

## ELANGO INDUSTRIES LIMITED (CIN: L27104TN1989PLC017042)

Regd.Office: No. 5, Ranganathan Garden, 15th Main Road Extension, Anna Nagar, Chennai-

600040 Tel: +91 44-42172116 Email:admin@elangoindustries.com

Web: www.elangoindustries.com

To.

2<sup>nd</sup> September, 2022

The Department of Corporate Relations **BSE** Limited P.J. Towers, 25th Floor, Dalal Street, Mumbai - 400 001

Ref: ISIN: INE594D01018

## ELANGO INDUSTRIES LIMITED

CIN: L27104TN1989PLC017042

No. 5, Ranganathan Garden, 15<sup>th</sup> Main Road – Extn. Anna Nagar, Chennai – 600 040 Telephone No: 044- 4217 2116: Fax 044- 4217 2118

Website: elangoindustries.com. E-Mail: compliancebse@kaveripower.com

#### **NOTICE**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of **ELANGO INDUSTRIES LIMITED** will be held on Saturday, September 24, 2022 at 11.00 a.m., through video conferencing and other audio visual means (VC/OAVM), to transact the following business:

#### **ORDINARY BUSINESS:**

#### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2022 and the Statement of Profit and Loss for the year ended March 31, 2022 together with the Auditors' Report and Boards' Report thereon.

#### 2. APPOINTMENT OF DIRECTOR

To appoint a Director in the place of Mr. S. A. Premkumar – (DIN 00342952) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### 3. RATIFICATION/APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify the transaction between the Company and M/s. Cauvery Power Trading Chennai Private Limited (Related Party under Section 2(76) of Companies Act, 2013) towards obtaining advertisement services for a value of Rs. 10,00,000 at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

**FURTHER RESOLVED THAT** the members hereby ratify the material related party transactions between the Company and /s. Cauvery Power Trading Chennai Private Limited, for the value of Rs. 10,00,000 towards obtaining advertisement services at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors /Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution.

By the order of the Board For Elango Industries Limited

Manali Miteshbhai Doshi Company Secretary

Place: Chennai Date: 13.08.2022

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No. 5, Ranganathan Gardens, 15<sup>th</sup> Main Road Extn,

Anna Nagar, Chennai 600 040

Tel: 044 42172116

Website: www.elangoindustries.com

#### **IMPORTANT NOTES:**

- 1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed hereto.
- 2. General instructions for accessing and participating in the 30<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
  - a) In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA Circulars') in compliance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 5, 2020 followed by Circular No. 2/2022 dated May 5, 2022 and clarification Circular No.02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by SEBI (SEBI Circular) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure

- h) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at elangoindustries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
- i) The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.
- j) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- k) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 33<sup>rd</sup> AGM and facility for those Members participating in the 33<sup>rd</sup> AGM to cast vote through e-Voting system during the 33<sup>rd</sup> AGM
- The Register of Members and Share Transfer Books of the Company will remain closed from 18<sup>th</sup>
   September, 2022 to 24<sup>th</sup> September, 2022 (both days inclusive)

# THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 21, 2022 at 10.00 am and ends on September 23, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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	Login Method
shareholders	
Individual Shareholders holding securities in Demat mode with CDSL	<ol> <li>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</li> <li>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting optionwhere the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual
Shareholders
holding
securities in
demat mode with
NSDL

- 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 You can also login using the login credentials of your demat account thr	
Shareholders	Depository Participant registered with NSDL/CDSL for e-Voting facility. After
(holding	Successful login, you will be able to see e-Voting option. Once you click on e-
securities in	Voting option, you will be redirected to NSDL/CDSL Depository site after
demat mode)	successful authentication, wherein you can see e-Voting feature. Click on company
login through	name or e-Voting service provider name and you will be redirected to e-Voting
their <b>Depository</b>	service provider website for casting your vote during the remote e-Voting period or
Participants	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 abovementioned 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	Members facing any technical issue in login can contact
securities in Demat mode with CDSL	CDSL helpdesk by sending a request at
	helpdesk.evoting@cdslindia.comor contact at 022- 23058738
	and 22-23058542-43.
Individual Shareholders holding	Members facing any technical issue in login can contact
securities in Demat mode with <b>NSDL</b>	NSDL helpdesk by sending a request at evoting@nsdl.co.in
	or call at toll free no.: 1800 1020 990 and 1800 22 44 30

# (v) 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
  - 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 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for	
	both demat shareholders as well as physical shareholders)	
	Shareholders who have not updated their PAN with the Company/Depository	
Participant are requested to use the sequence number sent by Company		
	contact Company/RTA.	
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in	
Bank	your demat account or in the company records in order to login.	
Details	If both the details are not recorded with the depository or company, please enter	
OR Date	the member id / folio number in the Dividend Bank details field.	
of Birth		
(DOB)		

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non Individual Shareholders and Custodians –For Remote 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 and to the Company at the email address viz; compliancebse@kaveripower.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. 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.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. 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.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliancebse@kaveripower.com. These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9. 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.
- 10. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. 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 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

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

#### **ITEM NO 3:**

The members of the company may please note that the company has to obtain the approval of the members of the company for ratifying the transaction for entering into related party transactions with M/s. Cauvery Power Trading Chennai Private Limited (CPTCPL) pursuant to the provisions of the Companies Act, 2013. The Company obtained advertisement services from CPTCPL, which is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, and thus the transaction requires the approval of members by an Ordinary Resolution under Section 188 of the Companies Act, 2013.

The Members approval is hereby accorded for ratification as the value of the transaction exceeds 10% of the turnover of the Company in ordinary course of business and Arm's length basis

The particulars of the transaction pursuant to Para 3 of the Explanations to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a)	Name of the related party	Cauvery Power Trading Chennai Private Limited
(b)	Name of the Director or Key Managerial personnel who is related	Mr. S. Elangovan and Mr. S. A Premkumar are common directors/promoters in Elango Industries
		Limited and Cauvery Power Trading Chennai Private
		Limited
(c)	Nature of relationship	As stated above
(d)	Nature, Material terms, monetary value and	Providing advertisement services to Elango Industries
	particulars of the agreement	Limited for a value of Rs 10,00,000/-(Rupees Ten
		Lakhs only)

#### **Annexure to the Notice**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015):

Particulars	Mr. S. A. Premkumar
DIN	00342952
Date of First	21/12/1995
Appointment and	
Qualification	Graduate in Commerce
Date of Birth	25/11/1970
	Mr. Premkumar is a successful first generation entrepreneur. He has
Expertise in	more than 17 years' experience in the Power Generation Industry. He
specific functional areas	is an integral part of the all the group ventures and been instrumental
specific functional areas	in bringing the company to this level in the power industry. During his
	past 17 years of experience he had excelled not only procurement,

	marketing and sales matter but also entire operation of the works and administration
Directorships held in other Public/private Companies (excluding foreign Companies and Section 8 companies)	Mr. S. A. Premkumar apart from being a Director also member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of your Company
Committee / Executive	
position held in other companies	Nil
Number of shares held in the Company	1,09,700
Relationship with other Directors	He is related to Managing Director, Mr. S. Elangovan

The Board of Directors of the recommends the resolution of the accompanying Notice for your approval.

By the order of the Board For Elango Industries Limited

Place: Chennai
Date: 13.08.2022

(Manali Miteshbhai Doshi) Company Secretary

## **ELANGO INDUSTRIES LIMITED**

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