



IGARASHI MOTORS INDIA LIMITED

Regd. Office: Plot No. B-12 to B-15, Phase II, MEPZ- SEZ, Tambaram, Chennai 600045, Tamil Nadu, India

CIN: L29142TN1992PLC021997, Phone : +91-44-42298199/ 22628199

e-mail: investorservices@igarashimotors.co.in / Website: www.igarashimotors.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of **Igarashi Motors India Limited**,

Notice of Postal Ballot ('Notice') is hereby given pursuant to the applicable provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020, No. 3/2022 dated 05th May 2022, No.11/2022 dated 28th December 2022, No. 09/2023 dated 25th September 2023 and No. 09/2024 dated 19th September 2024 ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October 2024 issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below is proposed by the Board of Directors of the Company to be passed by the members of the Company through postal ballot by way of remote e-voting.

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e- mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company Igarashi Motors India Ltd

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution, setting out material facts and the reasons for the Resolution, is also annexed. You are requested to peruse the proposed resolution, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("the Board") has appointed **Mr. C Prabhakar, M/s. BP & Associates, Company Secretaries**, Chennai (prabhakar@bpcorpadvisors.com), as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting **from 09:00 AM (IST) on Friday, February 21, 2025 to 05:00 PM (IST) on Saturday, March 22, 2025**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be

allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited ('CSDL') for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman and Managing Director of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at Igarashi Motors India Ltd and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **March 25, 2025**. Additionally, the results will also be uploaded on the website of CDSL at www.evotingindia.com the resolution, if passed with the special majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **March 22, 2025**.

SPECIAL BUSINESS

1. RE-APPOINTMENT OF Mrs. VINODHINI SENDHIL MANIAN [DIN: 08719578] AS AN INDEPENDENT WOMAN DIRECTOR

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] ["the Act"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], in line with the Memorandum & Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ["NRC"] and the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], **Mrs. Vinodhini Sendhil Manian [DIN: 08719578]** be and is here by re-appointed as a Non Executive Independent Woman Director of the Company for a second term of 5 [Five] consecutive years and not liable to retire by rotation, **commencing from April 01, 2025, until March 31, 2030 [both days inclusive]**, on the terms provided in the Explanatory Statement.

RESOLVED FURTHER THAT all the actions taken by the Board with regard to re-appointment of **Mrs. Vinodhini Sendhil Manian** as an Independent Woman Director of the Company with effect from April 01, 2025 and the Board is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution."

By order of the Board of Directors
For **Igarashi Motors India Limited**

P Dinakara Babu

Company Secretary

Membership No. A14812

Place: Chennai

Date: February 11, 2025

Registered Office:

Igarashi Motors India Limited

Plot No. B-12 to B-15, Phase II,

MEPZ-SEZ, Tambaram,

CHENNAI- 600 045, India

Phone: +91-44-42298199/ 22628199,

E-mail: investorservices@igarashimotors.co.in

CIN: L29142TN1992PLC021997

Website: www.igarashimotors.com

NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended and any other related provisions of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
- b. In terms of the circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from the Depositories/ Cameo Corporate Services Ltd, the Company's Registrar and Transfer Agent ('RTA'), as on **February 14, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
- c. Only those Members whose names are appearing in the Register of Members as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
- d. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
- e. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at Igarashi Motors India Ltd and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
- f. In accordance with the provision of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of **Central Depository Services (India) Limited (CDSL)** to provide e-voting facility to its members as the authorized agency. The detailed procedure with respect to remote e-Voting is mentioned hereinafter in this Notice.
- g. Shareholders may please note that this Notice will also be available on the Company's website at: Igarashi Motors India Ltd and websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com
- h. The e-voting period shall commence **from 09:00 AM (IST) on Friday, February 21, 2025 to 05:00 PM (IST) on Saturday, March 22, 2025**. Please note that the e-voting module will be disabled for voting by CDSL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.
- i. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **March 22, 2025**.
- j. The Board of Directors appointed **Mr. C Prabakar, Partner, M/s. BP & Associates, Company Secretaries**, Chennai (prabhakar@bpcorpadvisors.com) as the scrutinizer for conducting e-voting process in fair and transparent manner.
- k. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
- l. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at Igarashi Motors India Ltd and on the website of CDSL www.evotingindia.com immediately after the results are declared by the Chairman and Managing Director or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the ordinary equity shares of the Company are listed.

- m. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at [Igarashi Motors India Ltd](http://IgarashiMotorsIndiaLtd.com). The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
- n. The vote in this Postal Ballot cannot be exercised through proxy.
- o. In terms of the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("Circulars") voting can be done only by e-voting.
- p. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., **March 22, 2025**. Members may send their requests to investorservices@igarashimotors.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/ e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by **Central Depository Services (India) Limited (CDSL)**.

The facility for remote e-voting shall remain open **from 09:00 AM (IST) on Friday, February 21, 2025 to 05:00 PM (IST) on Saturday, March 22, 2025**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. **February 14, 2025**, may opt for remote e-voting. Remote e-voting shall **not be allowed beyond 5.00 PM on March 22, 2025**.

2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step : 1 Access through Depositories CDSL/ NSDL e-voting system in case of individual shareholders holding shares in Demat mode.

3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-0911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-21-09911

Step 2 : Access through CDSL e-voting system in case of the shareholders holding shares in physical mode and non-individual shareholders in demat mode.

5. Login method for e-Voting shareholders other than individual shareholders holding in Demat form & physical shareholders.

(i) The shareholders should log on to the e-voting website www.evotingindia.com

(ii) Click on “Shareholders” module.

(iii) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

(vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction No. 6.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

8. Click on the **EVSN 250217002** of **Igarashi Motors India Limited**.

9. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

11. After selecting the resolution, you have decided to vote on, click on “SUBMIT.” A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

14. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

16. Additional Facility for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at prabhakar@bpcorpadvisors.com and to the Company at the email address viz; investorservices@igarashimotors.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/ Depositories.

- **For Physical shareholders** - please provide your E-mail ID/Mobile Number along with necessary details like Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by E-mail to the Company/RTA.
- **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- **For individual Demat shareholders** - please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-0911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800-21-0911

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013

The following statement sets out all material facts relating to the special business mentioned in this Notice:

1. **Mrs. Vinodhini Sendhil Manian [DIN: 08719578]** was appointed as an Independent Woman Director on the Board for the first term of 5 [five] consecutive years commencing from April 01, 2020 to March 31, 2025. Pursuant to the recommendation of the Nomination & Remuneration Committee in this regard, the Board of Directors at their meeting held on February 11, 2025, re-appointed Mrs. Vinodhini Sendhil Manian [DIN: 08719578] as Independent Woman Director, subject to the approval of shareholders, for the second term of 5 [five] consecutive years with effect from April 01, 2025 until March 31, 2030 [both days inclusive]. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the Re-appointment of Mrs. Vinodhini Sendhil Manian [DIN: 08719578] as Independent Woman Director of the Company. She has given her consent to act as an Independent Woman Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act.

Pursuant to Section 149 & 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

Brief resume of **Mrs. Vinodhini Sendhil Manian [DIN: 08719578]** as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings is being furnished below:

Mrs. Vinodhini Sendhil Manian (“Mrs. SM Vinodhini”) (Age: 49 years) a Graduate in Economics and Post Graduate in Business Administration from Bharathidasan Institute of Management (BIM). Having over two decades experience including (1) Corporate Sector leadership role Sales Management - retail/institutional sales, Team Management, Sales Budget, Sales Promotion events, Marketing Management - brand strategy, marketing research tools, Advertising & Sales Promotion, Customer & channel management in the Companies viz., CavinKare, Castrol India, Amararaja Batteries and World Space. (2) Academic experience includes teaching the Post Graduate Management Students - Human Resource Management, Strategic Management, International Business, Marketing Management, Soft Skills/motivational training. Currently, she is working as Assistant Professor – School of Management, MOP Vaishnav College of Women, Chennai.

Expertise in Specific Functional Areas:

- a) **Business Strategy & Leadership:** Extensive experience in sales management, business development, strategic planning, revenue growth, and team leadership and General Management;
- b) **Marketing & Customer Engagement:** Expertise in brand management, market research, advertising, sales promotion, customer and channel management.
- c) **Corporate Governance & Human Capital Development:** Understanding of governance frameworks, compliance standards, and board-level functions, combined with people development capabilities and academic expertise in HR, strategic management, Risk Management and leadership training.

Directorship in other listed entities:

CIN	Name of the Company	Category of Directorship	Membership of Committees
L65921TN1985PLC049092	Lancor Holdings Limited	Independent Director	Nomination and Remuneration Committee

She is holding NIL shares of the Company either directly or through beneficial ownership.

The Nomination and Remuneration Committee (‘NRC’) has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.

Basis the aforementioned parameters, the NRC deliberated the candidature of Mrs. Vinodhini Sendhil Manian’s and recommended the same to the Board. Mrs. Vinodhini Sendhil Manian’s rich experience and diverse expertise are well aligned to the role and capabilities for appointment as an Independent Director.

Mrs. Vinodhini Sendhil Manian has confirmed that she:

- a. is qualified to be appointed as a Director in terms of provisions of Section 164 of the Act and has provided his consent to act as a Director;
- b. meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;
- c. is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India and any other competent regulatory authority;
- d. is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company and
- e. is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

Additional disclosures as required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 have been provided as an **Annexure 1** to this Notice.

She is in no way related to any of the Directors of the Company.

Other than Mrs. Vinodhini Sendhil Manian, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in any way concerned or interested financially or otherwise in the resolution to be passed in this Notice.

The Board recommends her Re-appointment as an Independent Woman Director on the Board of Directors of the Company by way of passing Special Resolution for the second term of 5 [five] consecutive years with effect from April 01, 2025 until March 31, 2030 [both days inclusive] and not liable to retire by rotation.

ANNEXURE 1

Details of Director(s) seeking appointment/ re-appointment in the forthcoming Annual General Meeting (in pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015)

Name of the Director	Mrs. Vinodhini Sendhil Manian																						
Director Identification Number (DIN)	08719578																						
Category	Non-Executive, Independent Woman Director																						
Date of Birth	December 07, 1975																						
Age (years)	49 Years																						
Nationality	India																						
Date of First appointment on the Board	April 01, 2020																						
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board.																						
Qualifications	Graduate in Economics and Post Graduate in Business Administration (BIM)																						
Expertise in specific functional area	Corporate Governance, General Management, Human Resource Management, Marketing Management, Business Strategy and Leadership																						
Number of Board Meetings attended	<table><tr><td rowspan="2">Financial Year</td><td colspan="2">Attendance</td></tr><tr><td>Board Meetings</td><td>AGM</td></tr><tr><td>2020-21</td><td>5/5</td><td>Yes</td></tr><tr><td>2021-22</td><td>4/4</td><td>Yes</td></tr><tr><td>2022-23</td><td>5/5</td><td>Yes</td></tr><tr><td>2023-24</td><td>4/4</td><td>Yes</td></tr><tr><td>2024-25</td><td>3/3*</td><td>#</td></tr></table> *till February 11, 2025 #to be held on or before September 30, 2025			Financial Year	Attendance		Board Meetings	AGM	2020-21	5/5	Yes	2021-22	4/4	Yes	2022-23	5/5	Yes	2023-24	4/4	Yes	2024-25	3/3*	#
Financial Year	Attendance																						
	Board Meetings	AGM																					
2020-21	5/5	Yes																					
2021-22	4/4	Yes																					
2022-23	5/5	Yes																					
2023-24	4/4	Yes																					
2024-25	3/3*	#																					
Directorship of other Companies as on date of Notice	Listed Companies : Lancor Holdings Limited Un-listed Companies : Nil																						
Membership/ Chairmanship of committees of other Boards(excluding foreign, private and Section 8 Companies) as on the date of Notice	Chairperson of Committee(s) : Igarashi Motors India Limited - Stakeholder Relationship Committee Membership of the Committee(s) : Igarashi Motors India Limited – Stakeholder Relationship Committee, Audit Committee, Risk Management and ESG Committee, Nomination & Remuneration Committee, CSR Committee Lancor Holdings Limited - Nomination & Remuneration Committee																						
Listed Entities from which the Director has resigned in the past three years.	Nil																						
Terms and Conditions of Appointment or reappointment along with remuneration	Mrs. Vinodhini has been re-appointed as Non-Executive, Independent Woman Director. She will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s) and Commission based on performance of the Company and performance evaluation of her by the Board subject to the overall ceiling limits specified under the Companies Act,2013 for all Impendent Directors put together. She is not liable to retire by rotation.																						
Remuneration last drawn by such person, if applicable	Rs. 15 Lakhs^^																						
^^Includes sitting fee for Board & Committee Meetings and Commission FY23-24																							