# NOTICE OF 44th 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 44th Annual General Meeting(AGM) of the members of ELIN ELECTRONICS LIMITED will be held on Monday, September 28, 2026 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:

1. To receive, consider and adopt the –
   a. Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon; and
   b. Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026 together with the Report of Auditors thereon;
2. To appoint a Director in place of Mr. Mangi Lall Sethia (DIN: 00081367) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kamal Sethia (DIN: 00081116) 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:

4. **To approve the Re-appointment of Dr. Shanti Lal Sarnot (DIN: 01899198) as an Independent Director for a second term of five consecutive years commencing from September 30th, 2026 to September 29th, 2031.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, re-appointment of Dr. Shanti Lal Sarnot (DIN: 01899198), who was appointed as an Independent Director at the 40th Annual General Meeting of the Company held on August 1, 2022 and who holds office up to September 29th, 2026 and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five consecutive years commencing from September 30, 2026 up to September 29, 2031 be and is hereby approved.

   **RESOLVED FURTHER THAT** approval of members be and is hereby accorded in terms of Regulation 17(1A) of the Listing Regulations, for the re-appointment of Dr. Shantilal Sarnot (DIN: 01899198) as a Non-Executive Independent Director who is above the age of 75 years.

   **RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or Company Secretary be and is/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."

5. **To approve the Re-appointment of Mr. Ashis Chandra Guha (DIN: 09352987) as an Independent Director for a second term of five consecutive years commencing from October 8th, 2026 to October 7th, 2031.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association and on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, re-appointment of Mr. Ashis Chandra Guha (DIN: 09352987) who was appointed as an Independent Director at the 40th Annual General Meeting of the

Company held on August 1, 2022 and who holds office up to October 7, 2026 and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five consecutive years commencing from October 8, 2026 up to October 7, 2031 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or Company Secretary be and is/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."

6. **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, 2027, 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**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, Circular no. 09/2024 dated September 19, 2024 and Circular no.03/2025 dated September 22,2025 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/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other applicable circulars issued in this regard 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. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of AGM and Annual Report are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / KFin Technologies Limited ("RTA") or the Depository Participants (DPs). 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 Stock Exchanges i.e. BSE Ltd. 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. 2025-26 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, August 28, 2026. 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. Monday, September 21, 2026. 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. Monday, September 21, 2026 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, 2026 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, Stakeholders Relationship Committee and 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 Friday, September 25, 2026 (9.00 a.m.) and will end on Sunday, September 27, 2026 (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 Monday, September 21, 2026 may cast their vote electronically. The remote 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 members 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 members 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 December 09, 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 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** | 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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>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. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **NSDL Depository** | 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.<br>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.<br>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.<br>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 id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on ELIN ELECTRONICS LTD or 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 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.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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.
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 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)<br>• 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.<br>• 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 scrutinizer for verification.

22. **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 agm44@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.

23. **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; agm44@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.

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 Ltd. 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. Monday, September 28, 2026.
- 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:**

Dr. Shanti Lal Sarnot (DIN: 01899198) was appointed as an Independent Director at the 40th Annual General Meeting held on August 01, 2022 for a period of 5 years, effective from September 30, 2021 up to September 29, 2026. He is eligible for re-appointment for a second term of 5 years, starting from September 30, 2026 up to September 29, 2031.

Following the performance evaluation of Dr. Shanti Lal Sarnot (DIN: 01899198) and considering the significant contributions made by him during his tenure as an Independent Director as well as the belief that his continued association would be beneficial to the Company, the Board of Directors at their meeting held on May 25, 2026 based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the reappointment of Dr. Shanti Lal Sarnot (DIN: 01899198) as a Non-Executive Independent Director of the Company for a second term of five consecutive years, from September 30, 2026 up to September 29, 2031, subject to the approval of Members by way of Special Resolution at the ensuing Annual General Meeting. Dr. Shanti Lal Sarnot (DIN: 01899198) abstained from discussion and voting on the matter concerning his re-appointment during the meeting of NRC as well as the Board of Directors.

Members may note that Dr. Shantilal Sarnot is 77 Years old, pursuant to provisions of Regulation 17(1A) of Listing Regulations, his re-appointment as a Non-executive Independent Director shall also be approved by the members of the Company by passing of Special Resolution at the ensuing Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director.

The profile of Dr. Shanti Lal Sarnot (DIN: 01899198) is provided as an Annexure - I to this Notice.

Dr. Shanti Lal Sarnot (DIN: 01899198) has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be re-appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Dr. Shanti Lal Sarnot is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Dr. Shanti Lal Sarnot has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director.

Furthermore, a declaration has been received from Dr. Shanti Lal Sarnot that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Dr. Shanti Lal Sarnot has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Dr. Shanti Lal Sarnot has been exempted under Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 from requirement of passing online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

Considering his skills and capabilities mentioned as under:

- Industry Knowledge & Business Experience
- Finance & Accounting
- Board service, governance and Leadership
- Production & Quality Assurance and Sales and marketing
- Strategy Development and Implementation
- Information Technology & Policy Development

the Board deems it desirable and in the interest of the Company to continue Dr. Shanti Lal Sarnot on the Board, and accordingly recommends the re-appointment of Dr. Shanti Lal Sarnot as an Independent Director for a second term of 5 consecutive years, as proposed in Resolution No.4 for approval by the Members as a Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice as an Annexure-I to this Explanatory statement.

The terms and conditions of re-appointment of Dr. Shanti Lal Sarnot, Independent Director are uploaded on the website of the Company for inspection during the period of remote e-voting.

Except for Dr. Shanti Lal Sarnot and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution.

**Item no. 5:**

Mr. Ashis Chandra Guha (DIN: 09352987) was appointed as an Independent Director at the 40th Annual General Meeting held on August 01, 2022 for a period of upto 5 years, effective from October 8, 2021 up to October 7, 2026. He is eligible for re-appointment for a second term of 5 years, starting from October 8, 2026 up to October 7, 2031.

Following the performance evaluation of Mr. Ashis Chandra Guha (DIN: 09352987) and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors at their meeting held on May 25, 2026 based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the reappointment of Mr. Ashis Chandra Guha (DIN: 09352987) as a Non-Executive

Independent Director of the Company for a second term of five consecutive years, from October 8, 2026 up to October 7, 2031, subject to the approval of Members by way of Special Resolution at the ensuing Annual General Meeting. Mr. Ashis Chandra Guha (DIN: 09352987) abstained from discussion and voting on the matter concerning his re-appointment during the meeting of the Board of Directors.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director.

The profile of Mr. Ashis Chandra Guha is provided as an Annexure - I to this Notice.

Mr. Ashis Chandra Guha (DIN: 09352987) has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be re-appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Ashis Chandra Guha is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Ashis Chandra Guha has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director. Furthermore, a declaration has been received from Mr. Ashis Chandra Guha that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Ashis Chandra Guha has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Ashis Chandra Guha, the Independent Director of the Company has also passed an online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs in October, 2023.

Considering his skills and capabilities mentioned as under:

- Industry Knowledge & Business Experience
- Finance & Accounting
- Board service, governance and Leadership
- Production & Quality Assurance and Sales and marketing
- Strategy Development and Implementation
- Information Technology & Policy Development

the Board deems it desirable and in the interest of the Company to continue Mr. Ashis Chandra Guha on the Board, and accordingly recommends the re-appointment of Mr. Guha as an Independent Director for a second term of 5 consecutive years, as proposed in Resolution No.5 for approval by the Members as a Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice as an Annexure-I to this Explanatory statement.

The terms and conditions of re-appointment of Mr. Ashis Chandra Guha, Independent Director are uploaded on the website of the Company for inspection during the period of remote e-voting.

Except for Mr. Ashis Chandra Guha and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in anyway concerned or interested, financially or otherwise, in the proposed resolution.

**Item no. 6:**

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 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 2026-27 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. 6 of the Notice for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in anyway concerned or interested, financially or otherwise, 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: August 06, 2026

**Registered and Corporate Office:**
4771, Bharat Ram Road, 23, Daryaganj, New Delhi – 110002,
CIN: L29304DL1982PLC428372,
Website: www.elinindia.com Email id: rkc@elinindia.com
Tel: +91 011 43000400

Annexure- I

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 44th 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 | MANGI LALL SETHIA | KAMAL SETHIA | SHANTI LAL SARNOT | ASHIS CHANDRA GUHA |
|---|---|---|---|---|
| Category | Chairman & Whole Time Director | Managing Director | Non-Executive Independent Director | Non-Executive Independent Director |
| DIN | 00081367 | 00081116 | 01899198 | 09352987 |
| Date of Birth | December 07, 1937 | October 28, 1957 | November 21, 1948 | November 09, 1957 |
| Age | 88 Years | 68 Years | 77 Years | 68 Years |
| Date of appointment on the Board | March 26, 1982 | August 06, 2007 (Re-designated as Managing Director w.e.f. September 06, 2021) | September 30, 2021 | October 08, 2021 |
| Qualification, Experience & Expertise in Specific Functional Areas | Mangi Lall Sethia, is the Chairman & Whole time Director of the Company. He is also a Promoter of the Company and has been associated since its incorporation. He holds a master's degree in arts from Jain Vishva Bharati Institute (Deemed University), Ladnun. He has 69 years of experience in electronic manufacturing services sector. | 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 46 years of experience in electronic manufacturing services sector. | Shanti Lal Sarnot, is an Independent Director on the Board of the 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 had also been on the Board of Haryana State Electronics Development Corporation (HARTRON) for about 7 years. He the over 37 years of experience working with central government on policy, fiscal, financial and administrative matters.<br><br>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. | Ashis Chandra Guha is an Independent Director of the Board of the Company. He holds bachelor's degree in Mechanical Engineering Jadavpur University. He was previously associated with Signify (China) Investment Co., Ltd (formerly known as Philips Lighting (China) Investment Co., Ltd. He has several years of experience in planning and control in lighting industry. |
| No. of other Directorships | Kanchan Commerical Co. Private Limited | Kanchan Commerical Co. Private Limited<br><br>Magtronic Devices Pvt. Ltd. | Nil | Nil |

| Name of Director | MANGI LALL SETHIA | KAMAL SETHIA | SHANTI LAL SARNOT | ASHIS CHANDRA GUHA |
|---|---|---|---|---|
| Listed entities from which Director has resigned in last 3 years | - | - | - | - |
| Chairman / Member of the Committees of the Board of Elin Electronics Limited | Nil | Audit Committee-Member<br>Stakeholder's Relationship Committee-Member<br>CSR Committee-Chairman<br>Risk Management Committee -Chairman | Audit Committee-Member.<br>Nomination and Remuneration Committee -Member | Nil |
| Committee Membership/ Chairmanship in other Companies | Nil | Nil | Nil | Nil |
| Shareholding (including shareholding as a beneficial owner) in Elin Electronics Limited as on 31st March, 2026 | Nil | 45,76,700 Equity shares | Nil | Nil |
| Number of Board Meetings attended during the year | 5/5 | 5/5 | 4/5 | 5/5 |
| Terms and conditions of appointment / re-appointment | Approved by Shareholders on August 11, 2024 | Approved by Shareholders in their AGM held on August 30, 2025 | Mentioned in draft letter of appointment available at website of the Company | Mentioned in draft letter of appointment available at website of the Company |
| Remuneration sought to be paid and the remuneration Last drawn | ₹ 4,00,000 per month including perquisites, and the remuneration Last drawn was also ₹ 4,00,000 per month including perquisites | ₹ 8,00,000 per month including perquisites, and the remuneration Last drawn was also<br>₹ 8,00,000 per month including perquisites. | 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. | 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. |
| Relationship with Other Directors, Manager and Key Managerial Personnel | Mr. Kamal Sethia, Managing Director and Mr. Kishore Sethia, Key Managerial Personnel are relatives of Mr. Mangi Lall Sethia, Chairman and Whole-time Director | Mr. Mangi Lall 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 |