

NOTICE OF ANNUAL GENERAL MEETING



ELIN ELECTRONICS LIMITED

CIN: L29304WB1982PLC034725, Website- www.elinindia.com

Registered Office: 143, Cotton Street, Kolkata -700007, Tel: 033 22684329

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 41st Annual General Meeting(AGM) of the members of **ELIN ELECTRONICS LIMITED** will be held on Saturday, the 30th day of September, 2023 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 143, Cotton Street, Kolkata - 700007. The following businesses will be transacted at the AGM:

ORDINARY BUSINESS:

- To receive, consider and adopt the –
 - Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 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, 2023 together with the report of Auditors thereon;
- To declare a Final Dividend of ₹ 1 per Equity Share of the face value of ₹ 5 each, for the Financial Year ended 31st March, 2023.
- To appoint a Director in place of Shri 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 Shri 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.
- Appointment of Statutory Auditors to fill casual vacancy.**

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions

or re-enactments thereof for the time being in force) M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Oswal Sunil & Company, Chartered Accountants, (Firm Registration Number: 016520N).

RESOLVED FURTHER that M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company to hold the office with effect from 10th August, 2023 (from the conclusion of Board Meeting) and to hold office till conclusion of ensuing 41st Annual General Meeting to be held for FY ended March 31, 2023, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

6. **Appointment of Statutory Auditors and fixation of remuneration.**

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

“RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of four years, from the conclusion of the ensuing 41st Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to take all such steps and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

7. To Continue the appointment of Dr. Shanti Lal Sarnot (DIN: 01899198) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(IA) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for continuation of Directorship of Dr. Shantilal Sarnot (DIN:01899198) as a Non-Executive Independent Director, not liable to retire by rotation from the day he attains the age of 75 years viz. 21st November, 1948 till the expiry of his current term which will be expired on 29th September, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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 as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024, 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 is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

9. To shift Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi.

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rule 30 of the Companies (Incorporation) rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, fresh approval of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall also deem to include any of its duly authorised Committee and Officials/representatives for this purpose) be and is hereby authorised on behalf of the Company, to approve applications/petitions and file such applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities, to make any modifications, changes, variations, alterations or revisions as it may deem necessary in accordance with the statutory requirement or as stipulated by any authority, while according approval / consent, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary, expedient, usual or proper including appointment of counsel/personnel

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to represent the Company before any authority, in relation to or in connection with or for matters consequential to the shifting of the registered office without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 10/2022 dated 28th December, 2022 ('MCA Circulars'), has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till 30th September, 2023. In accordance with the said MCA Circulars and applicable provisions of the Act, the 41st AGM of the Company shall be conducted 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 business to be transacted at the AGM, is annexed hereto. Pursuant to Regulation 36(5) of Listing Regulations an explanatory statement for item no.5 and 6 of the notice also forms part of this notice.
3. Details of the Directors proposed to be appointed / re-appointed and continued as required in terms of Regulation 36(3) of the SEBI 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, and forms an integral part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (both days inclusive) for the purpose of the AGM.
5. 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.
6. 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.
7. 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 shall be available for inspection during the AGM upon login at CDSL e-voting system and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection on the website of the Company till the date of this Annual General Meeting.
8. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023, 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.
9. The Notice and Annual Report will also be available on the Company's website https://www.elinindia.com/investors/#Annual_Reports, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
10. The Annual Report for the F.Y. 2022-23 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 September, 2023.

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11. 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 inward.ris@kfintech.com.
 - Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
12. 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 September, 2023. 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.
13. 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.
14. 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 September, 2023 shall follow the same procedure for e-Voting as mentioned at points no 30 to 34.
15. In terms of the SEBI Listing Regulations, securities of listed companies can now only be transferred in dematerialised form, so the Members are advised to dematerialise shares held by them in physical form.
16. 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 and holdings should be verified from time to time.
17. 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.
18. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) 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.
19. 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.
20. 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 31 March, 2023 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.
21. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated 3rd November, 2021 and 14th December, 2021, respectively, SEBI has mandated all the listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after 1st October, 2023, shall be frozen by the RTA. If the securities continue to remain frozen as on 31st December, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. Securities in the frozen folios shall be eligible:

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- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements. The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on Company's website at <https://www.elinindia.com/investors/#Various-Forms> and on the website of RTA at <https://investor.kfintech.com/>. Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).

With effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issuance of duplicate share certificates, exchange/subdivision/split/ consolidation of securities, transmission/ transposition of securities and claim from Suspense Escrow Demat Account. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/ RTAs shall issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service requests. Members holding shares in physical form are requested to get their shares dematerialised.

DIVIDEND RELATED INFORMATION:

22. Final Dividend as recommended by the Board of Directors for the FY ended 31st March, 2023, if approved at the AGM, will be paid to those Members of the Company who hold shares:

- In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on Friday, 22nd September, 2023, being the record date;
- In physical mode, if the names appear in the Company's Register of Members as on Friday, 22nd September, 2023.

The Final Dividend will be paid subject to deduction of tax at source within 30 days from the date of declaration.

23. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their

demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate to their DPs only, as the Company or its Registrar and Share Transfer Agent cannot act on any request received directly on the same.

- Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad 500 032 or by email to inward.ris@kfintech.com from their registered email id. In case the Company is unable to pay the dividend to any Member by the electronic mode, due to non-availability of bank mandate, the Company shall dispatch the dividend warrant/demand draft/ Bankers' Cheque to such Member by post in due course.
- Pursuant to Finance Act 2020, dividend income is taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at rates prescribed in the Income-Tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

(a) For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN -	10% or as notified by the Government of India
Shareholders not having PAN/valid	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2022-23 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the Income Tax Act to claim a lower /

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Nil withholding tax. Registered members may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Requesting you to share such information/documents, if any, please logon to <https://ris.kfintech.com/form15> or email to einward.ris@kfintech.com on or before Friday, 22nd September, 2023.

- (b) Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders logon to <https://ris.kfintech.com/form15> or email to einward.ris@kfintech.com on or before Friday, 22nd September, 2023.

- (c) For all Members: In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax rates as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the Member named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Apart from the above, since the TDS/ Withholding rates are different for Resident and Non-Resident Members, Members are requested to update their residential status with the Registrar & Share Transfer Agent/Depository Participant for the F.Y. 2022-23, which will be considered for determining tax rates as per the provisions for Income Tax Act.

26. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Members are requested to provide the aforesaid details and documents on or before Friday, 22nd September, 2023 at <https://ris.kfintech.com/form15/default.aspx> or send the same to the Registrar and Share Transfer Agent at einward.ris@kfintech.com on or before Friday, September 22, 2023. No communication on the tax determination/deduction or residential status shall be entertained post by Friday, 22nd September, 2023.
27. Members may note that in case the tax on said dividend is deducted at a higher rate due to non receipt of the aforementioned details/documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible
28. In accordance with the provisions of the Income Tax Act, TDS certificates can be made available to the Members at their registered email id after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
29. The Company has already sent out a separate detailed email communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act.
30. **AGM THROUGH VIDEO CONFERENCING**
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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

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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 voting period begins on Tuesday, 26th September, 2023 (9:00) a.m. and ends on Friday, 29th September, 2023 (5:00) p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Saturday, 23rd September, 2023 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.

31. 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.

Pursuant to abovesaid 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"> 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 & New System Myeasi Tab. 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. 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 & New System Myeasi Tab and then click on registration option. 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
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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 22 55 33
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 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

Notice of Annual General Meeting (Contd.)

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · 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.
 - 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.
 - There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.
- 32. 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

Notice of Annual General Meeting (Contd.)

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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser at fcs.ppa@gmail.com and to the Company at the email address viz; agm41@elinindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

33. 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 agm41@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 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.

34. 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.

Notice of Annual General Meeting (Contd.)

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 225533

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 225533.

35. OTHER INFORMATION

- Mr. Pramod Prasad Agarwal from P.P. Agarwal & Co., Company Secretaries (CP No. 10566) has been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- The Scrutiniser 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 scrutiniser'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 authorised 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 Scrutiniser shall be placed on the website of the Company at <https://www.elinindia.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorised 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 the 30th September, 2023.
- 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. 5:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The Members of the Company at its 40th AGM held on Monday, 1st August, 2022 had appointed M/s. Oswal Sunil & Company, Chartered Accountants, (Firm Registration Number: 016520N) Statutory Auditors of the Company for a second term to hold office from the conclusion of 40th AGM till the conclusion of 45th Annual General Meeting of the Company. M/s. Oswal Sunil & Company, Chartered Accountants, (Firm Registration Number: 016520N) vide its letter dated 9th August, 2023 has resigned from the position of Statutory Auditors of the Company with effect from closing of business hours of the Board meeting held on 10th August, 2023, post submission of Limited Review Report for the Quarter ended on June 30, 2023, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 10th August, 2023, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), as the Statutory Auditors of the Company to fill-in causal vacancy arisen due to resignation of M/s. Oswal Sunil & Company, Chartered Accountants (Firm Registration Number: 016520N), with effect from 10th August, 2023 (from the conclusion of Board Meeting) till the conclusion of ensuing 41st AGM and subject to the approval by the members at the 41st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), to act as Statutory Auditors of the Company in place of M/s. Oswal Sunil & Company, Chartered Accountants, (Firm Registration Number: 016520N), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, are as under:

Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, is being proposed to hold office as the Statutory Auditors of the Company to fill-in causal vacancy arisen due to resignation of M/s. Oswal Sunil & Company, Chartered Accountants (Firm Registration Number: 016520N), with effect from 10 th August, 2023 (from the conclusion of Board Meeting) till the conclusion of ensuing 41 st Annual General Meeting to be held for FY ended 31 st March, 2023 at a fee of up to ₹ 5.25 Millions on consolidated basis for audit of each financial year.
Material change in the fee payable to M/s. S. R. Batliboi & Co. LLP, Chartered Accountants from that paid to M/s. Oswal Sunil & Company, Chartered Accountants (the outgoing auditor) along with the rationale for such change.	There is material change in the proposed fee of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, from that paid to M/s. Oswal Sunil & Company, Chartered Accountants (outgoing Auditors). M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, is one of the largest audit firms.

Notice of Annual General Meeting (Contd.)

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	<p>There has been a change in Company's landscape owing to its status of a listed company and inclination of management to appoint large audit firms as Statutory auditors of the Company. Accordingly, M/s. Oswal Sunil & Company, Chartered Accountants have agreed to step down and resigned as Statutory Auditors of the Company after the conclusion of the Board Meeting held on August 10, 2023 post submission of Limited Review Report for the Quarter ended on June 30, 2023.</p> <p>The Board of Directors at its meeting held on August 10, 2023 upon the recommendation of Audit Committee and subject to the approval of Shareholders, have approved the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, to hold office as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Oswal Sunil & Company, Chartered Accountants.</p> <p>On the basis of comparative analysis with other potential audit firms and in view of the better presence and experience, capability to serve a diverse and complex business as that of the Company, audit experience, technical knowledge etc and found M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.</p>
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None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in item no.5 of the Notice for approval by the Members.

Item no. 6:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The Board of Directors at its meeting held on August 10, 2023, as per the recommendation of the Audit Committee and subject to the approval of shareholders at the ensuing AGM and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, have approved the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), as Statutory Auditors of the Company to hold office for the first term of consecutive four years, from the conclusion of the 41st AGM, till the conclusion of the 45th AGM of the Company to be held in the year 2027 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, are as under:

Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants is being proposed from the conclusion of 41 st Annual General Meeting till the conclusion of the 45 th Annual General Meeting at a fee of up to ₹ 5.25 Millions on consolidated basis for audit of each financial year.
Material change in the fee payable to M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, from that paid to M/s. Oswal Sunil & Company, Chartered Accountants (the outgoing auditor) along with the rationale for such change.	There is material change in the proposed fee of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, from that paid to M/s. Oswal Sunil & Company, Chartered Accountants (outgoing Auditors). M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, is one of the largest audit firms.

Notice of Annual General Meeting (Contd.)

<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</p>	<p>There has been a change in Company's landscape owing to its status of a listed company and inclination of management to appoint large audit firms as Statutory auditors of the Company. Accordingly, M/s. Oswal Sunil & Company, Chartered Accountants have agreed to step down and resigned as Statutory Auditors of the Company after the conclusion of the Board Meeting held on August 10, 2023 post submission of Limited Review Report for the Quarter ended on June 30, 2023.</p> <p>The Board of Directors at its meeting held on August 10, 2023 upon the recommendation of Audit Committee and subject to the approval of Shareholders have recommended the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, for a first term of four consecutive years.</p> <p>On the basis of comparative analysis with other potential audit firms and in view of the better presence and experience, capability to serve a diverse and complex business as that of the Company, audit experience, technical knowledge etc and found M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.</p>
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None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Item no.6 of the Notice for approval by the Members.

Item No. 7:

The Members of the Company at its 40th AGM held on Monday, 1st August, 2022 had appointed Dr. Shanti Lal Sarnot, (holding DIN: 01899198), as a Non-Executive Independent Director for the first term of five consecutive year w.e.f. 30th September, 2021 upto 29th September, 2026.

Members may also note that in view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate justification for appointing such a person.

The Board of Directors of the Company at their meeting held on 10th August, 2023 upon the recommendation of Nomination and Remuneration Committee and subject to the approval of Shareholders have given its approval for continuation of appointment of Dr. Shantilal Sarnot (DIN:01899198) as a Non-Executive Independent Director, who would be attaining the age of 75 (seventy five) years in the year 2023-2024 and who was appointed as a Non- Executive Independent Director for the first term of five consecutive year w.e.f. 30th September, 2021 upto 29th September, 2026 in the AGM of the Company held on 1st August, 2022, not liable to retire by rotation, continue to hold office for a term of five consecutive years upto 29th September, 2026.

Dr. Shanti Lal Sarnot, is not disqualified from being continued as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Dr. Shanti Lal Sarnot, is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority. The Company has received a declaration from Dr. Shanti Lal Sarnot, that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

Dr. Shanti Lal Sarnot, (holding DIN: 01899198) (aged 74 years) will be attaining the age of 75 years in the year 2023-2024 and therefore for continuation as Non-Executive Independent Director upto 29th September, 2026, approval of Shareholders by way of Special Resolution is required in terms of Regulation 17(1A) of Listing Regulations.

In the opinion of the Board, Dr. Shanti Lal Sarnot, fulfills the conditions for continuing as Non-Executive Independent Director specified in the Act and rules made thereunder. Dr. Shanti Lal Sarnot, is independent to the management. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

Notice of Annual General Meeting (Contd.)

The Board evaluated the performance of Dr. Shanti Lal Sarnot, on the basis of criteria laid down in the Nomination and Remuneration Policy of the Company and expressed their satisfaction over his performance as an Independent Director of the Company. The resolution seeks the approval of members by way of Special resolution for continuation of Dr. Shanti Lal Sarnot, as an Independent Director pursuant to Regulation 17(1A) of Listing Regulations and other applicable provisions of the Act and rules made thereunder upto 29th September, 2026.

Dr. S.L. Sarnot is M.Sc. (Physics) & Ph.D.(Electronics) from IIT Delhi. He is the member of Nomination and Remuneration Committee of the Company. He is retired as Director General (STQC), Department of Information Technology, Govt. of India. Prior to this, he was Senior Director In charge (Electronic Components and Materials). He has also been on the Board of Haryana State Electronics Development Corporation (HARTRON) for about 7 years. He has over 35 years' experience working with central government on policy, fiscal, financial and administrative matters.

In addition to above, Advisor to various companies in the electronics and component and manufacturing sector with extensive exposure to national / international technology companies, manufacturing units, industry associations and training organizations. Proven mentor to SME sector companies with experience in advising companies on achieving operational efficiencies, identifying new growth opportunities and improving overall bottom line. He also has 3 years research experience at IIT Delhi and have published over 20 research papers in international journals. Also, acted as Member Secretary/Member of a number of high level study committees, task force etc. setup by the Department of Information Technology as other ministries. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Sarnot as an Independent Director and the item no. 7 of his continuation as an Independent Director, being a special business in this Notice thus commends the Special Resolution for approval by the members. A copy of the draft letter for the appointment of Dr. Shanti Lal Sarnot as an independent director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in the Notice of AGM. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are attached as an annexure to Notice.

Dr. Shanti Lal Sarnot is concerned or interested in the resolution of the accompanying notice relating to his

continuation as Independent Director and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

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 Rules issued in pursuance to the above Section. On the recommendation of the Audit Committee, the Board of Directors had approved 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 financial year 2023-24 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.

Item No. 9

The members of the Company has inter-alia passed the Special Resolution at their AGM held on 1st August, 2022 for the shifting of Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi. Accordingly, the Company has filed petition to Regional Director, Eastern Region (Kolkata) on August 24, 2022 for shifting its Registered Office from the State of West Bengal to National Capital Territory (NCT) of Delhi. Due to filing its offer documents with SEBI w.r.t IPO, the Company has withdrawn its petition from Regional Director, Eastern Region (Kolkata) on 8th November, 2022 w.r.t shifting of Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi and intimated same to ROC on 12th November, 2022.

Members may note that the Company is a leading electronics manufacturing services ("EMS") manufacturer of end-to-end product solutions for major brands of lighting, fans, small and kitchen appliances in India, and are one of

Notice of Annual General Meeting (Contd.)

the largest fractional horsepower motors manufacturers in India. In addition, The Company is one of the key players in LED lighting and flashlight and are also one of the key players in small appliances vertical.

The Company manufacture and assemble a wide array of products and provide end-to-end product solutions. It serve under both original equipment manufacturer (“OEM”) and original design manufacturer (“ODM”) business models. It has three manufacturing facilities which are strategically located in Ghaziabad (Uttar Pradesh), Baddi (Himachal Pradesh) and Verna (Goa) and also the Registered Office of the Company is situated in the State of West Bengal at 143, Cotton Street, Kolkata -700007 (India) and the Corporate Office of the Company is situated in Delhi.

Members may also note that Delhi being India’s capital is nearer to the geographical centre of our manufacturing facilities than West Bengal. A significant majority of the Board of Directors, Key Executives, Staff and workers of the Company are based in Delhi, NCR which improves the convenience for commute and paves way for smoother business operations.

The Board of Directors of the Company on May 30, 2023, have considered and approved the shifting of the Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi, subject to the approval of members of the Company by passing a special resolution and requisite statutory / regulatory approvals. The registered office is proposed to be shifted to Corporate Office of the Company at 4771, Bharat Ram Road, 23 Darya Ganj, New Delhi-110002.

In view of the above, if the registered office of the Company is also shifted from Kolkata to the Company owned premises at Delhi and integrated with the Corporate Office, the Company shall benefit from increased administrative convenience, improved management efficiency and reduced overheads.

The shifting of the Registered Office from the State of West Bengal to National Capital Territory (NCT) of Delhi is in the interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable

Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and consequent alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought for shifting of the Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members in the manner mentioned in notes to Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution mentioned at item no. 9 except to the extent of their shareholding, if any.

The Board recommends the Special Resolution for approval of the Members, as set out at item no. 9 of this Notice.

**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: 10th August, 2023

Registered Office:

143, Cotton Street,

Kolkata -700007,

CIN: L29304WB1982PLC034725,

Website: www.elinindia.com

Email id: rkc@elinindia.com

Tel: 033 22684329

Annexure

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 41ST ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2)

Name of Director	SANJEEV SETHIA	SUMIT SETHIA	SHANTI LAL SARNOT
Category of Directorship	WHOLE-TIME DIRECTOR	WHOLE-TIME DIRECTOR	INDEPENDENT DIRECTOR
DIN	00354700	00831799	01899198
Date of Birth	22 nd April, 1969	1 st April, 1973	21 st November, 1948
Age	54 Years	50 Years	74 Years
Date of Appointment on the Board	29 th August, 2008	3 rd June, 2020	30 th September, 2021
Qualification, Experience & Expertise in Specific Functional Areas	Sanjeev Sethia , is the Whole-Time Director on the Board of our Company. He has BS Electrical Engineering degree from USA. He is having an experience of more than 26 years, in manufacturing business line of the Company.	Sumit Sethia , is the Whole-Time Director on the Board of our Company. He is commerce graduate from university of Calcutta. He has management expertise. He is having an experience of more than 23 years in manufacturing business line of the Company.	Shanti Lal Sarnot , is an Independent Director on the Board of our Company. He is M.Sc. (Physics) & Ph.D.(Electronics) from IIT Delhi. He is retired as Director General (STQC), Department of Information Technology, Govt. of India. Prior to this, he was Senior Director In charge (Electronic Components and Materials). He has also been on the Board of Haryana State Electronics Development Corporation (HARTRON) for about 7 years. He has over 35 years' experience working with central government on policy, fiscal, financial and administrative matters.
No. of other Directorships	Nil	Director-Sethia Realty Private Limited	NIL
Listed entities from which Director has resigned in last 3 years	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Elin Electronics Limited	Member- CSR Committee & Risk Management Committee	Nil	Member- Nomination and Remuneration Committee
Committee Membership/ Chairmanship in other Companies	Nil	Nil	Nil

Annexure (Contd.)

Name of Director	SANJEEV SETHIA	SUMIT SETHIA	SHANTI LAL SARNOT
Shareholding (including shareholding as a beneficial owner) in Elin Electronics Limited as on 31 st March, 2023	9,35,100	5,94,734	NIL
Number of Board Meetings attended during the year	10/10	6/10	7/10
Terms and conditions of appointment / re-appointment	Whole-Time Director, liable to retire by rotation	Whole-Time Director, liable to retire by rotation	Mentioned in draft letter of appointment available at website of the Company
Remuneration sought to be paid and the remuneration Last drawn	₹ 0.8 Million per month including perquisites, and the remuneration Last drawn is ₹ 8.47 Million	₹ 0.8 Million per month including perquisites, and the remuneration Last drawn is ₹ 9.41 Million	See Note below
Relationship with Other Directors, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel
Justification for choosing the Independent Director including skills and capabilities	Not Applicable	Not Applicable	Mentioned in Explanatory Statement of Notice.

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.