings should be verified from time to time.
 16. 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.
 17. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.
 19. Members are requested to note that under Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. The Company has uploaded information of unclaimed dividends on its website upto the financial year ended 31st March, 2025 at www.elinindia.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Secretarial department at Corporate Office / RTA before the same becoming due for transfer to the Investor Education and Protection Fund.

20. AGM THROUGH VIDEO CONFERENCING

- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- The remote e-voting period begins on Wednesday, 27th August, 2025 (9:00) a.m. and ends on Friday, 29th August, 2025 (5:00) p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 23rd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The facility for e-Voting will also be made available during the AGM and the Shareholders

attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Shareholders who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.

- In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants, able to cast their vote without having to register again with the e-Voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

21. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="657 415 1429 567">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. <li data-bbox="657 567 1429 829">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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. <li data-bbox="657 829 1429 924">3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. <li data-bbox="657 924 1429 1125">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, 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 3. 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 digit DP ID, 8 digit Client id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting .
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Login Type	Helpdesk Details
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 21 09911.
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 toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Members holding shares in physical mode and Non-Individual Members holding shares in demat mode

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of the ELIN ELECTRONICS LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

22. ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE E-VOTING ONLY.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at fcs.ppa@gmail.com and to the Company at the email address viz;

agm43@elinindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company i.e. ELIN ELECTRONICS LIMITED will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at agm43@elinindia.com at least seven days before AGM from their registered email address mentioning their name, DPID Client ID / Folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by CDSL. These queries will be replied by the Company suitably by email.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to RTA at einward.ris@kfintech.com.
- **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP).
- **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A

Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

25. OTHER INFORMATION

- Mr. Pramod Prasad Agarwal from M/s. P.P. Agarwal & Co., Company Secretaries (CP No. 10566) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.elinindia.com> and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Saturday, 30th August, 2025.
- The recorded transcript of the AGM will be hosted on the website of the Company at www.elinindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4:

Members may note that pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, the Board of Directors at its meeting held on May 26, 2025 upon the recommendation of Audit committee have approved the appointment of M/s. P.P. Agarwal & Co, Company Secretaries, as the Secretarial Auditors of the Company for a first term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30. The appointment is subject to shareholders' approval at this Annual General Meeting.

The Firm P. P. Agarwal & Co. owned by Mr. Pramod Prasad Agarwal is empanelled as a Corporate law Consultant with many listed companies and few public sector enterprises like BHEL, ONGC, MMTC, NHPC, Oil India Limited and Delhi Transco Limited. As consultant, the firm provides technical guidance, opinions and expertise to the clients in various corporate law matters ensuring proper and correct adherence of the legal provisions.

M/s. P.P. Agarwal & Co, Company Secretaries has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI. Accordingly, the consent of the shareholders is sought for the appointment of P.P. Agarwal & Co. as the Secretarial Auditors of the Company. There is no change in proposed fee of M/s. P.P. Agarwal & Co, Company Secretaries from that paid to M/s. Akshat Garg & Associates, Company Secretaries, (outgoing Secretarial Auditors). The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEMS No. 5, 6 and 7

Members may note that the members at their Annual General Meeting held on November 18, 2020 approved the appointment of Mr. Sumit Sethia, Whole-time Director of the Company for a period of 5 years w.e.f. June 03, 2020 to June 02 2025, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.

Members may also note that tenure of Mr. Sumit Sethia, Whole-time Director, liable to retire by rotation will expire on June 02, 2025 and in terms of Resolution No.5, re-

appointment will take effect from June 03, 2025. Members may further note that in terms of provisions of Regulation 17(1C) of Listing Regulations, *"the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier."*

Accordingly, in compliance of Regulation 17(1C) of Listing Regulations, the Shareholders approval for the re-appointment of Mr. Sumit Sethia as Whole-time Director is required to be taken *at the next general meeting or within a time period of three months from the date of re-appointment (June 03, 2025), whichever is earlier.*

Further, the Board of Directors at their meeting held on May 26, 2025 upon the recommendation of Nomination and remuneration committee and Audit Committee has approved the re-appointment of Mr. Sumit Sethia, Whole-time Director, liable to retire by rotation, for a period of five years w.e.f. June 03, 2025 to June 02, 2030 including remuneration (as mentioned in resolution no.5 of this notice) subject to approval of the Members by way of Special Resolution at this Annual General Meeting.

Members may also note that the members at their Annual General Meeting of the Company held on September 30, 2021 approved the re-appointment of Mr. Kamal Sethia (DIN: 00081116) as Whole-time Director, liable to retire by rotation w.e.f. 1st April, 2021 to 31st March, 2026 and re-designated as Managing Director w.e.f. September 06, 2021 and also approved the re-appointment of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company for a period of 5 years w.e.f. 1st April, 2021 to 31st March, 2026.

The tenure of Mr. Kamal Sethia (DIN: 00081116) as Managing Director and Mr. Sanjeev Sethia (DIN: 00354700), as Whole-time Director will expire on 31st March, 2026.

Members may note that pursuant to proviso of Section 196(2) of Companies Act, 2013, No re-appointment shall be made earlier than one year before the expiry of their term.

Members may further note that the Board of Directors also at their meeting held on 26th May, 2025 upon the recommendation of Nomination and remuneration committee and Audit Committee has approved the re-appointment of Mr. Kamal Sethia (DIN: 00081116), Managing Director, liable to retire by rotation and Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director, liable to retire by rotation, for a period of 5 years w.e.f.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

1st April, 2026 to 31st March, 2031 including remuneration (as mentioned in resolution no. 6 and 7 of this notice) subject to approval of the Members by way of Special Resolution at this Annual General Meeting.

Members may also note that the re-appointment and payment of remuneration proposed through items no. 6 and 7 will take effect from 1st April, 2026, as their existing terms and conditions of appointment will continue till 31st March, 2026.

Members may further note that their approval by way of Special Resolution is also required in terms of Section 196 of the Companies Act, 2013, for continuation of Mr. Kamal Sethia (DIN: 00081116) as Managing Director, liable to retire by rotation, who will attain the age of 70 years in the year 2027-2028.

Members may note that “Mr. Sumit Sethia, Whole-time Director, Mr. Kamal Sethia, Managing Director and Mr. Sanjeev Sethia, Whole-time Director” referred to as an Executive Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Whole Time Director/Managing Director. The Executive Directors are not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority. Further the Board is of opinion that there association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Executive Directors.

The Board considered the feedback/views of Nomination and Remuneration Committee on the performance evaluation of Executive Directors while approving their

re-appointment for a period of five years, subject to the approval of shareholders of the Company.

Details of Executive Directors are provided in the “Annexure-I” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Members may also note that pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate / nil profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel for the period of three years as may be decided by the Board of Directors upon the recommendation of Nomination and Remuneration Committee.

Members may note that overall remuneration payable to Executive Directors are in excess of 10 per cent of the net profits of the Company calculated in terms of Section 198 of the Companies Act, 2013 and will require approval of Shareholder through Special Resolution. It is clarified that no increase in remuneration of the Executive Directors is proposed in terms of the resolutions set out at Item nos. 5, 6 and 7 of this Notice vis-à-vis the remuneration already paid to directors in the financial year 2024-2025.

The Board of Directors upon recommendation of Audit Committee and Nomination and Remuneration Committee at its meeting held on 26th May, 2025 approved the remuneration of Executive Directors, for a period of three years, subject to the approval of shareholders, as per following details:

S.No	Name of Director	Particulars of Remuneration	Resolution Details
1	Mr. Sumit Sethia, Whole-time Director	₹ 8,00,000 per month including perquisites w.e.f. 3 rd June, 2025 to 2 nd June, 2028	Special Resolution
2	Mr. Kamal Sethia, Managing Director	₹ 8,00,000 per month including perquisites w.e.f. 1 st April, 2026 to 31 st March, 2029	Special Resolution
3	Mr. Sanjeev Sethia, Whole-time Director	₹ 8,00,000 per month including perquisites w.e.f. 1 st April, 2026 to 31 st March, 2029	Special Resolution

Members may also note that proposed remuneration as set forth in the resolutions is as per the Nomination and Remuneration Policy of the Company.

Members may further note that remuneration of all executive Directors are within the limits prescribed in the aforesaid Section-II (A) of Part-II of Schedule V of the Companies Act, 2013. The remuneration in excess of limits prescribed under Section-II (A) of Part-II of Schedule V of the Companies Act, 2013 be paid to all executive Directors if approved by Shareholders through Special Resolution.

Members of the Company may note that their approval by way of Special Resolution is also required in terms of Regulation 17(6) (e) of Listing Regulations, for paying remuneration to Executive Directors for an amount exceeding ₹ 5 Crores per annum or 2.5 % of net profits of the Company, whichever is higher.

The terms contained in the resolutions at Items no. 5,6 and 7 of this Notice shall constitute the written memorandum setting out the terms of appointment under Section 190 of the Act. Further, the Company is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolutions.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Disclosure under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

1. Financial and operating performance of the Company during the three preceding financial years:

(₹ in Millions)				
Year Ended	Turnover	Profit before tax	Profit after tax	EPS In ₹
31 st March, 2023	8,670.64	276.84	211.55	4.77
31 st March, 2024	8,352.00	181.92	127.39	2.57
31 st March, 2025	9449.47	272.83	201.72	4.06

2. Remuneration or commission drawn by individual concerned in any other capacity from the Company:

No

3. Remuneration or Commission drawn by managerial Personnel from any other company

No

4. Professional qualification and experience

As stated in Annexure-I to this Explanatory Statement

5. Relationship between remuneration and performance

All Executive Directors (ED's) have been entrusted with the responsibility to manage the affairs of the Company. The Company has made major capacity expansions under their leadership. All ED's devote whole-time attention to the management of the affairs of the Company and exercises powers under the supervision of the Board of the Company.

6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company.

The Remuneration of Directors, Non-Executive Directors (Including Independent Directors), KMPs and Senior Management Personnel is governed by the Board-approved Nomination & Remuneration Policy.

7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.

The Company has a clearly laid out Board-approved Nomination and Remuneration Policy for the following:

- i. Directors including Non-Executive (Independent) Directors;
- ii. Key Managerial Personnel
- iii. Senior Management Personnel

The evaluation of performance of KMPs & Senior Management Personnel is done by Nomination & Remuneration Committee on annual basis. The performance of employees is measured by their respective HOD(s) and the annual reward is linked to the evaluation of individual's performance.

8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

Mr. Kamal Sethia- 45,76,700 Equity Shares

Mr. Sanjeev Sethia-10,41,500 Equity Shares

Mr. Sumit Sethia- 6,55,804 Equity Shares

The details required under Section II of Part II of Schedule V are attached as Annexure-II to this explanatory statement.

The Executive Directors are concerned or interested in the items no. 5, 6 and 7 respectively of the accompanying notice. Their relatives to the extent of their shareholding are concerned or interested in the said resolutions.

Mr. Mangilall Sethia, Chairman and Whole-time Director and Mr. Kishore Sethia, Key Managerial Personnel being relative of Mr. Kamal Sethia, Managing Director are also concerned or interested in the item no 6 of this notice.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested financially or otherwise in the aforesaid Resolutions. This statement may also be regard as an appropriate disclosure under the Listing Regulations.

Item no. 8:

In accordance with the provision of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company, for product and services, specified under

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Rules issued in pursuance to the above Section. On the recommendation of the Audit Committee, the Board of Directors had approved re-appointment of M/s Bhavna Jaiswal & Associates, Cost Accountant (Firm Registration number 100608), as the Cost Auditor of the Company to conduct audit of cost records maintained by the Company for the FY 2025-26 at a remuneration of ₹75,000/- plus applicable tax and out of pocket expenses. M/s Bhavna Jaiswal & Associates, Cost Accountants, have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provision of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholder of the Company.

The Board recommends the resolution set out at Item No. 8 of the Notice for your approval as an Ordinary Resolution.

None of the Directors and their relatives is concerned or interested, in the proposed Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
For Elin Electronics Limited**

sd/-

Lata Rani Pawa

Company Secretary & Compliance Officer
M.NO-A30540

Place: New Delhi

Date: 26th May, 2025

Registered and Corporate Office:

4771, Bharat Ram Road, 23, Daryaganj, New Delhi – 110002,

CIN: L29304DL1982PLC428372,

Website: www.elinindia.com

Emailid: rkc@elinindia.com

Tel: +91 011 43000400

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 43RD ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS – 2 FOR GENERAL MEETINGS ARE AS MENTIONED BELOW:

Name Of Director	KAMAL SETHIA	SANJEEV SETHIA	SUMIT SETHIA
Category of Directorship	Managing Director	Whole-time Director	Whole-time Director
DIN	00081116	00354700	00831799
Date of Birth	28 th October, 1957	22 nd April, 1969	1 st April, 1973
Age	67 Years	56 Years	52 Years
Date of appointment on the Board	6 th August, 2007	29 th August, 2008	3 rd June, 2020
Qualification, Experience & Expertise in Specific Functional Areas	Kamal Sethia, is the Managing Director of the Company. He is also a Promoter of the Company and has been a part of the Company since 1992. He holds a bachelor's degree in commerce from University of Delhi. He has approximately 45 years of experience in electronic manufacturing services sector.	Sanjeev Sethia, is the Whole-time Director on the Board of your Company. He is also a Promoter of the Company. He has BS Electrical Engineering degree from USA. He is having an experience of more than 31 years, in manufacturing business line of the Company.	Sumit Sethia, is the Whole-time Director on the Board of your Company. He is also a Promoter of the Company. He is commerce graduate from university of Calcutta. He is having an experience of more than 28 years in manufacturing business line of the Company.
No. of other Directorships	Kanchan Commerical Co. Private Limited Magtronic Devices Pvt. Ltd	Sanpre Designs Private Limited	Sethia Realty Private Limited
Listed entities from which Director has resigned in last 3 years	-	-	-
Chairman / Member of the Committees of the Board of Elin Electronics Limited	Audit committee- Member. Stakeholders Relationship committee –Member. CSR Committee-Chairman Risk Management committee-Chairman	Risk Management committee- Member. CSR Committee- Member.	Nil
Committee Membership/ Chairmanship in other Companies	Nil	Nil	Nil
Shareholding (including shareholding as a beneficial owner) in Elin Electronics Limited as on 31 st March, 2025	45,76,700 equity shares	10,41,500 equity shares	6,55,804 equity shares
Number of Board Meetings attended during the year	6	6	4
Terms and conditions of appointment / re-appointment	Mentioned in item no.6 of the Notice	Mentioned in item no.7 of the Notice	Mentioned in item no.5 of the Notice
Remuneration sought to be paid and the remuneration Last drawn	₹ 8,00,000 per month including perquisites, and the remuneration Last drawn was also ₹ 8,00,000 per month including perquisites.	₹ 8,00,000 per month including perquisites, and the remuneration Last drawn was also ₹ 8,00,000 per month including perquisites.	₹ 8,00,000 per month including perquisites, and the remuneration Last drawn was also ₹ 8,00,000 per month including perquisites.
Relationship with Other Directors, Manager and Key Managerial Personnel	Mr. Mangilall Sethia, Chairman and Whole-time Director and Mr. Kishore Sethia, Key Managerial Personnel are relative of Mr. Kamal Sethia, Managing Director	No relationship with other Director, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel

(A) Disclosure(s) in terms of Sections 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder.**I. General information:**

a.	Nature of Industry	The Company is a leading electronics manufacturing services ("EMS") manufacturer of end-to end product solutions for major brands of lighting, fans, and small/ kitchen appliances in India, and are one of the largest fractional horsepower motors manufacturers in India.
b.	Date or expected date of commencement of Commercial Production	The Company was incorporated on March 26, 1982 and its operating activities commenced thereafter.
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
d.	Financial performance based on given indicators	Detailed in explanatory statement mentioned in items no 5,6 and 7
e.	Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.

II. Information about the appointee to whom the remuneration is payable (s):

Name of Directors	Mr. Kamal Sethia, Mr. Sanjeev Sethia and Mr. Sumit Sethia
Background details	The background details and profile of Mr. Kamal Sethia, Mr. Sanjeev Sethia and Mr. Sumit Sethia are stated in "Annexure-I" to this Notice.
Past remuneration	Mr. Kamal Sethia- ₹ 8,00,000 per month including perquisites Mr. Sanjeev Sethia - ₹ 8,00,000 per month including perquisites Mr. Sumit Sethia- ₹ 8,00,000 per month including perquisites
Recognition or awards	Available on the website of the Company under Investors Section.
Job profile and his suitability	All Executive Directors of the Company, are highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. They have successfully and in a sustained way contributed significantly towards growth in performance of the Company. They have extensive experience in the manufacturing industry in which Company operates.
Remuneration proposed	As mentioned in the resolution nos. 5,6 and 7 of this notice
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to Executive Directors (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates. Also, there is no change in the proposed remuneration of Executive Directors as they were drawing in FY 25.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Mr. Mangilall Sethia, Chairman and Whole-time Director and Mr. Kishore Sethia, Key Managerial Personnel are relative of Mr. Kamal Sethia, Managing Director

III OTHER INFORMATION:**1. Reasons for inadequate profits (calculated in terms of section 198 of the Act):**

While the Company is having profits, however, the inadequacy of profits, if any may arise as a result of sharp increase in the Raw Material prices by 1.6% which has impacted our bottom line in the FY 2024-25.

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

We are focused to improve our efficiency and reduce our cost and introducing new Vendors whose prices are competitive.

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

We are enhancing our customer base as well as product segment which will boost our top line and bottom line within next 2 years.



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