

THE RAJAGIRI RUBBER & PRODUCE COMPANY LIMITED
CIN : U25191KL1937PLC000979
REGD.OFFICE:W-21/674, BEACH ROAD , ALAPPUZHA – 688 012
E.mail:avt.alapuzha@gmail.com Website: www.rajagirirubber.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder,

NOTICE is hereby given pursuant to Section 110 of The Companies Act, 2013, read with the Rule 22 of The Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that consent of the Members is sought to be obtained by means of voting by way of Postal Ballot, for the following proposal.

- Payment of Remuneration to Mr.K.Suresh, Director for the tenure from 1st January, 2026 to 31st December, 2028.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts is annexed hereto for your consideration.

The Board of Directors of the Company at their meeting held on 4th December, 2025 have appointed M/s V Suresh Associates, Practising Company Secretaries, Chennai represented by Mr. V Suresh, Senior Partner/ Mr. Udaya Kumar K.R. Partner as Scrutinizers for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The company shall provide the members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot. The Postal ballot period commences on Sunday, 1st day of March, 2026 (9.00 a.m.) and ends on Monday, 30th day of March, 2026 (5.30 p.m.).

The members may carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed envelope, so as to reach the Scrutinizer before the closing of working hours (5.30 p.m.) on Monday, the 30th March 2026. It may be noted that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballot forms. The results of the postal ballot will be announced by the Chairman or any Director of the Company or in his absence, any person authorized by them on Tuesday, the 31st March 2026 at the Registered Office of the Company.

The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website: www.rajagirirubber.in

Members requiring any clarifications on Postal Ballot may contact M/s. Cameo Corporate Services Limited on Phone No: (044) 28460390-95 or email: investor@cameoindia.com, or send an e-mail to avt.alapuzha@gmail.com

PROPOSED RESOLUTION

1. Payment of Remuneration to Mr.K.Suresh (DIN:00255162), Director.

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

RESOLVED : "That Pursuant to Sections 197 and other applicable provisions, if any, of The Companies Act, 2013, read together with Section II in Part II of Schedule V of the said Act, (including any statutory modifications and/or re- enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the payment of the following remuneration to Mr. K. Suresh (DIN:00255162) , Director of the Company, by way of monthly salary and allowances, perquisites and/or benefits as may be determined by the Board within the ceiling limit as applicable and prescribed in Schedule V of the said Act, or such other ceiling limits as may be statutorily applicable from time to time computed with reference to "Effective Capital" of the Company, notwithstanding the fact that the Company has no profits and /or its profits are inadequate in any financial year during the tenure commencing from 1st January, 2026 to 31st December, 2028 ."

- 1) Salary from 1st January, 2026: Rs.2,00,000/- (Rupees Two lakhs only) per month.
- 2) Perquisites, which shall not be included and/or considered as remuneration for purpose of calculating the ceiling limit, specified by the statute from time to time, in Section IV of Part II of Schedule V to The Companies Act, 2013.
 - a) Contribution to Provident Fund at 12% (Twelve Percent) of the monthly salary in accordance with the Rules of the Company and are in force, or at the rate as specified by the statute from time to time.
 - b) Contribution to Superannuation Fund at the rate of 15% (Fifteen percent) of the monthly salary, in accordance with the rules of the Company as are in force, or at the rate as specified by the statute from time to time.
 - c) Gratuity payable at a rate not exceeding half-a-month's salary for each completed year of service, subject to the monetary ceiling limit as may be prescribed by the statute from time to time.
 - d) Encashment of leave at the end of the tenure.
 - e) Provision for use of Company's Car and communication facilities at his residence for official purposes.
- 3) Other Benefits : Reimbursement of actual medical expenses incurred for self and spouse

RESOLVED FURTHER: "That the payment of remuneration to Mr. K. Suresh (DIN:00255162), Director shall be upon the terms and conditions as set out between the Company and Mr. K. Suresh and is specifically sanctioned, with the liberty and power to the Board of Directors and, at its discretion, to revise the

payment of salary and allowances, to re-fix perquisites and/or benefits and also to alter and vary from time to time the terms and conditions in such manner, the Board of Directors may deem it appropriate and expedient and that the Board of Directors be and is hereby authorised to do such acts, deeds and things as are considered necessary to give effect to these resolutions without further reference to the shareholders.”

RESOLVED FURTHER : “That the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For THE RAJAGIRI RUBBER & PRODUCE COMPANY LIMITED
DILIP THOMAS
CHAIRMAN
DIN: 00052185

Chennai
4th December 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot Form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 20th day of February 2026. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.
3. The Postal Ballot Notice also has been placed on Company's website: www.rajagirirubber.in and will remain on such website until the last date of receipt of the Postal Ballot from members.
4. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 20th day of February 2026.
5. The Postal ballot period commences on Sunday, 1st day of March 2026 (9.00 a.m.) and ends on Monday, 30th day of March 2026 (5.30 p.m.).
6. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Speed Post at the expense of the Members, will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of the receipt of postal ballot i.e., Monday, the 30th March 2026.
8. The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed reply envelope.
9. M/s V. Suresh Associates, Practising Company Secretaries, Chennai represented by Mr. V Suresh, Senior Partner / Mr. Udaya Kumar K. R. Partner have been appointed as Scrutinizers to scrutinize the Postal Ballot process in a fair and transparent manner.
10. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served to the Members along with physical form through post/courier.
11. Members cannot exercise votes by proxy.
12. The Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

Explanatory statement pursuant to Section 102 and Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014.

In conformity with the provisions of Section 102 and 110 of the Companies Act 2013, the following explanatory statement relating to the business accompanying Notice shall form part of this Notice

Mr.K.Suresh, Director is in charge of all the business operations of the Company. Considering his rich experience and considerable knowledge in the plantations industry and his contribution for the business development of the Company, the Board of Directors at their Meeting held on 4th December, 2025 decided to pay remuneration to Mr. Suresh , Director of the Company as prescribed in Section II in Part II of Schedule V of the Companies Act, 2013 or such other ceiling limits as may be statutorily applicable from time to time, computed with reference to "Effective Capital" of the Company for a period from 1st January, 2026 to 31st December, 2028 subject to the approval of the shareholders by way of postal ballot as required under Section 197 read with Schedule V of The Companies Act, 2013.

Statement of disclosure pursuant to Schedule V to the Companies Act, 2013

The following disclosures are being made in relation to the payment of remuneration to Mr.K.Suresh, Director.

I. GENERAL INFORMATION ABOUT THE COMPANY:

1. The Company is mainly engaged in the business of plantations.
2. The Company is an existing Company, having commenced the business on 2nd June 1937.
3. Clause 3 is not applicable since it is an existing Company.
4. Income from operations during 2024-25 was Rs.2316.71 lakhs and the operating profit before charge of depreciation was Rs.174.09 lakhs against income from operations of Rs.1,619.04 lakhs and loss before charge of depreciation of Rs. 612.74 lakhs during the year 2023-24.
5. The Company has not made any exports during 2024-25 and 2023-24 and no foreign investments are made, and the Company has not entered into any foreign collaborations.
6. The Company has not made any default in repayment of its debts (including public deposits) or interest payable thereon for a continuous period of thirty days in the preceding financial year.

II. INFORMATION ABOUT APPOINTEE:

1. Mr. K. Suresh, aged 70 years, and a graduate in Commerce with PG Diploma in Advanced Marketing had held middle and senior management positions with Hindustan Lever Ltd., Caltex and General Electrical Company before he joined the Company as Chief Executive Officer on 1st February 2003. He has rich experience in operations, marketing, logistics and materials and general management, by holding extensive, multi- management and cross-functional portfolios with tea plantations division of Hindustan Lever Ltd., his previous employer.
2. Mr. K. Suresh has been entrusted with powers of management of all the business operations of the Company, subject to superintendence, and directions of the Board of Directors and he is responsible for the day to day management of all the business operations.

3. The Board has proposed the managerial remuneration to Mr. K. Suresh, Director, which shall be governed by the limits prescribed in Section II in Part II of Schedule V of the Companies Act, 2013.
4. The proposed remuneration package with respect to the industry is not comparable, considering the nature and size of the business operations carried on by the Company. However, taking into consideration the profile of the appointee and the responsibilities shouldered by him, the proposed remuneration is considered to be commensurate with the remuneration packages given by other companies, though not in the same industry, to similar senior level appointees.
5. Mr. K. Suresh besides receiving remuneration for his services rendered as Director does not have any other pecuniary relationship with the Company and its managerial personnel.

III. OTHER INFORMATION

1. The Company incurred loss during the year on account of extraordinary items.
2. The Company has undertaken various measures to improve profitability by ensuring operational efficiencies in its plantations besides implementing several cost reduction measures.
3. These are expected to yield positive results in the coming years and lead to better financial performance.

Mr. K Suresh is holding 100 Equity shares in the Company, is interested in the Special Resolutions relating to the extent of remuneration received from the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Special resolution.

The Board of Directors recommends the Resolution as set out in the Notice for approval of the members.

By Order of the Board
For THE RAJAGIRI RUBBER & PRODUCE COMPANY LIMITED
DILIP THOMAS
CHAIRMAN
DIN: 00052185

Chennai
4th December 2025