



**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**

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Elango Industries Limited will be held on **Friday, 24th July, 2020 at 2.30 p.m.** , Indian Standard Time (“IST”) through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:-

SPECIAL BUSINESS:

1. 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 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 27th February, 2020, M/s. P. Pattabiramen & Co, Chartered Accountants, [Firm Registration No.002609S], Chennai be and is hereby appointed as the statutory auditors of the Company in the place of casual vacancy caused by Mr. AR Nagappan , Chartered Accountants, (Membership No. 203323), Chennai

RESOLVED FURTHER THAT M/s. P. Pattabiramen & Co, Chartered Accountants, [Firm Registration No.002609S], Chennai be and are hereby appointed at Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

2. 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. S. Elangovan (DIN: 01725838) as Managing Director of the Company for a period of five years effective from 29th June, 2020 to 28th June, 2025 without any remuneration and perquisites as recommended by the nomination and remuneration committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. S. Elangovan



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RESOLVED FURTHER THAT Board of Directors/Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to do all acts, things and deeds and take all such steps as may be necessary to give effect to these Resolutions”

3. To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Dr. M. Ramasamy (DIN: 06920191), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company with effect from 29th June, 2020 to hold office for a term of five consecutive years i.e. upto 28th June, 2025 and not liable to retire by rotation.”

RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary 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

By order of the Board of Directors
For Elango Industries Limited

**Place: Chennai
Date: 29th June, 2020**

**Sd/-
S. Elangovan
Managing Director
(DIN: 01725838)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. **General instructions for accessing and participating in the EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting are as under**
 - a) As you are aware, 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) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13,



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2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

- b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- c) The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- d) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members can attend the EGM through VC/OAVM and cast their votes through e-voting
- f) In line with the MCA Circulars and SEBI Circular, the Notice of the EGM will be available on the website of the Company at www.elangoindustries.com and on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com
- g) The EGM 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.
- h) Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice



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3. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the EGM are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the EGM and all other communication sent by the Company, from time to time, can get their email address with the Company and or share transfer Agent, M/s. Cameo Corporate Services Limited
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
5. E-voting cut-off date is 17th July, 2020, E-voting opens from 21st July, 2020 at 9.00 a.m. (IST) and ends on 23rd July, 2020 at 05.00 p. m (IST)
6. 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 EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM.
7. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
8. Electronic copy of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.elangoindustries.com
9. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut -off date of 17th July, 2020
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
11. Mr Amresh Kumar, Company Secretary, Proprietor of Amresh Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.



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12. The instructions for shareholders voting electronically are as under:

i) The remote e-voting period begins on 21st July, 2020 at 9.00 a.m. (IST) and ends on 23rd July, 2020 at 05.00 p. m (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 17th July, 2020 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL thereafter.

ii) Members who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue since this time EGM is conducting through Video conference the Members who are not voted in the e-voting period shall vote in EGM through remote E-Voting.

iii)The Members should log on to the e-voting website: www.evotingindia.com

iv)Click on “Shareholders” tab.

v)Now, select the “Company Name” from the drop down menu and click on “Submit”

vi) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company

vii)Next enter the Image Verification as displayed and Click on Login.

viii)If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

ix)If you are a first time user, follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN Field.



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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 as mentioned in instruction (v).
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x) After entering these details appropriately, click on “SUBMIT” Tab.

xi) Members holding Shares in physical form will then directly reach the Company selection screen. However, members 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.

xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiii) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Elango Industries Limited

xiv) 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.

xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xvi) 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.

xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xix) If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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xx) Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store, iPhone and Windows phone

users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Process for those Shareholders whose Email addresses are not registered with the Depositories for obtaining login credentials for E-Voting for the resolutions proposed in this notice:

- a) 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 the Company/RTA email id.
- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- c) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

Instructions for Members for participating in the EGM through VC/OAVM are as under:

- a) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVSN of Company will be displayed.
- b) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Members 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 48 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at admin@kaveripower.com. The Members who do not wish to speak during the EGM but have



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queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at admin@kaveripower.com. These queries will be replied to by the company suitably by email.

- f) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

Instructions for Members for e-voting during the EGM are as under:-

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those Members, who are present in the EGM 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 EGM.
- c) If any Votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the meeting through VC/OAVM facility , then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- d) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

xxi) Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 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;



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admin@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.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call on 18002005533

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 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 1800225533.

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

Item No.1

Mr. AR Nagappan , Chartered Accountants, (Membership No. 203323), Chennai have tendered their resignation from the position of Statutory Auditors due to their health issues to act as Statutory Auditor of Elango Industries Limited, 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. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 27th February, 2020 that M/s. P. Pattabiramen & Co, Chartered Accountants, [Firm Registration No.002609S], Chennai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. AR Nagappan , Chartered Accountants

The Company's operational activities including registered/corporate office in Chennai was remained shut from 25th March, 2020 to 31st May, 2020 due to the govt. of India declared nationwide lock down for COVID-19 Pandemic. The Company has restarted its operations, considering the available workforce from 1st June, 2020 adhering to the Safety norms prescribed by Government of India. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons as shut down, the Company was unable to conduct the EGM within the prescribed time from the date of recommendation of the Board of Directors of the Company. Hence, the resolution proposed now, in this EGM for the consideration and approval of members.

M/s. P. Pattabiramen & Co, Chartered Accountants, [Firm Registration No.002609S] have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that,



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their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

Item No.2

The Members of the Company may please note that Mr. S. Elangovan is the promoter of the entire “Elango Industries Group” Company. With his guidance and leadership the group has diversified in the business of power generation. As a result of his endeavor, Kaveri Gas Power Private Limited and Cauvery Power Generation Chennai Private Limited, two companies were promoted and they were generating good income fulfilling the demand and supply gap prevailing in the state of Tamil Nadu.

It has been decided to do the business with group companies and for achieving this goal, the re-appointment of Mr. S. Elangovan as Managing Director will be the best interest of the Company. The Board of Directors at their meeting held on 29th June, 2020 re-appointed Mr. S. Elangovan as Managing Director of the Company, as recommended by the Nomination and Remuneration committee of the Company subject to approval of the Members and other approvals as may be required, for a further period of five years up to 28th June, 2025 without any remuneration and perquisites and on the terms and conditions specified in the earlier resolutions passed at the time of his appointment and as approved by the Board of Directors. His re-appointment as detailed in this resolution is now placed before you for your consideration and approval under item no.2

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 except Mr. S. Elangovan and Mr. S.A. Premkumar, Director

The above may be considered as an abstracts of the terms of the Agreement and Memorandum of interest under section 190 of the Companies Act, 2013. The Board commends passing of this resolution as set out as item No.2 of the Notice convening the Meeting.

Item No.3

Pursuant to section 152,161 of the Companies Act 2013 and any other applicable provisions of the Companies Act, 2013 read with rule 3 of Company (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015, Board of Directors of the Company approved the re-appointment of Dr. M. Ramasamy as an Additional Independent Director at the Board of Directors Meeting held on 29th June, 2020 subject to the approval of Members of the Company.



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His qualification and experience are detailed under the heading “Information about the Directors to be appointed / re-appointed” which forms part of this Notice. Dr. M. Ramasamy represents the Independent Director on the Board. He shall be paid Sitting Fee for attending the Meetings of the Board and Committees thereof. He does not hold by himself or for any other person on a beneficial basis, any Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company is interested in this resolution. The Board commends passing of the Resolution set out at item No.3 of the Notice convening the Meeting.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of Directors seeking re-appointment at the ensuing Extra Ordinary General Meeting are as follows:

MR. S. ELANGOVAN:

Mr. S. Elangovan is aged about 63 years is a graduate in Commerce. He has joined in this Company in the year 1989. From the date of joining the Company, he has evinced lot of interest in Factory operations and administration apart from improving his departmental work. During his past 30 years of experience he had excelled not only in Accounts and Finance related matters but also in the entire operations of the Works and Administration. Mr. S. Elangovan is the promoter of the entire “Elango Industries Group” Company. With his guidance and leadership the group has diversified in the business of power generation. As a result of his endeavor, Kaveri Gas Power Private Limited and Cauvery Power Generation Chennai Private Limited, two companies were promoted.

DR. M. RAMASAMY:

Dr. M. Ramasamy aged about 46 years is an M.D.S and is a dentist by profession. He has more than 20 years of experience in the field of dentistry. Apart from M.D.S, he is also an MBA graduate and completed P.H D from MGR Medical University, Chennai

Dr. M. Ramasamy was again re-appointed by the Board of Directors at their meeting held on 29th June, 2020, subject to approval of the Members, as an Independent Director for the term up to 28th June, 2025 and not liable to retire by rotation.

By order of the Board of Directors
For Elango Industries Limited

**Place: Chennai
Date: 29th June, 2020**

**Sd/-
S. Elangovan
Managing Director
(DIN: 01725838)**