Shanthi Gears

SHANTHI GEARS LIMITED

Regd. Office :
304-A, Trichy Road,
Singanallur
Coimbatore - 641 005

Phone : +91-422-4545745
Fax : +91-422-4545700
E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

murugappa

SGL-13/Sec/2026-27 **06th July, 2026**

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E),
Mumbai 400 051

Stock Code: SHANTIGEAR
Through NEAPS

Bombay Stock Exchange Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort,
Mumbai 400 001

Stock Code: 522034
Through BSE Listing Centre

Dear Ma'am/ Sir,

Sub: Notice of the 53rd Annual General Meeting scheduled to be held on 29th July, 2026

This is to inform, that the 53rd Annual General Meeting (AGM) of the members of the Company is scheduled to be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on **Wednesday, 29th July, 2026 at 4:30 p.m. (IST)** in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Annual Report along with the notice of the AGM has been dispatched to all the eligible shareholders on 06th July, 2026 through e-mail only. A copy of the same is also available on the website of the Company viz., https://www.shanthigears.com/.

Please find enclosed the Notice of the 53rd Annual General Meeting.

The Notice of the 53rd Annual General Meeting is uploaded on the website of the Company.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For Shanthi Gears Limited

WALTER VASANTH P J
Digitally signed by WALTER VASANTH P J
Date: 2026.07.06 11:34:52 +05'30'

Walter Vasanth P J
Company Secretary & Compliance Officer

ALL AGREEMENTS CONTINGENT UPON STRIKES, ACCIDENTS AND OTHER CONDITIONS BEYOND OUR CONTROL. ALL CONTRACTS ARE SUBJECT TO APPROVAL BY AN OFFICER OF THE COMPANY. SUBJECT TO COIMBATORE JURISDICTION

SHANTHI GEARS LIMITED

Registered Office: 304-A, Trichy Road, Singanallur, Coimbatore - 641005, Tamil Nadu
Tel: 91-422-4545745; Fax: 91-422-4545700
Website: www.shanthigears.com; **e-mail:** waltervasanthpj@shanthigears.murugappa.com
CIN: L29130TZ1972PLC000649

NOTICE OF THE 53RD ANNUAL GENERAL MEETING

Notice is hereby given that the **53rd Annual General Meeting** of the Members of Shanthi Gears Limited will be held on **Wednesday, the 29th day of July, 2026 at 4.30 pm** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business (hereinafter referred to as "e-AGM"):

Ordinary Business

1. **Adoption of Financial Statements**

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

   RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026, the Report of the Board of Directors and the Auditor's Report thereon, be and are hereby received and adopted.

2. **Declaration of Dividend**

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

   RESOLVED THAT a final dividend of Rs.2/- per share (@ 200%) has been recommended by the Board for the financial year 2025-26 and together with the Interim Dividend of Rs.3/- per equity share (@ 300%), already declared and paid, in respect of the financial year 2025-26, Rs.5/- per share (@ 500%) will be considered as the total Dividend for the said financial year 2025-26.

   RESOLVED FURTHER THAT in respect of shares held in electronic form, the dividend be paid to the beneficial holders of the dematerialised shares as per details furnished by the depositories for this purpose.

3. **Re-appointment of Mr. Mukesh Ahuja as Director who retires by rotation**

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

   RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Ahuja (DIN - 09364667), Director, who retires by rotation at the 53rd Annual General Meeting, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

Special Business

4. **To Consider the Commission payable to Non-Executive Directors for the financial year form FY 2025-26 to FY 2029-2030**

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

   RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") read with the Articles of Association of the Company, the Directors of the Company (including the alternate Directors), who are neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, be paid, in respect of each of the financial years of the Company, on and from the financial year which commenced from 01st April 2025 up to the financial year ending on 31st March 2030, a remuneration by way of commission not exceeding an amount equal to one percent of the net profits of the Company as computed under Section 198 of the Act.

RESOLVED THAT the Board of Directors be and is hereby authorised to decide, from time to time, the quantum and manner of distribution of the amount of commission to one or more Directors within the limits prescribed and in terms of the Act.

RESOLVED FURTHER THAT the aforesaid commission shall be exclusive of the fees payable to such Directors for attending the meetings of the Board and the Committees thereof.

RESOLVED FURTHER THAT consent of the Company be and the same is hereby accorded for payment of the aforesaid commission to such Directors who may be relatives/partners of other Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary desirable or expedient to give effect to this Resolution.

5. **Approval for appointment of Mr. K Ilango as Non-Executive & Independent Director of the Company**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) of re-enactment thereof for the time being in force), the approval of the shareholders be and is hereby accorded for the appointment of Mr. K Ilango (DIN: 00124115) as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and 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, for a term of 5 (five) consecutive years from 05th May 2026 to 04th May 2031 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

6. **To Consider the payment of commission to Mr. M A M Arunachalam for the financial year 2025-26**

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

RESOLVED THAT pursuant to the provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable statutory provisions (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for payment of commission of ₹1,00,00,000/- (Rupees One Crore Only) to Mr. M A M Arunachalam (DIN: 00202958), Non-Executive Chairman of the Company, for the financial year 2025-26.

RESOLVED FURTHER THAT the aforesaid commission shall be payable notwithstanding that the remuneration payable to Mr. M A M Arunachalam exceeds fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company and exceeds one per cent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution.

7. To ratify the remuneration payable to Cost Auditor

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

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the financial year 2026-27 to Mr. B Venkateswar, Cost Accountant having Membership No. 27622 and holding Registration No.100753 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, amounting to Rs.80,000/- (Rupees Eighty Thousand Only) plus applicable taxes, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

Coimbatore
05 May 2026

Walter Vasanth P J
Company Secretary

Notes

a. Convening of Annual General Meeting through Video Conferencing / other Audio Visual Means facility:

Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM. The deemed venue for the e-AGM shall be the registered office of the Company.

b. Quorum:

The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The Members can join the e-AGM in the VC/OAVM mode 15 (fifteen) minutes before the scheduled time of the commencement of the e-AGM. The Company may close the window for joining the VC/OAVM facility 15 (fifteen) minutes after the scheduled time to start the e-AGM. The facility of participation at the e-AGM through VC/OAVM will be made available for 1,000 (one thousand) Members on first-come-first-served basis. This will not include large shareholders (shareholders holding 2% (two per cent) or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors of the Company, who are allowed to attend the e-AGM without restriction on account of first-come-first served basis.

c. Proxy(ies):

Pursuant to the provisions of the Act, a Member entitled to attend and vote at an AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the proxy form and attendance slip are not annexed to this Notice.

d. Explanatory Statement:

An explanatory statement as per Section 102 of the Act in respect of the business under Item No. 4 to 7 of this Notice, proposed to be transacted at the e-AGM, is annexed to this Notice.

e. Corporate Representations:

Pursuant to the provisions of Section 113 of the Act, body corporate Members who intend their authorised representative(s) to attend the e-AGM are requested to send, to the Company, a certified copy of the resolution of its board of directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the e-AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered email address to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com.

f. Queries:

Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at waltervasanthpj@shanthigears.murugappa.com. Questions/queries received by the Company till 05.00 pm (IST) on Sunday 26th July 2026 shall only be considered and responded during the e-AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending an email to waltervasanthpj@shanthigears.murugappa.com company time before 05.00 pm (IST) on Sunday 26th July 2026, mentioning their name, demat account number/folio number, email id and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

g. Dispatch of Notice through electronic means and inspection of documents:

In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the Notice of AGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular, electronic copy of the Notice of the e-AGM of the Company is being sent to all the Members whose e-mail address are registered with the Company/RTA (defined below)/depository participant(s).

The Members may also note that the Notice of the e-AGM will also be available on the Company's website www.shanthigears.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and also on the website of NSDL www.evoting.nsdl.com for download. Members may note that relevant documents referred in the Notice shall be made available at the registered office of the Company during business hours (09.30 am to 05.30 pm) on all working days up to the date of the AGM, in accordance with applicable statutory requirement based on request received by the Company for inspection at waltervasanthpj@shanthigears.murugappa.com The relevant document(s)/registers for inspection during the AGM will be made available electronically.

For Members who have not received the Notice due to change/non-registration of their e-mail address with the Company/RTA (defined below)/depository participants, they may request, for the Notice, by sending an email at evoting@nsdl.com. Post receipt of such request and verification of records of the Members, the Members would be provided soft copy of the Notice and the Annual Report. It is clarified that for registration of email address, the shareholders are however requested to follow due procedure for registering their email address with the Company/ RTA (defined below) in respect of physical holdings and with the depository participants in respect of electronic holdings. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/RTA (defined below)/Company to enable servicing of notices/documents/annual reports electronically to their email address.

The Members who have not received any communication regarding this e-AGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting NSDL between 09:00 am IST to 05:00 pm IST on all working days, except Saturday and Sunday at evoting@nsdl.com.

Any person becoming a Member after the dispatch of Notice of the AGM and holding shares as on the cut-off date i.e. Wednesday, 22nd July 2026 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.shanthigears.com and the website of NSDL viz., www.evoting.nsdl.com. Alternatively, Member may send request providing the email address, DP ID / Client ID, mobile number, number of shares held and self-attested PAN copy via email to evoting@nsdl.com for obtaining the Notice of AGM.

h. Scrutinizer:

The Board of Directors, at its meeting held on 05th May 2026, has appointed Mr. R Sridharan (FCS 4775) of M/s. R Sridharan & Associates (M. No: F4775) (C.P. No.3239), as the "Scrutinizer" to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing, after completion of the scrutiny of the remote e-voting and e-voting at the e-AGM. The results will be announced by the Chairman of the Company or any director/company secretary of the Company as may be authorised by the Chairman of the Company within two working days from the conclusion of the AGM and will be posted on the Company's website viz. www.shanthigears.com and will also be posted on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

i. Electronic voting:

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Listing Regulations and Secretarial Standard – 2, the Company is providing remote e-voting facility to enable Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of NSDL to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the e-AGM will be provided by NSDL. Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the meeting is Wednesday, 22nd July 2026. The remote e-voting period will commence on Sunday 26th July 2026 (9:00 am IST) and ends on Tuesday, 28th July 2026 (5:00 pm IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The resolutions will be deemed to have been passed on the date of the meeting, if approved by the requisite majority.

Only those Members whose names are appearing on the 'Register of Members'/'List of Beneficial Owners' of the Company as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the e-AGM, as the case may be. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

j. Voting Rights:

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date being Wednesday, 22nd July 2026.

1. 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 the Directors are interested under Section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode. Members can send an email for the purpose to waltervasanthpj@shanthigears.murugappa.com

2. **Unclaimed/Unpaid Dividend:**

   Pursuant to the provisions of Section 124 of the Act, the amounts of dividends declared and remaining unpaid/ unclaimed pertaining to the financial year 2018-19 (Interim) are transferred to the Investors Education and Protection Fund Authority (IEPF Authority). Details of unpaid/ unclaimed dividends lying with the Company as on 31st March 2026 are available on the website of the Company at www.shanthigears.com and the Ministry of Corporate Affairs at www.iepf.gov.in.

3. **Compulsory transfer of Equity Shares to IEPF Authority:**

   As per Section 124(5) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 (IEPF Rules) and amendments made thereto, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of seven years or more are required to be transferred to the demat account of IEPF Authority. Pursuant thereto, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years.

   The Members / claimants whose shares, have been transferred to IEPF may approach the Company for issue of Entitlement Letter. Upon receipt of Entitlement Letter, Members / claimants shall have to file an application with IEPF Authority in webform IEPF-5 (available on www.iepf.gov.in). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

4. **Final Dividend**

   The final dividend of Rs. 2/- per share (representing 200% on face value of Re.1/- per share), as recommended by the Board of Directors of the Company, if declared at the AGM, will be paid on or before 27th August 2026, but within 30 days from the declaration of dividend at the AGM, as provided in the Act, to those Members whose names appear on the Register of Members of the Company or in the books of National Securities Depository Limited / Central Depository Services (India) Limited as beneficiaries in respect of dematerialised shares, on 17th July 2026 being the Cut-off Date fixed for this purpose.

5. **Tax Deducted at Source (TDS) on Dividend**

   i. Shareholders may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, as provided in the Finance Act, 2020 and amendments thereof. Shareholders are requested to update their valid PAN, i.e., PAN linked with Aadhaar with MUFG Intime India Private Limited (in case of shares held in physical mode) and with their respective depository participants (in case of shares held in demat mode).

   ii. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G/15H, to avail the benefit of non-deduction of tax at source. The resident shareholders may write to waltervasanthpj@shanthigears.murugappa.com on or before 05th August, 2026. Shareholders are requested to note that in case their PAN is not registered/valid, the tax will be deducted at a higher rate of 20%.

   iii. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to uploading the mandatory documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits, The Non - resident shareholders may write to waltervasanthpj@shanthigears.murugappa.com on or before 05th August 2026.

iv. Dividend will be paid subject to deduction of income tax at source (TDS) at applicable rates. In respect of resident individuals, if the dividend payment is in excess of Rs. 5,000/- (collectively for all folios with the same PAN) for the entire financial year, the TDS will be at the rate of 10%. For all other categories of shareholders, please refer to the TDS rates provided in the Income Tax Act/Rules.

v. Shareholders who have not furnished return with Income Tax Authority for the immediately preceding previous year for which the due date of filing has expired, and aggregate of TDS is Rs.50,000/- or more in such preceding previous year, the TDS will be deducted at twice the applicable rate for such shareholder considering its residential status.

vi. The documents submitted in this regard, are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agent, MUFG Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, advised to intimate any change in their address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to MUFG Intime India Private Limited, Registrars and Share Transfer Agent.

7. Mandatory furnishing of PAN, bank account details, KYC details and nomination by shareholders holding shares in physical mode

a. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

Form	Description
Form ISR-1	Request for registering PAN, bank account details, KYC details or changes / up-dation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for Nomination opt-out
Form SH-14	Change in Nomination

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to the address of MUFG Intime India Private Limited (RTA), Registrars and Share Transfer Agent.

b. Compulsory linking of PAN and Aadhaar

The Central Board of Direct Taxes (CBDT) mandated linking PAN with Aadhaar number on or before June 30, 2023. PAN linked with Aadhaar numbers shall only be considered as valid PAN. All shareholders holding shares in physical form are requested to submit valid PAN to RTA and RTA shall accept valid PAN only.

c. Freezing of Folios

i. Folios in which PAN is/are not valid, i.e., PAN not linked to Aadhar as on March 31, 2023 or any other date as may be specified by Central Board of Direct Taxes, shall be frozen thereafter.

ii. Such Folios wherein any one of the referred documents mentioned in (a) above/ details are not available on or after April 01, 2023, shall be frozen and shareholders shall be eligible for receipt of dividend through electronic mode only after submission of the complete documents / details as referred in (a) above.

iii. After December 31, 2025, the frozen folios shall be referred by RTA/ Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

Shareholders are also requested to ensure that their PAN is linked to Aadhar by June 30, 2023, or any other date as may be specified by the CBDT and also update the bank account details, KYC details, i.e., email address, mobile number, postal address, etc. as referred to in (a) above to avoid freezing of their folio.

8. Issuance of securities only in demat mode

As per the Regulation 39 and 40 of the Listing Regulations, the Company shall issue securities in dematerialized form only while processing any requests from shareholders holding shares in physical mode in respect of i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub- division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission and viii. Transposition ("service requests").

The shareholders shall submit duly filled up Form ISR-4 along with requisite documents to RTA.

The RTA/ Company shall verify and process the service requests and thereafter issue a "Letter of Confirmation" to the shareholders in lieu of the physical share certificates. The "Letter of Confirmation" shall be valid for 120 days from the date of its issuance within which shareholders shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the aforesaid period, RTA / Company shall credit the securities to Suspense Escrow Demat Account of the Company.

9. Mandatory furnishing of Valid PAN, KYC details and Nomination etc. by shareholders

Shares held in demat form

SEBI has mandated updation of valid PAN, i.e., linking of PAN with Aadhaar, Nomination or opt out of nomination and updation of KYC details, i.e., Name, Address, Valid PAN, Valid mobile number, Valid email-id and Income Range in the demat account of shareholders holding shares in demat mode.

The demat accounts wherein the above details have not updated for all the 6 KYC attributes, such demat accounts would have been frozen for debits. Shareholders holding shares in demat mode are requested to approach their Depository participants and update the details at the earliest.

Shares held in physical form

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of the above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

ANNEXURE TO THE NOTICE

Explanatory Statement in respect of the item nos. 4, 5, 6 & 7 (pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

The role of non-whole-time Directors is significant in achieving good performance and establishment of good governance. The responsibility of the non-whole-time Directors has increased considerably over the years. In view of the dynamic changes in Company law and the corporate governance norms, there is a greater demand on the non-whole time Directors in terms of time and preparation for the Board and Committee meetings. Keeping in view the requirement in terms of time and quality on the part of the non-whole time Directors, it is necessary to remunerate them appropriately.

Considering the enhanced role and increased responsibilities of the Directors as stated above, it is proposed that the Directors of the Company (including alternate Directors), who are neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, be paid, for each of the five financial years, commencing from the 01st April 2025 up to the financial year ending on the 31st March 2030, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act and the applicable Rules, if any, thereunder. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act and the Rules thereunder. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or the Committees thereof or for any other purpose whatsoever, as may be decided by the Board and the reimbursement of expenses for participating in the Board and other meetings.

Accordingly, approval of the Members is sought by way of a Special Resolution for the payment of remuneration, by way of commission, to the Directors of the Company (including alternate Directors), who are the neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, for a period of five financial years from the 01st April 2025 up to the financial year ending on the 31st March 2030, as set out in the Resolution under Item No.4 of the Notice. The Board commends the Resolution for approval by the shareholders of the Company.

All Directors may be deemed to be concerned or interested in the Special Resolution set out therein to the extent of the remuneration, by way of commission, that may be received by them. Key Managerial Personnel of the company and their relatives are not concerned or interested, financially or otherwise, in the resolution set out in Item No.4 of the Notice.

Item No.5

Mr. K Ilango (DIN –00124115), 61 years, was appointed by the Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the capacity as an Independent Director and recommended to members for appointment as Non-Executive Independent Director of the Company with effect from 05th May 2026 respectively pursuant to Sections 149, 152, 161(1) and Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As an Additional Director, he holds office up to the date of the ensuing Annual General Meeting. He has been appointed as an Independent Director for a term of 5 (five) consecutive years from 05th May 2026 to 04th May 2031 (both days inclusive), whose term shall not be liable to retire by rotation.

Pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of Mr. K Ilango (DIN –00124115) as Non-Executive Independent Director of the Company effective from 05th May 2026 shall require approval of the members by means of passing of special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for an appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Mr. K Ilango is not disqualified from being appointed as a Director of the Company under Section 164 of the Act.

Mr. K Ilango has been appointed as a Member of the Risk Management Committee of the Company with effect from 07th May 2026. He is also entitled to receive sitting fees for attending the Board and Committee meetings, in which he is a member, of the Company. The Company, as per its Remuneration Policy, will also be considering payment of Commission on the net profits of the Company, subject to necessary approval and under applicable laws.

Accordingly, the approval of the Members, by way of a Special Resolution, is sought for the appointment of Mr. K Ilango (DIN –00124115) as an Independent Director of the Company for a term of 5 (five) years from 05th May 2026 to 04th May 2031 (both days inclusive).

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. K Ilango for the office of Director of the Company. Mr. K Ilango has provided necessary consents and disclosures to the Company with regard to her appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board, Mr. K Ilango satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management.

The Nomination & Remuneration Committee assessed her suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests i.e., (a) proficiency in technology, (b) a diverse business environment perspective, (c) business leadership experience, (d) appreciation of financial management, and (e) board insights assimilated through serving other Company Boards.

The Board was of the opinion that Mr. K Ilango has the requisite experience, skills and attributes required to lend her expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. K Ilango will hence bring further strength and add value to the Board. The Board is of the view that Mr. K Ilango may be able to allocate sufficient time as expected of him as an Independent Director, towards affairs of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of Mr. K Ilango as an Independent Director, for approval of the shareholders of the Company as a Special Resolution.

Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee, has recommended his appointment as a Non-Executive Independent Director for a term of 5 years, from 05th May 2026 to 04th May 2031 (both days inclusive) and recommends the Special Resolution as set out under Item no.5 of the Notice for the Members' approval.

Except Mr. K Ilango being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and with the approval of the Audit Committee, at their respective meetings held on 05th May 2026, approved, subject to the approval of the Members, payment of commission of ₹1,00,00,000/- (Rupees One Crore Only) to Mr. M A M Arunachalam (DIN: 00202958), Non-Executive Chairman, for the financial year 2025-26, notwithstanding that such remuneration exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors and exceeds one per cent of the net profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

The Board also gave due consideration for payment of Rs. 1,00,00,000/- (One Crore only) as commission is appropriate based on the significant role played, considerable time spent and additional efforts put in by Mr. M A M Arunachalam, as the Non-Executive Chairman of the Company apart from being commensurate with nature and size of the Company. Considering the size & nature of the industry and the stature of the person & the role played, the annual commission of Rs. 1,00,00,000/- (One Crore only) is considered fair and reasonable.

The Members may note in this regard that Mr. M A M Arunachalam played a significant role in actively guiding the Company which is steadily growing over the years. During the FY 2025-26, besides guiding the Company on governance matters, Mr. M A M Arunachalam has spent significant time in developing and forging business relationships for the Company and in other corporate affairs, identifying opportunities for business growth of the Company, representing the Company at various forums, providing right direction and momentum to the senior management team led by the Whole-Time Director & Chief Executive Officer and actively promoting the interests of the Company. He is playing an important role in developing the Senior Management team of the Company. The commission is also reasonable compared to the prevailing practices in India for payment of remuneration to non-executive Chairman.

The Remuneration Policy of the Company provides for payment of differential remuneration to Non-Executive Directors ("NEDs") considering the contribution and time spent by the specific director. The Company has been paying remuneration to NEDs by way of commission every year.

Pursuant to Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of shareholders by way of special resolution shall be obtained every year, in which annual remuneration payable to single Non-Executive Director exceeds fifty percent of the total remuneration payable to all the Non-Executive Directors.

Accordingly, the approval of the shareholders is being sought for payment of commission of Rs. 1,00,00,000/- (Rupee One Crore only) to Mr. M A M Arunachalam, Non-Executive Chairman for the Financial Year 2025-26 as detailed in the resolution set out in Item no.6 of the Notice. The Board recommends the Special Resolution for approval by the Members of the Company.

Except Mr. M A M Arunachalam, being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Item No.7

The Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment and remuneration of Mr. B Venkateswar, Cost Accountant, to conduct the audit of cost records of the Company for the financial year 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor during the financial year 2026-27 as set out in the resolution no.7 of the notice, for the aforesaid service to be rendered by him. The Board recommends the Resolution for approval by the Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings for the Item No. 3, 4, 5 & 6

Name of the Director	Mr. Mukesh Ahuja	Mr. L Ramkumar	Mr. A Venkataramani
DIN	09364667	00090089	00277816
Date of Birth	01/06/1972	09/04/1956	19/03/1968
Age	53 Years	70 Years	58 Years
Nationality	Indian	Indian	Indian
Date of appointment on the Board	22/10/2021	25/07/2022	09/05/2024
Qualification	Mr. Mukesh Ahuja holds a degree in Production Engineering and an MBA in Marketing.	Mr. L Ramkumar is a Cost Accountant and has a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad	Mr. A Venkataramani, a Mechanical Engineer from the UK and an MBA from the University of Chicago
Experience/ Area of Expretise	He has over two decades of experience in managing operations, strategy, business development and sales & marketing.	He has over 40 years of rich and varied experience in management including over 25 plus years in Tube Investments of India Limited.	He is currently the Managing Director of IP Rings Limited. He served as President of the Madras Management Association (MMA), The Madras Chamber of Commerce and Industry (MCCI) and Auto Component Manufacturers Association (ACMA).
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Mr. L Ramkumar's technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director.	Mr. A Venkataramani's technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director.
No. of shares held in the Company	Nil	Nil	Nil
Inter-Se Relationship with other directors	Nil	Nil	Nil
Board Position held	Non-Executive Director	Non-Executive Independent Director	Non-Executive Independent Director
Terms and conditions of appointment	As set out in Item No.3 of the Notice	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice
Remuneration sought to be paid	NA	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice
Remuneration last drawn	-	7,60,000	5,69,000
Number of Board meetings attended during the year	5	5	4
List of Directorships held in other companies	1. Shanthi Gears Limited 2. Tube Investments of India Limited 3. 3xper Innoventure Limited 4. Moshine Electronics Private Limited 5. IPL Tech Electric Private Limited 6. X2Fuels and Energy Private Limited 7. TI Clean Mobility Private Limited 8. TI Medical Private Limited 9. Orange Koi Private Limited	1. Shanthi Gears Limited 2. Igarashi Motors India Limited 3. Wendt India Limited	1. Shanthi Gears Limited 2. Wallace Cartwright & Company Limited 3. WJ Groom & Company Limited 4. Avalon Technologies Limited 5. Amalgamations Private Limited 6. Parry Enterprises India Limited 7. Amalgamations Repco Limited 8. IP Rings Limited 9. LMW Limited 10. George Oakes Limited 11. India Pistons Limited 12. Edutech NTTF India Private Limited

Name of the Director	Mr. Mukesh Ahuja	Mr. L Ramkumar	Mr. A Venkataramani
Committee Chairmanship/ Membership held in other companies	**Audit Committee** Nil **Stakeholders Relationship Committee** Nil **Nomination & Remuneration Committee** Nil **Corporate Social Responsibility Committee** **Member** Tube Investments of India Limited **Risk Management Committee** **Member** TI Clean Mobility Private Limited Shanthi Gears Limited **ESG Committee** **Member** TI Clean Mobility Private Limited	**Audit Committee** **Chairman** Igarashi Motors India Limited Wendt India Limited **Nomination & Remuneration Committee** **Chairman** Igarashi Motors India Limited Wendt India Limited **Stakeholders Relationship Committee** **Member** Igarashi Motors India Limited **Risk Management Committee** **Member** Igarashi Motors India Limited **Corporate Social Responsibility** **Member** Igarashi Motors India Limited	**Audit Committee** **Chairman** Parry Enterprise India Limited **Member** Shanthi Gears Limited Avalon Technologies Limited Amalgamations Repco Limited George Oakes Limited **Stakeholders Relationship Committee** **Member** IP Rings Limited **Nomination and Remuneration Committee** **Chairman** Shanthi Gears Limited Parry Enterprise India Limited **Member** Amalgamations Repco Limited George Oakes Limited **Risk Management Committee** **Member** LMW Limited **Corporate Social Responsibility** **Chairman** IP Rings Limited **Member** LMW Limited
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	Nil

Name of the Director	Mr. S K Sundararaman	Ms. Soundara Kumar	Ms. Aruna Thangaraj
DIN	00002691	01974515	07444726
Date of Birth	15/04/1973	15/08/1954	04/09/1981
Age	53 Years	72 Years	44 Years
Nationality	Indian	Indian	Indian
Date of appointment on the Board	06/02/2018	30/07/2015	30/07/2025
Qualification	Dr. S K Sundararaman holds a Master's Degree in Business Administration from Cambridge University, United Kingdom	Ms. Soundara Kumar holds a graduate degree in Mathematics.	B.E (Electronics) master's in computer engineering and HRD.
Experience/ Area of Expretise	He is currently the Managing Director of Shiva Texyarn Limited. He has wide experience in the field of Textile Technology and well known for his innovative approach and Development of new technical textile products	She worked in State Bank of India close to four decades both in India and overseas and is well experienced in the financial services industry. She retired as Deputy Managing Director, Stressed Asset Management Group of State Bank of India.	Having experience of more than 14 years in Web Designing and Digital Marketing

Name of the Director	Mr. S K Sundararaman	Ms. Soundara Kumar	Ms. Aruna Thangaraj
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. S K Sundararaman's technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director.	Ms. Soundara Kumar technical & management expertise, business knowledge and significant contribution made by her to various industries has recommended to the Board her appointment as an Independent Director.	Ms. Aruna Thangaraj's technical & management expertise, business knowledge and significant contribution made by her to various industries has recommended to the Board her appointment as an Independent Director.
No. of shares held in the Company	Nil	Nil	Nil
Inter-Se Relationship with other directors	Nil	Nil	Nil
Board Position held	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Terms and conditions of appointment	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice
Remuneration sought to be paid	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice	As set out in Item No.4 of the Notice
Remuneration last drawn	7,60,000	7,40,000	-
Number of Board meetings attended during the year	4	2	4
List of Directorships held in other companies	1. Pricol Limited 2. Shanthi Gears Limited 3. Shiva Texyarn Limited 4. Bannari Amman Spinning Mills Limited 5. Shiva Mills Limited 6. S K S Agencies Limited 7. Srirangalakshmi Agro Private Limited 8. Vedanayagam Hospital Private Limited 9. Abirami Ecoplast Private Limited 10. L K Distributors Private Limited 11. Abirami Distributors Private Limited 12. Confederation of Indian Textile Industry 13. Firebird Enterprenuerial Ventures Private Limited 14. Sundar Ram Enterprise Private Limited	1. Shanthi Gears Limited 2. The Ramco Cements Limited 3. Ramco Industries Limited	1. Shanthi Gears Limited 2. ELGI Equipments Limited 3. Tidel Park Coimbatore Limited 4. A G T Electronics Limited 5. Durocon Buildtech Private Limited 6. Niketan Technologies Private Limited
Committee Chairmanship/ Membership held in other companies	**Audit Committee** **Chairman** Shanthi Gears Limited **Member** Pricol Limited Shiva Texyarn Limited Shiva Mills Limited **Nomination and Remuneration Committee** **Chairman** Pricol Limited **Stakeholders Relationship Committee** **Chairman** Pricol Limited Shanthi Gears Limited Shiva Mills Limited	**Member** The Ramco Cements Limited Ramco Industries Limited **Risk Management Committee** **Member** The Ramco Cements Limited **Corporate Social Responsibility** **Member** The Ramco Cements Limited	**Audit Committee** **Member** Shanthi Gears Limited Tidel Park Limited **Stakeholders Relationship Committee** **Member** ELGI Equipments Limited **Nomination and remuneration Committee** **Member** ELGI Equipments Limited Tidel Park Limited **Corporate Social Responsibility** **Member** ELGI Equipments Limited Tidel Park Limited

Name of the Director	Mr. S K Sundararaman	Ms. Soundara Kumar	Ms. Aruna Thangaraj
Committee Chairmanship/ Membership held in other companies	**Member** Shiva Texyarn Limited **Share Transfer Committee** **Member** Shiva Mills Limited **Corporate Social Responsibility** **Member** Shanthi Gears Limited		
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	Nil

Name of the Director	Mr. Arun Venkatachalam	Mr. K Ilango	Mr. M A M Arunachalam
DIN	09511997	00124115	00202958
Date of Birth	11/11/1989	23/07/1964	18/06/1967
Age	36 Years	61 Years	58 Years
Nationality	Indian	Indian	British
Date of appointment on the Board	09/05/2023	05/05/2026	10/02/2021
Qualification	Mr. Arun Venkatachalam is an MBA Graduate from the London Business School	Engineering Graduate from the Government College of Technology.	Bachelors in Commerce and Masters in Business Administration from University of Chicago.
Experience/ Area of Expretise	He has over a decade of experience in both Financial Services & Operations	He is the Managing Director of RSM Autokast Private Limited an Auto Components Manufacturing Company. He has held several leadership positions including Chairman of the Board of Governors of Government College of Technology, Coimbatore, Founder President of TiE Coimbatore Chapter, Chairman of CII Coimbatore Zone, and President of CODISSIA (2008–10).	He is an Industrialist and has an experience of 37 years in the field of varied industrial activities. He is the Chairman of Tube Investments of India Limited and also on the Board of Ambadi Investments Limited, CG Power & Industrial Solutions Limited, Cholamandalam Investment and Finance Company Limited etc.,
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Mr. K Ilango's technical & management expertise, business knowledge and significant contribution made by him to various industries has recommended to the Board his appointment as an Independent Director.	NA
No. of shares held in the Company	Nil	Nil	Nil
Inter-Se Relationship with other directors	Nil	Nil	Nil
Board Position held	Non-Executive Independent Director	Additional Director (Non-Executive Independent Director)	Non-Executive Chairman
Terms and conditions of appointment	As set out in Item No.4 of the Notice	As set out in Item No.5 of the Notice	As set out in Item No.6 of the Notice
Remuneration sought to be paid	As set out in Item No.4 of the Notice	As set out in Item No.5 of the Notice	As set out in Item No.6 of the Notice
Remuneration last drawn	6,00,000	NA	Rs. 1,00,00,000
Number of Board meetings attended during the year	4	NA	5

Name of the Director	Mr. Arun Venkatachalam	Mr. K Ilango	Mr. M A M Arunachalam
List of Directorships held in other companies	1. Shanthi Gears Limited 2. Payswiff Technologies Private Limited 3. Mavco Investments Private Limited 4. Mavnu Investments Private Limited 5. Mavsky Enterprises Private Limited	1. Pricol Limited 2. Rajshree Sugars & Chemicals Limited 3. RSM Autokast Private Limited 4. Codissia Industrial Infrastructure Upgradation Services 5. KKR Securities Private Limited 6. Codissia Industrial Park Limited	1. Tube Investments of India 2. Cholamandalam Investment and Finance Company Limited 3. CG Power and Industrial Solutions Limited 4. TI Clean Mobility Private Limited 5. 3xper Innoventure Limited 6. TI Medical Private Limited 7. Jayem Automotives Private Limited 8. Ambadi Investments Limited 9. AR Lakshmi Achi Trust [Section 8 Company] 10. CG Semi Private Limited 11. Mavco Investments Private Limited 12. Mavnu Investments Private Limited 13. Mavstar Investments Private Limited 14. New Ambadi Estates Private Limited
Committee Chairmanship/ Membership held in other companies	**Stakeholders Relationship Committee** **Member** Shanthi Gears Limited **Risk Management Committee** **Chairman** Shanthi Gears Limited	**Audit Committee** **Chairperson** Pricol Limited **Member** Rajshree Sugars & Chemicals Limited **Risk Management Committee** **Member** Pricol Limited **Corporate Social Responsibility Committee** **Member** Pricol Limited Rajshree Sugars & Chemicals Limited **Share Transfer Committee** **Member** Rajshree Sugars & Chemicals Limited **Compensation Committee** Rajshree Sugars & Chemicals Limited	**Audit Committee** **Member** Tube Investments of India Limited **Stakeholder Relationship Committee** **Chairman** Cholamandalam Investment and Finance Company Limited CG Power and Industrial Solutions Limited **Risk Management Committee** **Member** CG Power and Industrial Solutions Limited Ambadi Investments Limited Tube Investments of India Limited **Corporate Social Responsibility Committee** **Chairman** CG Power and Industrial Solutions Limited **Member** Cholamandalam Investment and Finance Company Limited Tube Investments of India Limited **Business Committee** **Member** Cholamandalam Investment and Finance Company Limited **Special Committee** **Member** Ambadi Investments Limited
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	Nil

By Order of the Board

Walter Vasanth P J
Company Secretary

Coimbatore
05 May 2026

The detailed instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period begins on Sunday, 26th July 2026 at 09.00 am (IST) and ends on Tuesday, 28th July 2026 at 05.00 pm (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday 22nd July 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday 22nd July 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 successfull

	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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a. Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Genaeral Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. PallaviMhatre, Manager, NSDL,at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 rnt.helpdesk@in.mpms.mufg.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16digit beneficiary ID), 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 rnt.helpdesk@in.mpms.mufg.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

   In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as Under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at waltervasanthpj@shanthigears.murugappa.com on or before 05.00 pm on Sunday 26th July 2026. The same will be replied by the Company suitably.

By Order of the Board

Walter Vasanth P J
Company Secretary

Coimbatore
05 May 2026