Date: July 28, 2026

BSE Limited 25th Floor, P. J. Towers, Dalal Street, MUMBAI – 400 001 (Company Code: 505714)	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400 051 (Company Code: GABRIEL)

Sub: Notice of 64th Annual General Meeting ('AGM') of Gabriel India Limited

Dear Sir/ Madam,

Please find enclosed herewith the Notice of 64th AGM of the Company, to be held on **Wednesday August 19, 2026** at **02:30 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

We request you to take the above information on record and kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Gabriel India Limited

Nilesh Jain

Digitally signed by Nilesh Jain
Date: 2026.07.28 18:54:44 +05'30'

Nilesh Jain
Company Secretary & Compliance Officer

Email id: secretarial@gabriel.co.in

Encl : a/a

GABRIEL INDIA LIMITED

CIN: L34101PN1961PLC015735

Registered Office: 29th Milestone, Pune Nashik Highway,
Village Kuruli, Taluka Khed Pune - 410 501 Maharashtra, India

NOTICE

NOTICE is hereby given that the Sixty Fourth Annual General Meeting ('64th AGM') of the members of GABRIEL INDIA LIMITED ('Company'/'Gabriel India') will be held on Wednesday, August 19, 2026, at 02:30 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of Auditors thereon.

3. To declare final dividend on 17,72,30,023 equity shares of the Company at the rate of ₹ 3.10 per equity share of face value of ₹ 1 each (310%) fully paid up, for the financial year 2025-26.

4. To appoint a director in place of Mr. Mahendra K. Goyal (DIN: 02605616), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re- appointment.

5. To re-appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants having consented to act as the Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, **Price Waterhouse Chartered Accountants LLP,** Chartered Accountants (Firm Registration No. **012754N/N500016**), who have completed their first term of five consecutive years as Statutory Auditors of the Company, be and are hereby re-appointed for a **second term of five consecutive years** to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixty Ninth Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors upon the recommendation of the Audit Committee and in consultation with the Auditors, in addition to reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Company.

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

SPECIAL BUSINESSES

6. Ratification of remuneration of cost auditor for FY 2026-27 and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and Companies (Cost Records and Audit) Rules (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune** (Firm registration No. 000030), Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year ending **March 31, 2027**, as recommended by the Audit Committee of the Company and approved by the Board of Directors of the Company, amounting to ₹ 2,00,000/- plus applicable taxes and out of pocket expenses incurred for conducting the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate/ authorise any director and/or official of the Company to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

7. Alteration of Memorandum of Association and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof and subject to approvals from statutory authorities, if required, approval of the members of the Company be and is hereby accorded for **increasing the authorised share capital** of the Company from ₹ 18,72,40,000 (Rupees Eighteen Crore Seventy-Two Lacs Forty Thousand Only) classified into 17,72,40,000 (Seventeen Crore Seventy-Two Lacs Forty Thousand) Equity shares of ₹ 1 (Rupee One Only) each and 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of ₹ 100 (Rupees Hundred Only) each to ₹ 20,16,44,204 (Rupees Twenty Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four only) divided into 19,16,44,204 (Nineteen Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four) Equity Shares of ₹ 1 (Rupee One Only) each and 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of ₹ 100 (Rupees Hundred Only) each by creation of additional 1,44,04,204 (One Crore Forty-Four Lacs Four Thousand Two Hundred and Four) equity shares of ₹ 1 (Rupee One) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 (1) (a) and other applicable provisions, if any, of the Act read with the relevant rules framed thereunder, including any amendments, modifications, variations or re-enactments thereof from time to time and subject to such approvals as may be necessary, the existing Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be substituted with the following clause:

"The Authorised Share Capital of the Company is ₹ 20,16,44,204 (Rupees Twenty Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four only) classified into 19,16,44,204 (Nineteen Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four) Equity shares of ₹ 1 (Rupee One Only) each and 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of ₹ 100 (Rupees Hundred Only) each.

Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such rights of preference, whether in respect of dividends or of payment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred or qualified rights as compared with any shares previously issued or then about to be issued, or subject to any such provisions or conditions and with any special rights or limited to any such provisions or conditions and with any special rights or limited right or without any right of voting and generally on such terms as the Company may from time to time determine."

RESOLVED FURTHER THAT the members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) of the Board or any other persons to whom powers are delegated by the Board as permitted under the Act and/or rules made thereunder), to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto with power to settle all questions, difficulties or doubts that may arise with regard to any of the said matters, including but not limited to negotiating, finalising, amending, signing, delivering, executing any agreements or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

Notice (Contd.)

8. Alteration and adoption of new set of Articles of Association and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and are hereby replaced in their entirety with a **new set of Articles of Association**, as placed before the meeting and initiated by the Chairperson for the purpose of identification, and the same be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles.

   RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in the statutory records of the Company."

9. Approval to borrow money and to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company and pursuant to the provisions of **180(1)(c)** and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association ('AOA') of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board (which term shall be deemed to include any committee(s) thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred pursuant to this Resolution') be and is hereby accorded to borrow any sum or sums of money on such terms and conditions as the board of directors may think fit, from time to time, by obtaining loans (including term loan), advances, deposits, bill discounting, cash credits, overdraft facilities, lines of credit, commercial papers, convertible/non-convertible debentures, external commercial borrowings (loans/bonds), ₹ denominated offshore bonds or in any other forms, from any one or more of the Company's Bankers and/or from any one or more of the other persons, firms, bodies corporate, financial institutions or other eligible investors from time to time whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time will or may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company provided that the total borrowing shall not exceed ₹ **1,600 Cr.** (Rupees One Thousand Six Hundred Cr. only) or equivalent amount in any other foreign currency over and above aggregate of its paid-up share capital and free reserves and securities premium as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

   RESOLVED FURTHER THAT the Board of Directors of the Company or any committee or person(s) authorised by the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds, filings or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

10. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

    "**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders of the Company and pursuant to the provisions of Section **180 (1) (a)** and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association

('AOA') of the Company consent of the members of the Company be and is hereby accorded to the Board, (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to create such mortgages, charges (floating or otherwise), hypothecation, pledge in addition to the existing mortgages, charges and hypothecation, if any, created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company, in such manner as may be deemed fit, to or in favor of all or any of the financial institutions, banks, lenders, investing agencies, debenture trustees of the Company or its affiliated, other eligible investors or bodies corporate or any other person (hereinafter referred to as the 'Lending Agencies') to secure rupee/foreign currency loans and/or the issues of convertible or non-convertible debentures, commercial papers, bonds, deposits or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total principal amount of Loans shall not, at any time exceed the limit of ₹ **1,600 Cr.** (Rupees One Thousand Six Hundred Cr. only) over and above aggregate of its paid-up share capital and free reserves and securities premium, as per the latest annual audited financial statements, or such other higher limit as approved by the members under section 180(1)(c) of the Act, together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Lending Agencies in respect of the said Loans, which interest and other monies shall be secured over and above the said limit.".

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee or person(s) authorised by the Board, be and is/are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds, filings or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

11. Approval for Investments and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders of the Company and pursuant to the provisions of Section **186** and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Board be and is hereby accorded to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security or letter of comfort or letter of support in connection with a loan to any person or other body corporate; and (iii) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, on such terms and conditions and with or without security, for an amount not exceeding ₹ **4,000 Cr. (Rupees four thousand Cr. only)**, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security or letter of comfort or letter of security provided exceed the limits prescribed under Section 186 (2) of the Act.

RESOLVED FURTHER THAT any of the Board of Directors are authorised severally to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for guarantees to be given or letter of comfort or letter of security and/or securities to be provided to any person and/or anybody corporate, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to a Director or any other person."

12. Approval of material related party transactions of the Company with Asia Investments Private Limited, Promoter and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23 (4) and other applicable provisions of the Securities and

Notice (Contd.)

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), as amended from time to time, read with SEBI Master Circular dated January 30, 2026 and the Company's Policy on materiality of and dealing with related party transactions, and in accordance with the recommendation of the Audit Committee and the Board, approval of the members be and is hereby accorded to, the **material related party transactions** of the Company **with Asia Investments Private Limited**, Promoter, **for purchase of 4,81,34,427** (Four Crore Eighty-One Lacs Thirty-Four Thousand Four Hundred Twenty-Seven) fully paid-up **equity shares** of face value of ₹ 10 (Rupees Ten) each of **HL Mando Anand India Private Limited** (formerly known as Mando Automotive India Private Limited),associate company of the Promoter, Asia Investments Private Limited ('HMAI'), constituting 28.99% (Twenty-Eight Point Nine Percent) of its total voting share capital, for a value up to ₹ 22,31,03,06,915 (Rupees Two Thousand Two Hundred Thirty-One Crore Three Lacs Six Thousand Nine Hundred and Fifteen Only) to be entered into in ordinary course business and on arm's length basis, which taken together during a financial year may exceed 10% of the Consolidated Turnover of the Company.

RESOLVED FURTHER THAT the consideration for the aforesaid acquisition shall be discharged by way of issue and allotment of 1,44,04,204 (One Crore Forty-Four Lacs Four Thousand Two Hundred and Four) equity shares of the Company having face value of ₹ 1 (Rupees One Only) each fully paid-up to Asia Investments Private Limited on a preferential basis, at an issue price of ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five Rupees and Eight Nine Paise Only), per equity share aggregating to ₹ 18,81,03,05,962 (Rupees One Thousand Eight Hundred and Eighty One Cr. Three Lacs Five Thousand Nine Hundred and Sixty Two Only), and the balance consideration of ₹ 3,50,00,00,953 (Rupees Three Hundred and Fifty Crore Nine Hundred and Fifty-Three Only) discharged by way of cash consideration.

RESOLVED FURTHER THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Members be and is hereby accorded to the Board of Directors ("Board") to enter into, carry out, modify or continue contracts, arrangements and transactions (whether existing or new, and whether individually or taken together) with Asia Investments Private Limited, Promoter during the financial year 2026-27, as detailed in the explanatory statement to this notice, notwithstanding that the aggregate value of such transactions may exceed the thresholds prescribed under the Listing Regulations.

RESOLVED FURTHER THAT the total value of all such transactions with Asia Investments Private Limited during the financial year 2026-27, including the consideration for the purchase of equity shares of HMAI approved above, shall not exceed ₹ 22,34,00,00,000 (Rupees Two Thousand Two Hundred Thirty Four Cr. Only) in the aggregate, and that all such transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorised by the Board) to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to this resolution."

13. Approval to offer and **issue equity shares of the Company on preferential basis** and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 23, 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ('SEBI ICDR Regulations'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations') and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ('MCA'), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised in its absolute discretion to create, offer, **issue and allot up to 1,44,04,204** (One Crore Forty-Four Lacs Four Thousand Two Hundred and Four) **equity shares** having face value of ₹ 1/- (Rupee One Only) each fully paid-up ('Equity Shares'), **at an issue price of ₹ 1,305.89** (Rupees One Thousand Three Hundred and Five and Paise Eighty Nine Only) per shares, **aggregating upto ₹ 18,81,03,05,962** (Rupees One Thousand Eight Hundred Eighty-One Crore Three Lacs Five Thousand Nine Hundred and Sixty-Two Only) ('Total Issue Size'), being not less than the floor price determined under Regulation 164 of the SEBI ICDR Regulations in accordance with the provisions of Chapter V of SEBI ICDR Regulations and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling Annual General Meeting, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottee/s from the 'Promoter' category as follows:

Sr. No.	Name of Proposed Allottee/s	Maximum No. of Equity Shares	Maximum Consideration Amount (₹)
1	Asia Investments Private Limited	1,44,04,204 equity shares having face value of ₹ 1 each fully paid-up	18,81,03,05,962

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating floor price for the issue of Equity Shares is **Monday, July 20, 2026**, the date that is 30 (thirty) days prior to the date of shareholders meeting as stipulated in the Regulation 161 of SEBI ICDR Regulations.

RESOLVED FURTHER THAT valuation report dated July 21, 2026 by KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), providing a recommendation of fair Equity Share Exchange Ratio for the proposed acquisition of stake held by Asia Investments Private Limited in HL Mando Anand India Private Limited (formerly known as Mando Automotive India Private Limited) ('HMAI') by Gabriel India and the share swap ratio in accordance with the requirements of Regulation 163(3) under SEBI (ICDR) Regulations being 355 *(Three Hundred and Fifty Five) equity shares of Gabriel India of ₹ 1/- each fully paid up for every 1000 (Thousand) equity shares of HMAI of ₹ 10/- each fully paid up*, be and is hereby taken on record.

RESOLVED FURTHER THAT certificate dated July 20, 2026, issued by Mr. Amar Nath Garg, Chartered Accountant, Amar Garg & Co., Chartered Accountants, in respect of floor price of Equity Shares of the Company in accordance with the requirements under Regulation 164 (1) of SEBI (ICDR) Regulations (being ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five and Paise Eighty Nine only) per Equity Share, be and is hereby taken on record.

RESOLVED FURTHER THAT certificate issued by Mr. Surendra Vyas (Membership No. F9668), Proprietor of S Vyas & Associates, Practicing Company Secretary confirming the compliance with Chapter V and

Notice (Contd.)

Regulation 163(2) of the SEBI (ICDR) Regulations by the Company, be and is hereby taken on record.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to the Notice and as prescribed under applicable laws:

a. The allotment of Equity shares shall only be made in dematerialised form;

b. The consideration for allotment of equity shares shall be discharged by the Proposed Allottee otherwise than in cash, by way of transfer to the Company equity shares of HMAI held by it, being the equity shares forming the subject matter of the material related party transaction set out as **Item No. 12**, with the value determined in compliance with SEBI (ICDR) Regulations;

c. The Equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;

d. The preferential issue shall not result in a change in control;

e. The Equity shares allotted to the Proposed Allottee/s shall rank pari-passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;

f. The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

g. The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;

h. Allotment of equity shares shall only be made in dematerialised form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and

i. The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

Without prejudice to the generality of the above, the Preferential issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of the Special resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE and NSE.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, application for in principle approval, listing approval thereof with the Stock Exchanges as appropriate and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

14. Appointment of Mr. Mahendra K. Goyal (DIN: 02605616) as Group Chief Executive Officer and Managing Director of the Company and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 178, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulations 17 and 19 read with Part D of Schedule II thereof, the provisions of the Articles of Association of the Company ('AoA'), and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to:

i) Re-designate **Mr. Mahendra K. Goyal (DIN: 02605616)**, who was appointed as a Non-Executive, Non-Independent Director of the Company with effect from October 22, 2024, as an Executive Director of the Company with effect from July 21, 2026 (immediately on approval of the Board);

ii) Appoint Mr. Mahendra K. Goyal as the **Group Chief Executive Officer and Managing Director ('Group CEO and MD')** of the Company for a period of **five (5) consecutive years commencing from July 21, 2026 (immediately on approval of the Board) and ending on July 20, 2031,** liable to retire by rotation; and

iii) Designate Mr. Mahendra K. Goyal as a Key Managerial Personnel ('KMP') of the Company pursuant to Section 203 of the Act, responsible for the overall supervision and management of the affairs of the Company across all its business segments, including its Joint Ventures, Subsidiaries and Associate Companies.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Act, the Rules made thereunder, the SEBI Listing Regulations and the AoA of the Company, consent of the Members be and is hereby accorded for the appointment of Mr. Mahendra K. Goyal as the Group CEO and MD of the Company on such terms and conditions, including remuneration by way of salary, allowances, perquisites, incentives, benefits and amenities, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof authorised for the purpose) to alter, vary, revise or amend such terms and conditions and/or remuneration from time to time, provided that the same shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions of the Act:

A) Salary: ₹ 40 million per annum

(The remuneration is effective from July 21, 2026. Future Annual Increment therein to be decided by the Board within the overall ceiling prescribed under Section 197(1) of the Companies Act, 2013 in line with the Company's annual increment cycle).

B) In addition to the above remuneration, he shall continue to receive compensation in his capacity as Managing Director of Anand Automotive Private Limited.

Notice (Contd.)

C) Mr. Mahendra K. Goyal shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the Company.

D) Subject to the superintendence, control and direction of the Board, Mr. Mahendra K. Goyal shall exercise and perform such powers and duties as the Board of Directors shall determine from time to time.

E) The appointment is terminable by either party giving the other three months' notice in writing.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Act) in any financial year, during the term of office of the Group CEO and MD, the remuneration by way of salary, allowances, perquisites, incentives, benefits and amenities shall not, without the approval of the members of the Company, exceed the limits prescribed under the Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be deemed necessary, proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

15. Re-designation and variation in terms of appointment of Mr. Atul Jaggi (DIN: 07263848) as Managing Director (Ride Control) of the Company and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V thereto and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for the **re-designation of Mr. Atul Jaggi (DIN: 07263848)**, Managing Director of the Company, as **'Managing Director (Ride Control)'** with effect from July 21, 2026 (immediately on approval of the Board) and for the remainder of his existing term i.e., up to October 17, 2029, on the terms and conditions of appointment as approved by the Members of the Company through postal ballot on January 15, 2025.

RESOLVED FURTHER THAT consequent upon the aforesaid re-designation, Mr. Atul Jaggi shall continue to be designated as Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Act.

RESOLVED FURTHER THAT save and except the change in designation from 'Managing Director' to 'Managing Director (Ride Control)', all other terms and conditions of appointment, including remuneration, perquisites, benefits and other entitlements of Mr. Atul Jaggi as approved by the Members on January 15, 2025, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof authorised for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in connection therewith."

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed, Pune - 410 501, Maharashtra, India

Place: Pune
Date: July 21, 2026

By Order of the Board of Directors

Nilesh Jain
Company Secretary

Notes:

1. MCA vide its General Circular No. 03/2025 dated September 22, 2025, read with circulars issued earlier on the subject ('MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, read with the circulars issued earlier on the subject ('SEBI Circulars'), have permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without physical presence of members at a common venue.

   In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the Listing Regulations, the 64th AGM of the Company is being conducted through Video Conferencing (VC) herein after called as 'e-AGM' on Wednesday, August 19, 2026, at 02:30 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the registered office of the Company situated at 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune - 410 501, Maharashtra, India.

2. The Company has appointed KFin Technologies Limited ('KFintech'), Registrar to an Issue and Share Transfer Agents ("RTA") of the Company, to provide video conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

3. The explanatory statement, pursuant to Section 102 of the Act, setting out material facts relating to the Special Businesses to be transacted at the 64th Annual General Meeting is annexed hereto.

4. Since this AGM is being held virtually the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this e-AGM and hence the proxy form, attendance slip, and route map of e-AGM are not annexed to this notice. Body Corporates should send the Board Resolution passed under Section 113 of the Companies Act 2013, authorising their representative to attend the e-AGM through VC/OAVM and cast their votes through e-voting.

5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.

7. In line with the MCA Circulars, the Notice of the e-AGM and the Annual Report has been uploaded on the website of the Company at https://www.anandgroupindia.com/gabrielindia/. The said documents can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and are also available on the website of KFintech at https://evoting.kfintech.com/. Members are requested to visit the aforesaid websites to access the Notice of the e-AGM and the Annual Report of the Company.

8. The Register of members and Share transfer books of the Company will remain closed from **Thursday, August 13 2026, to Wednesday, August 19, 2026** (both days inclusive).

9. In terms of MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding. Please visit concerned DPs website to know more about the registration process. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

10. Physical copy of the Annual Report shall be sent by the permitted mode to the member who request for the same to the Company at email ID secretarial@gabriel.co.in.

11. Dividend, as may be declared by the members at the AGM, will be paid to those members whose names stand on the Company's Register of Members as on **Wednesday, August 12, 2026**. In respect of shares held in dematerialised form, the dividend will be paid

Notice (Contd.)

on the basis of particulars of beneficial ownership furnished by the Depositories as at the end of business on **Wednesday, August 12, 2026**.

12. SEBI has mandated that with effect from April 01, 2024, dividend to the security holders (holding securities in physical form), shall be paid ONLY through electronic mode. Such payment shall be made only after furnishing PAN, contact details viz: postal address, mobile number and email address or bank account details (bank and branch name, bank account number, IFS code) or specimen signature.

13. Members may note that pursuant to the provisions of the Income-tax Act, 2025, ("the IT Act") dividends paid or distributed by a Company shall be taxable in the hands of members and the Company is required to deduct tax at source ("TDS") at the time of payment of dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to upload the following documents in accordance with the provisions of the IT Act by accessing https://ris.kfintech.com/form15/default.aspx

    For Resident Members, taxes shall be deducted at source (on dividend distributed during financial year 2025-26) in accordance with the applicable provisions of the IT Act relating to deduction of tax at source on dividend income as under,

    - Members having valid PAN - 10% or as notified by the Government of India*
    - Members not having PAN/valid PAN - 20% or as notified by the Government of India*

    (*) However, no tax shall be deducted on the dividend payable to a resident individual if the aggregate dividend paid/payable by the Company to such Member during the relevant financial year does not exceed the threshold prescribed under the IT Act as applicable on the date of payment of dividend.

    Furthermore, no tax shall be deducted in cases where eligible members furnish Form No. 121 prescribed under the Income-tax Act, 2025 and the rules made thereunder, subject to fulfilment. of the prescribed conditions

    Resident Member may also submit any other document/declaration as prescribed under the IT Act for claiming exemption from or lower deduction of tax at source. PAN is mandatory for members furnishing Form No. 121 or any other document/declaration as mentioned above.

    For Non-resident Members, tax shall be deducted at source in accordance with the applicable provisions of the Income Tax Act, 2025, and the rules made thereunder and the applicable provisions of Double Taxation Avoidance Agreement ("DTAA"), if any, at the rates in force.

    The tax shall be deducted at source at the rate prescribed under the IT Act or such a rate as notified by the Government of India on time to time on the amount of dividend payable to the Non-resident Members.

    Non-resident Members may avail the beneficial provisions of the Double Tax Avoidance Agreement (DTAA) entered into between India and the country of tax residence of the member, subject to compliance with the conditions prescribed under the IT Act. In order to avail the benefits under the DTAA, the non-resident Member are required to submit the following documents:

    - Copy of the PAN card allotted by the Indian Income Tax authorities duly self-attested by the member.
    - Copy of Tax Residency Certificate (TRC) covering the financial year 2025-26 obtained from the tax/revenue authorities of the country of tax residence, duly self-attested by member.
    - Self-declaration in Form 10F, if applicable
    - Self-declaration confirming that the Member doesn't not have permanent establishment ("PE") in India in accordance with the applicable DTAA.
    - Self-declaration confirming beneficial ownership of the share and dividend income
    - Such other documents, declaration or information as may be prescribed under the IT Act for claiming treaty benefits, exemption from or lower deduction of tax at source if applicable, duly self-attested by member.

In case of Foreign Institutional Investors ("FPIs")/ Foreign Portfolio Investors ("FIIs"), tax shall be deducted at source in accordance with the applicable provisions of the IT Act, at the rate prescribed thereunder or applicable DTAA subject to fulfilment of the prescribed conditions and submission of the requisite documents by the Member

The aforesaid declarations and documents need to be submitted by the shareholders on or before August 18, 2026. No communication would be accepted from members after this date, regarding the tax withholding matters. Members shall receive Form 16A only at their registered Email id.

Members holding shares in dematerialised form may note that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its RTA, KFintech cannot act on any request received directly from the members holding shares in dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

14. Members holding shares in physical certificate form are requested to notify/send the following to the Company's RTA at the address - KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) (Unit: Gabriel India Limited), Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad Telangana 500 032, or email at einward.ris@kfintech.com or call on 1800 309 4001 (toll free). to facilitate better service:

    a. Any change in their address/mandate/bank details,

    b. Particulars of their bank account, in case the same have not been furnished earlier, and

    c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.

    Members holding shares in dematerialised form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts.

15. Members seeking any information with regard to the Financial Accounts are requested to write to the Company on or before **Monday, August 17, 2026** to the attention of the Company Secretary at secretarial@gabriel.co.in, so as to enable the Company to keep the information ready.

16. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed amount of Final Dividend for the financial year 2017-18 and Interim dividend for the financial year 2018-19 on September 23, 2025, and December 23, 2025, respectively to the Investor Education and Protection Fund established by the Central Government.

    Members who have not encashed their dividend warrants for the financial year ended **March 31, 2019** or any subsequent years are requested to lodge their claim with the Company's RTA, KFintech.

    Further, Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in name of Investor and Protection Fund ("IEPF") and be credited to Demat Account of the Authority. Accordingly, the Company has transferred such shares relevant to unpaid or unclaimed final dividend for the financial year 2017-18 and interim dividend for the financial year 2018-19 to the Demat Account of the Authority. Members are informed that they can recover their shares by approaching IEPF Authority.

17. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026 on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company https://www.anandgroupindia.com/gabrielindia/.

18. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in the Item No. 6 to Item No. 15 above and additional particulars of Director retiring by rotation

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and eligible for appointment/re-appointment pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI (LODR) Regulations, 2015) are mentioned in the **Annexure A,B1, B2 and B3**.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the e-AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **Wednesday, August 19, 2026**. Members seeking to inspect such documents can send an email to secretarial@gabriel.co.in.

20. Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular SEBI/HO/MIRSD/MIRSD PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

    ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

    ISR Form(s) and the supporting documents can be provided by any one of the following modes.

    (i) Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

    (ii) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

    (iii) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

    Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

21. Shareholders holding shares in dematerialised mode are requested to register/update their email address with the relevant Depository Participants.

22. SEBI has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transfer of securities including transmission and transposition. It may be noted that any service request can be processed only after the folio is KYC Compliant.

23. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

24. **Facility for voting (through electronic means):**

Pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be considered at the e-AGM, by electronic means from a place other than venue of the e-AGM ("remote e-voting") and the business may be transacted through such voting. Members are requested to note that remote e-voting is optional.

The cut-off date for determining the eligibility to vote by remote e-voting or in the e-AGM shall be **Wednesday, August 12, 2026**.

The facility of casting vote through remote e-voting shall be provided by Kfin Technologies Limited through their e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolution(s) placed by the Company on e-voting system. The instructions for e-voting are mentioned in this Notice.

The remote e-voting period commences on **Sunday, August 16, 2026 at 9:00 a.m. (IST) and ends on Tuesday, August 18, 2026 at 5:00 p.m. (IST)**. During this period, the members of the Company, holding shares either in physical certificate form or in dematerialised form, as on the aforesaid cut-off date, may opt for remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he/she is already registered with KFintech for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the aforesaid cut-off date.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting for Individual shareholders holding securities in demat mode."

The Company has appointed Ms. Savita Jyoti, Practising Company Secretary as the Scrutiniser for conducting the e-voting process in a fair and transparent manner.

25. **Procedure for Login for E-voting and Attending AGM through VC/OAVM is as under:**

Step 1: Access to depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to K Fintech e-voting system in case of shareholders holding shares in physical form and non-individual Shareholders in demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by listed companies, 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 to access e-Voting facility.

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Step 1:

Login method for Individual shareholders holding securities in Demat mode is given below:

<table>
<tr><th>Type of member</th><th>Login Method</th></tr>
<tr><td>Individual members holding securities in Demat mode with National Securities Depository Limited ("NSDL")</td><td>
B. 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 the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

C. User already registered for IDeAS facility:
I. Open https://eservices.nsdl.com
II. Click on the "Beneficial Owner" icon under 'IDeAS' section.
III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
IV. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.

D. User not registered for IDeAS e-Services:
I. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile.
II. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
III. Proceed with completing the required fields

E. By visiting the e-Voting website of NSDL:
I. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
II. Click on the icon "Login" which is available under Shareholder/Member' section
III. 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.
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
V. 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.
</td></tr>
</table>

Type of member	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("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 to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 an 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. Once 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.

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.co.in or call at 022-48867000
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

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Step 2:

Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode is given below:

I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

i. Initial password is provided in the body of the e-mail.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the correct details, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. **GABRIEL INDIA LIMITED e-AGM**.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at savitajyoti@yahoo.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Gabriel India Limited_ event No.'

xii. 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 https://evoting.kfintech.com/public/Faq.aspx. In case of any queries/ concern/grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).

A. Instructions for all the shareholders for Voting at e-AGM

i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at https://emeetings.kfintech.com by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

iv. Members may join the meeting using headphones for better sound clarity.

v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' during the period starting August 16, 2026 up to, August 17, 2026 Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/, under the "How It Works" tab placed on top of the page.

viii. **Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001**.

26. The Company has appointed Ms. Savita Jyothi, Practicing Company Secretary as the Scrutiniser for conducting the e-voting process in a fair and transparent manner.

27. The scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-voting in the presence of at least two witnesses, not

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in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorised by her in writing who shall countersign the same.

28. The scrutiniser shall submit her report to the Chairperson or a person authorised by her, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website https://www.anandgroupindia.com/gabrielindia/ and on the website of KFintech at https://evoting.kfintech.com and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on **Wednesday, August 19, 2026**.

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed, Pune - 410 501, Maharashtra, India

Place: Pune
Date: July 21, 2026

By Order of the Board of Directors

Nilesh Jain
Company Secretary

ANNEXURE A

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5:

Reappointment of Statutory Auditors

The Members of the Company, at the 59th Annual General Meeting ('59th AGM') held on August 04, 2021 had appointed **Price Waterhouse Chartered Accountants LLP**, Chartered Accountants, having Firm Registration No. 012754N/N500016 (hereinafter referred to as "the Auditors"), as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the said 59th AGM and ending at the conclusion of the 64th AGM of the Company. The present term of the Auditors comes to an end from the conclusion of this AGM.

The Audit Committee of the Board of Directors, at its meeting held on May 27, 2026 has evaluated the performance, independence and eligibility of the Auditors in accordance with the applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and thereafter have recommended to the Board of Directors of the Company for approval of members, the re appointment of **Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016)** as the Statutory Auditors of the Company for **second term of five consecutive years starting from conclusion of this 64th AGM till the conclusion of 69th AGM**.

The proposed fees for the auditors for FY 2026-27 for the Scope of Statutory Audit and Limited Review are **₹ 94 Lacs per annum** (excluding taxes and out-of-pocket expenses which will be billed at actual) and shall be paid in accordance with the terms of appointment as approved by the Board of Directors, based on the recommendation of the Audit Committee.

While making its recommendation, the Audit Committee and the Board of Directors have considered various parameters such as the quality of audit and professional standards demonstrated by the Auditors, their technical competence and industry experience, their understanding of the Company's business and operations, their independence and adherence to statutory and regulatory requirements, as well as their overall performance during the existing tenure, including timely completion of audits and effective engagement with the Audit Committee and management. The Audit Committee and the Board have also taken note that there have been no adverse remarks or qualifications in the audit reports issued by the Auditors during their tenure. Further the proposed re appointment of the Auditors is in accordance with the provisions relating to auditor rotation prescribed under the Companies Act, 2013 and does not impair the independence of the Auditors.

The brief Profile of the Auditor is as under:

Price Waterhouse Chartered Accountants LLP is a part of Price Waterhouse & Affiliates which is one of India's oldest professional services networks with a strong nationwide presence and a purpose of building trust and solving important business problems through professional expertise. The firm provides assurance and audit services, helping organisations navigate regulatory complexities, strengthen transparency, and enhance the reliability of financial reporting. With more than 6,900 staff, over 4,000 Chartered Accountants, and 300+ partners across multiple offices in India, the firm combines deep industry knowledge with technical expertise to support management and boards in addressing complex business challenges. The network emphasises quality, innovation, and technology-driven solutions, while leveraging its global reach and multidisciplinary capabilities to deliver impactful outcomes for clients across industries. In the automotive sector, the firm draws upon the experience of its extensive global assurance practice, enabling it to understand industry-specific risks, financial reporting requirements, and emerging business challenges, thereby delivering responsive, collaborative, and value-driven professional services.

The Auditors have provided their written consent to act as Statutory Auditors of the Company and have also furnished a certificate confirming that they satisfy the criteria laid down under Section 139 and Section 141 of the Companies Act, 2013 and that they are not disqualified from being re appointed as Statutory Auditors under the said Act or the rules made thereunder. The Auditors have further confirmed their compliance with the independence requirements and the restrictions on the provision of non audit services as specified under Section 144 of the Act.

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None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 5** for the approval of members as an **Ordinary Resolution**.

ITEM NO. 6:

Ratification of remuneration payable to Cost Auditors for financial year 2026-27

The Board of Directors at its meeting held on May 27, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm registration No. 00030) as Cost Auditors at a remuneration of ₹ 2,00,000/- plus applicable taxes and out of pocket expenses incurred for conducting the Cost Audit for financial year 2026-27.

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 6** for the approval of members as an **Ordinary Resolution**.

ITEM NO. 7

Alteration of Memorandum of Association

The Board of Directors, as decided in their meeting held on July 21, 2026 intends to create, offer and issue and allot up to 1,44,04,204 (One Crore Forty-Four Lacs Four Thousand Two Hundred and Four) equity shares of the Company having face value of ₹ 1 (Rupee One Only) ("Equity Shares"), at a minimum issue price of ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five and Paise Eighty-Nine Only) per Equity Share and aggregating to ₹ 18,81,03,05,962 (Rupees One Thousand Eight Hundred Eighty-One Crore Three Lacs Five Thousand Nine Hundred and Sixty-Two Only) to Asia Investments Private Limited, Promoter on a preferential basis as per the terms and conditions prescribed under the Companies Act, 2013, the SEBI (ICDR) Regulations and the SEBI Listing Regulations.

To facilitate the preferential issue of Equity Shares as aforesaid it was proposed to increase Authorised Share Capital of the Company from ₹ 18,72,40,000 (Rupees Eighteen Crore Seventy-Two Lacs Forty Thousand Only) classified into 17,72,40,000 (Seventeen Cr. Seventy-Two Lacs Forty Thousand) Equity shares of ₹ 1 (Rupee One Only) each and 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of ₹ 100 (Rupees Hundred Only) each to ₹ 20,16,44,204 (Rupees Twenty Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four only) divided into 19,16,44,204 (Nineteen Crore Sixteen Lacs Forty-Four Thousand Two Hundred and Four) Equity Shares of ₹ 1 (Rupee One Only) each and 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of ₹ 100 (Rupees Hundred Only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. Thus, it requires approval of members in terms of Sections 13 and 61 of the Companies Act, 2013.

The draft Memorandum of Association, which incorporates the proposed alteration is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be made available electronically during the meeting.

The Board of Directors at its meeting held on July 21, 2026 approved the proposal, subject to the approval of members under Section 13 & 61 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 7** for the approval of members as an **Ordinary Resolution**.

ITEM NO. 8

Adoption of new Article of Association

The existing Articles of Association('AOA') of the Company were adopted under the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 and subsequent amendments, it is necessary to align the AOA with the provisions of the Companies Act, 2013 to ensure compliance with the current legal framework and incorporate certain enabling provisions for better governance and operational flexibility.

Accordingly, the Board of Directors proposes to adopt a new set of AOA in substitution for and to the exclusion of the existing AOA. The draft of the new Articles of Association, which incorporates provisions under the Companies Act, 2013, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be made available electronically during the meeting.

The Board of Directors at its meeting held on **July 21, 2026**, approved the proposal, subject to the approval of Members under Section 14 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 8** for the approval of members as a **Special Resolution**.

ITEM NO. 9:

Enhancement of Borrowing limits under Section 180(1)(c) of the Companies Act, 2013

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall exercise the power to borrow money, where the amount to be borrowed together with the monies already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Members by way of a **Special Resolution**.

At the 52nd AGM of the Company held on **August 08, 2014**, the members had approved a Special Resolution authorising the Board to borrow up to ₹ **500 Cr**.

Considering the Company's growth plans (organic and inorganic) and future financial requirements, it is proposed to increase the borrowing limit from ₹ **500 Cr. to ₹ 1,600 Cr. (Rupees One Thousand Six Hundred Cr. only)**. This will enable the Company to raise funds from banks, financial institutions, investors, or any other lenders, including by way of issuance of convertible or non-convertible debentures, commercial papers or other instruments, on such terms and conditions as the Board may deem fit.

The Board of Directors, at its meeting held on July 21, 2026, has approved this proposal, subject to the approval of members by way of a Special Resolution.

The proceeds of the borrowings proposed to be undertaken, pursuant to the above resolution shall be utilised for general corporate purposes in the ordinary course of business of the Company, with a view to augment long term financial resources for its growth and to meet additional working capital requirements to support its operations in the ordinary course of business of the Company, as may be determined by the Board from time to time to fund other strategic acquisitions or investments that may be undertaken by the Company from time to time to facilitate its inorganic growth objectives.

None of the Directors and Key Managerial Personnels of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item No. 9** for the approval of members as a **Special Resolution**.

ITEM NO. 10

Creation of Charges on the assets of the Company

The provisions of Section 180(1) (a) of the Companies Act, 2013 ('Act') provides that the Board can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

1. Explanation to section 180(1)(a) of the Act states that the meaning of an 'undertaking' shall mean an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.
2. Explanation to section 180(1)(a) of the Act states that the meaning of 'substantially the whole of the undertaking' in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In view of the transactions for proposed acquisition and given the Company's proposed financing pursuant to the transaction as detailed above, the Company may be required to create pledge, hypothecation/mortgages and/or charges on all or any of the immovable or movable assets of the Company (present and/or future) in favor of all or any of the financial institutions, banks, lenders, investing agencies, debenture trustees of the Company or its affiliated, other eligible investors or bodies corporate or any other person to secure the repayment(s) of any loan(s) or debenture(s)

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issued or to be issued by the Company.

Hence prior to creation of such pledges, hypothecation/ mortgages and/or charges, consent of the members is sought under section 180(1)(a) of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in Item no. 10 for the approval of members as a **Special Resolution**.

ITEM NO. 11

Enhancement of Investments limits under Section 186 of the Companies Act, 2013

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of a special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The current loans and investments of the Company are well within the limits specified under the law. However, in view of the transactions for proposed acquisition, the Company may be required to make investment or to give loan or to extend guarantee/letter of comfort/letter of support/ security in connection with loan taken by affiliate/joint venture/associate/subsidiary of the Company or any other body corporate.

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/ guarantee or provide security/letter of comfort/letter of support to other body corporate up to ₹ 4,000 Cr., over and above limits specified under Section 186 of the Companies Act, 2013, as set out at **Item No. 11** of this Notice. It is proposed that the investment activities of the Company shall be carried out in accordance with the Investment Policy of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 11** for the approval of members as a **Special Resolution**.

ITEM NO. 12:

Approval of Material Related Party Transaction with Asia Investments Private Limited, Promoter

Rationale

The Company has to enter into a Share Purchase Agreement with Asia Investments Private Limited Promoter of the Company, for acquisition of 4,81,34,427 (Four Crore Eighty-One Lacs Thirty-Four Thousand Four Hundred Twenty-Seven) fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each of HL Mando Anand India Private Limited (formerly known as Mando Automotive India Private Limited) ('HMAI'/'Target Company'), constituting 28.99% of its total voting share capital, as a part of its strategic objective to strengthen and expand its presence in the automotive component sector. The Target Company, is engaged in the manufacture and sale of automotive systems and components, including steering systems, braking systems and suspension systems (shock absorbers) for passenger vehicles and operates in the automotive components industry.

The acquisition will inter-alia have following benefits:

1. **Access to next-gen products and technologies**: Exposure to strong portfolio of powertrain agnostic products viz. steering systems, brakes and automotive electronics. Further partnership with HL Mando Group create a natural bridge for future collaborations on emerging technologies.
2. **Value Creation to shareholders of Gabriel India**: Addition of high quality business of the Target Company is EPS accretive to Gabriel India, meaningfully strengthening Gabriel India's profitability, cashflow profile in future years.
3. **Expansion of Wallet Share and Manufacturing Footprint**: The acquisition will allow Gabriel India access to marquee domestic and global OEMs. Further localised manufacturing in Chennai with established R&D base strengthens manufacturing base and technological capabilities.
4. Establishes Gabriel India as India's leading automotive component manufacturer to own full stack portfolio viz.

ride comfort products, driveline, transmission, steering systems, safety, automotive electronics.

5. This acquisition firmly reinforces Gabriel India as ANAND Group's preferred and primary vehicle for all automotive investments.

The acquisition is a positive strategic step towards positioning Gabriel India as ANAND Group's growth vehicle and business consolidation platform for the automotive components sector, thereby enhancing long-term stakeholder value.

There exists a shareholder's agreement between HL Mando Corporation, Korea (71.01%) and Asia Investments Private Limited (28.99%). Subsequent to the acquisition, the Target Company shall become an associate of the Company, and the Company shall be deemed to have acceded to, adopted and agreed to be bound by the shareholder agreement entered into between the Target Company and Asia Investments Private Limited; and be treated as a successor to Asia Investments Private Limited under the shareholders agreement. For FY 2024-25, the Target Company reported a turnover of approximately ₹ 5,425 Cr., net worth of ₹ 1,739 Cr., and profit after tax of ₹ 388 Cr., with total assets of ₹ 2,759 Cr., the Company's share of which will be reflected in its consolidated financial statements under the equity method.

In accordance with the Regulation 23 (2) of the SEBI Listing Regulations all related party transactions and subsequent material modifications requires prior approval of the Audit Committee.

The Audit Committee at its meetings held on February 03, 2026 and July 21, 2026 had granted omnibus approval for routine transactions proposed to be entered into with Asia Investments Private Limited during FY 2026-27.

In addition to the approval granted by the Audit Committee under Regulation 23 (3) of the SEBI Listing Regulations, as mentioned hereinabove, the Audit Committee at its meeting held on July 21, 2026 had also considered the resolution as set out in **Item No. 12** of the Notice of AGM in relation to the Material Related Party transactions which the Company shall enter into with Asia Investments Private Limited, the Promoter of the Company, to enter into, carry out, modify or continue contracts, arrangements and transactions (whether existing or new, and whether individually or taken together), for the proposed acquisition of 4,81,34,427 equity shares of HL Mando Anand India Private Limited for an aggregate consideration of up to ₹ 2,231.03 Cr., other costs in relation to such acquisition, and transactions other than the proposed acquisition carried on in the ordinary course of business, such that the total amount of such transactions does not exceed ₹ 2,234 Cr. (Rupees Two Thousand Two Hundred Thirty Four Crore Only) during the FY 2026-27. The transactions shall be completed within a period allowed as per the provisions of the Regulation 23 (4) of the SEBI Listing Regulations.

A Statement containing all the necessary disclosures, including the information required to be disclosed to the Audit Committee in accordance with the SEBI Master circular for compliance with the provisions of the SEBI Listing Regulations by listed entities last updated on January 30, 2026 (the Master Circular) read with the Industry Standards on 'Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions' issued vide SEBI Circular dated June 26, 2025 (the RPT Industry Standards) was placed before the Committee.

The information that was placed before the Audit Committee while seeking its approval and before the Board of Directors while seeking its recommendation to shareholders for the proposed material related party transactions of the Company with Asia Investments Private Limited at their meeting held on July 21, 2026, to the extend applicable, is provided as **Annexure B1** of this notice.

Further, a certificate from the Managing Director and the Chief Financial Officer inter-alia confirming that the terms of Related Party Transaction proposed to be entered into are in the interest of the Company was also placed before the Committee at their meeting held on July 21, 2026.

The Committee reviewed the said Statement and the said Certificate and after due consideration approved the Material Related Party transactions to be entered into by the Company with Asia Investments Private Limited from the ensuing 64th AGM to be completed on or before the 65th AGM to be held in FY 2027-28 and recommended to the Board of Directors and the Members the resolution as set out in **Item No. 12** of this notice.

The Board of Directors of the Company at its meeting held on July 21, 2026 considered the above and have recommended to the Members for their approval the resolution as set out in **Item No. 12** of this Notice.

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1. Brief details of the proposed acquisition are as follows:

The Company proposes to acquire 4,81,34,427 equity shares (28.99% stake) of the Target Company as per the structure set out below:

Transferor Company	Nature of consideration	Number of equity shares	Consideration per equity share (₹)	Total Consideration (not exceeding) (₹)
Asia Investments Private Limited (AIPL)	Cash and share swap	4,81,34,427	463.50	22,31,03,06,915

The aforesaid consideration shall be discharged by way of (a) issuance and allotment of 1,44,04,204 Equity Shares of Gabriel India to AIPL on a preferential basis at an issue price of ₹ 1,305.89 per equity share, aggregating to ₹ 18,81,03,05,962 and (b) the balance consideration of ₹ 3,50,00,00,953 shall be discharged by way of cash consideration.

The pricing of equity shares of HMAI to be acquired has been determined in accordance with valuation report dated July 21, 2026 issued by independent registered valuers, KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) having its address at Building No. 10, 8th Floor, Tower-C, DLF Cyber City, Phase – II, Gurugram - 122 002, India, and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103) having its address at Level 9, North-West Wing, Senapati Bapat Marg, Dadar (W), Mumbai - 400028, India, using internationally accepted valuation methodologies.

2. Details of Valuation Methodology

The consideration for the Proposed Acquisition has been determined on the basis of an independent valuation exercise carried out jointly by KPMG Valuation Services LLP and BDO Valuation Advisory LLP, both being IBBI Registered Valuers. The valuation was undertaken on a going-concern basis and on a fair value premise for determining the fair equity share exchange ratio for the acquisition of AIPL's 28.99% stake in HMAI by the Company.

The valuers considered internationally accepted valuation methodologies in accordance with ICAI Valuation Standards and International Valuation Standards, including:

- Discounted Cash Flow (DCF) Method under the Income Approach;
- Comparable Companies Multiple Method (EV/EBITDA) under the Market Approach;
- Market Price Method for valuation of the Company's listed equity shares; and
- Net Asset Value (NAV) Method under the Asset Approach.

Considering the nature of the businesses of both Gabriel India and HMAI as going concerns, primary reliance was placed on the Income Approach (DCF Method) and Market Approach (Comparable Companies Multiple Method). For Gabriel India, the market price methodology prescribed under Regulation 164 of the SEBI ICDR Regulations was also considered. The NAV methodology was evaluated but no weightage was assigned in determining the final exchange ratio, as it was considered of limited relevance for operating businesses being valued on a going-concern basis.

Based on the analysis, the valuers recommended a fair equity share exchange ratio of 355 equity shares of Gabriel India Limited for every 1,000 equity shares of HMAI, which has been approved by the Audit Committee and Board.

Separately, a certificate from Amar Garg & Co., Chartered Accountants confirmed that the floor price for the proposed preferential issue under Regulation 164 of the SEBI ICDR Regulations works out to ₹ 1,305.89 per equity share of Gabriel India, based on the higher of the 90-trading day VWAP and 10-trading day VWAP preceding the relevant date.

3. To give effect to the acquisition, a share purchase agreement is proposed to be entered into between Gabriel India and Asia Investments Private Limited. The Share Purchase Agreement will bind Gabriel India with the terms and conditions of existing Shareholders

Agreement with HL Mando Corporation, Korea, and HMAI as a successor to Asia Investments Private Limited.

4. Material terms of the arrangement

Pursuant to the Share Purchase Agreement ('SPA') proposed to be entered into between the Company and Asia Investments Private Limited the Company proposes to acquire 4,81,34,427 equity shares of HMAI, representing approximately 28.99% of the paid-up equity share capital of HMAI, from Asia Investments Private Limited. The aggregate consideration for the acquisition is ₹ 2,231.03 Cr. and shall be discharged through a combination of preferential allotment of equity shares of the Company to Asia Investments Private Limited and cash consideration.

The completion of the acquisition is subject to receipt of requisite corporate, shareholder and regulatory approvals, including approval of the shareholders of the Company under Regulation 23 of the SEBI Listing Regulations and approval for the preferential issue of equity shares. The transaction is also subject to receipt of approvals and consents required under the existing Shareholders' Agreement governing HMAI.

Upon completion of the acquisition, the Company shall succeed to and assume Asia Investments Private Limited's rights and obligations in relation to the acquired shareholding and shall accede to the existing Shareholders' Agreement governing HMAI. Accordingly, the Company will be entitled to the economic and governance rights attached to the acquired shareholding and will be bound by the terms of such agreement, including customary governance, transfer and shareholder protection provisions applicable to shareholders of HMAI.

The SPA contains customary representations and warranties relating to ownership of the shares, authority and capacity of the parties, transfer of shares free from encumbrances and compliance with applicable laws. The SPA further contains customary provisions relating to completion, confidentiality, costs and dispute resolution. There are no earn-out arrangements, escrow mechanisms or deferred consideration structures proposed under the transaction.

5. Conflict of Interest and Prior Transactions with AIPL during last 3 years

The proposed transaction is a related party transaction with AIPL, the Promoter of the Company. The transaction is proposed to be undertaken in the ordinary course of business and on an arm's length basis, based on the valuation reports of independent registered valuers, and has been approved by the Audit Committee. Save to the extent of their respective shareholding, none of the Directors or Key Managerial Personnel of the Company or their relatives is interested in the transaction, and the related parties shall not vote on the resolution. All transactions of the Company with AIPL are, as a matter of practice, undertaken in the ordinary course of business and on an arm's length basis.

By way of disclosure, the Members may note that a Composite Scheme of Arrangement between, inter alia, AIPL and the Company, was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated May 11, 2026. The said Scheme is a separate arrangement and is independent of, and unconnected with, the proposed transaction set out in this item.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

None of the Directors and Key Managerial Personnel (of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 12** for the approval of members as an **Ordinary Resolution**.

ITEM NO. 13

To issue and allot securities of the Company on preferential basis

The Board of Directors of the Company, at its meeting held on Tuesday, July 21, 2026, approved issuing and offering to the extent of 1,44,04,204 (One Crore Forty-Four Lacs Four Thousand Two Hundred and Four) fully paid -up equity shares of face value of ₹ 1/- (Rupee One only) each of the Company to Asia Investments Private Limited, the 'Proposed Allotee',

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the Promoter of the Company, by way of a Preferential Issue at an issue price of ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five and Paise Eighty Nine only), being the value per equity share of the Company as per Regulation 164(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations').

In accordance with Regulation 166A (1) of the SEBI ICDR Regulations, if the proposed preferential issue results in a change in control or an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to an allottee or allottees acting in concert, a valuation report from an independent registered valuer will be required for determining the issue price.

As the allotment under the proposed preferential issue would exceed five percent of the post-issue fully diluted share capital of the Company, a valuation report from KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), independent registered valuers, has been obtained.

Further, under Regulation 166A of the SEBI ICDR Regulations, the floor price for the proposed preferential issue shall be the higher of the floor price computed in terms of sub-regulation (1), (2) or (4) of Regulation 164 of the SEBI ICDR Regulations, as applicable, the price determined under the valuation report of the independent registered valuer, or the price determined in accordance with the Articles of Association of the Company, wherever applicable.

Accordingly, the Company has considered an issue price of ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five and Paise Eighty-Nine only) per equity share, being the price determined in terms of Regulation 164(1) of the SEBI ICDR Regulations, as certified by Mr. Amar Nath Garg, Chartered Accountant, M/s. Amar Garg & Co., Chartered Accountants, this being the higher of the applicable floor prices in accordance with the requirements of Regulation 166A of the SEBI ICDR Regulations

The Proposed Allottee is eligible in terms of Regulation 159 of SEBI (ICDR) Regulations to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

In accordance with section 42 and 62 (1) (c) of the Companies Act, 2013 (the 'Act'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 any preferential allotment of Securities needs to be approved by the members by way of a Special Resolution.

In view of the above, approval of the members of the Company is being sought for the offer and issue of 1,44,04,204 equity shares of the Company to Asia Investments Private Limited, as per the resolution as set out in **Item No. 13** of the Notice.

The aforesaid preferential issue of equity shares to the Proposed Allottee, Asia Investments Private Limited (Promoter of the Company), is being made for consideration other than cash, namely as consideration (in part) for the acquisition by the Company of the equity shares of HMAI held by Asia Investments Private Limited, as more particularly described in **Item No. 12** of this Notice. Accordingly**, Item No. 13** is to be read in conjunction with **Item No. 12**, both forming part of the same composite transaction.

The discharge of the consideration for the said acquisition by way of the issue and allotment of equity shares of the Company on a preferential basis will enable the Company to make a strategic investment in HMAI and to obtain the synergistic benefits arising therefrom, for the reasons more particularly set out in **Item No. 12** of this Notice, while conserving the cash resources of the Company, without any material impact on the financial position or liquidity of the Company.

The offer for the proposed allotments shall be made in the prescribed manner as provided in Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014.

Additionally, the proposed preferential issue of equity shares is for non-cash consideration, and no proceeds will be generated from the proposed preferential issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of SEBI (ICDR) Regulations is not applicable

Further, in terms of Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of SEBI (ICDR) Regulations, certain disclosures are required to be made in the Explanatory Statement to the Notice of General Meeting.

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The information as required in respect of the proposed Preferential Issue of Equity Shares is as under:

Sr. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	Preferential allotment of 1,44,04,204 equity shares of ₹ 1 each fully paid-up at a value of ₹ 1,305.89 per share to Asia Investments Private Limited, approved by the board at their meeting held on July 21, 2026
2.	Kinds of securities offered and the price at which security is being offered	1,44,04,204 Equity shares of ₹ 1 each fully paid-up, being allotted an issue price of ₹ 1,305.89 per share
3.	Object of the Issue.	The object of the preferential issue is to enable the Company to discharge, by way of consideration other than cash, the consideration for the acquisition of equity shares of HMAI from Asia Investments Private Limited (Promoter of the Company), in part, as more particularly set out in **Item No. 12** of this Notice. As the equity shares are being issued for consideration other than cash, the Company will not receive any cash proceeds from the preferential issue. This will enable the Company to make investment in HMAI and obtain synergistic benefits, with reasons more particularly set out in **Item No. 12**, without any major impact on the financial status of the Company.
4.	Utilisation of proceeds	Since the preferential issue is for the object as specified above, the aspect of utilisation of proceeds is not applicable.
5.	Total/maximum number of securities to be issued	1,44,04,204 equity shares of ₹ 1 each fully paid-up to Asia Investments Private Limited
6.	The price or price band at/within which the allotment is proposed	₹ 1,305.89
7.	Basis on which the price has been arrived at along with report of the registered valuer	In accordance with Regulation 166A (1) of the SEBI ICDR Regulations, if the proposed preferential issue results in a change in control or an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to an allottee or allottees acting in concert, a valuation report from an independent registered valuer will be required for determining the issue price. As the allotment under the proposed preferential issue would exceed five percent of the post-issue fully diluted share capital of the Company, a valuation report from KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), independent registered valuers, has been obtained.

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Sr. No.	Particulars	Details
		Further, under Regulation 166A of the SEBI (ICDR) Regulations, the floor price for the proposed preferential issue shall be the higher of the floor price computed in terms of sub-regulation (1), (2) or (4) of Regulation 164 of the SEBI ICDR Regulations, as applicable, the price determined under the valuation report of the independent registered valuer, or the price determined in accordance with the Articles of Association of the Company, wherever applicable. Accordingly, the Company has considered an issue price of ₹ 1,305.89 (Rupees One Thousand Three Hundred and Five and Paise Eighty-Nine only) per equity share, being the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, as certified by Mr. Amar Nath Garg, Chartered Accountant, M/s. Amar Garg & Co., Chartered Accountants, this being the higher of the applicable floor prices in accordance with the requirements of Regulation 166A of the SEBI (ICDR) Regulations.
8.	Amount which the Company intends to raise by way of such securities	As the equity shares are being issued for consideration other than cash (i.e. against the transfer of equity shares of HMAI) held by the Proposed Allottee as per **Item No. 12**), the Company will not raise any cash by way of the preferential issue. The aggregate value of the equity shares proposed to be issued is ₹ 18,81,03,05,962 (Rupees One Thousand Eight Hundred Eighty-One Crore Three Lacs Five Thousand Nine Hundred and Sixty-Two Only).
9.	Name and address of valuer who performed valuation	KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115), and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), The copy of said certificate/s may be accessed on the website of the Company at https://www.anandgroupindia.com/wp-content/uploads/2026/07/1-Independent-Valuation-Report.pdf
10.	Relevant date with reference to which the price has been arrived at	July 20, 2026, being the date 30 (thirty) days prior to the date of the AGM at which the special resolution is proposed to be passed, in terms of Regulation 161 of the SEBI (ICDR) Regulations.
11.	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to a member of the Promoter/Promoter Group, namely Asia Investments Private Limited.
12.	Material terms of raising such securities	The securities are raised as a consideration towards the purchase of the equity shares of HMAI from Asia Investments Private Limited.

Sr. No.	Particulars	Details
13.	Principal terms of assets charged as securities	No assets are charged as securities for this purpose
14.	Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer	The preferential issue is being made to a promoter of the Company, being Asia Investments Private Limited. No other promoter, director, key managerial personnel, or senior management shall be subscribing to the offer.
15.	The proposed time within which the allotment shall be completed	The allotment of securities shall be made within 15 days from receipt of approval of members by way of special resolution as per the terms stipulated in Regulation 170 of the SEBI (ICDR) Regulations.
16.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of the Proposed Allottee: Asia Investments Private Limited, Promoter of Gabriel India. Pre-issue shareholding: 7,56,17,079 equity shares (42.67%); post-issue shareholding: 9,00,21,283 equity shares (46.98%) of the post preferential offer capital. Consequent to the preferential issue, the public shareholding of the Company will change from 36.45% to 33.71%, which shall continue to comply with the minimum public shareholding requirement of 25% under the SEBI Listing Regulations
17.	The change in control, if any, in the Company that would occur consequent to the preferential offer;	There is no change in control consequent to the preferential offer.
18.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	No other allotment on preferential basis has been made during the year
19.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.	1. Mrs. Anjali Singh 2. Mr. Jaisal Singh 3. Mrs. Kiran D Anand
20.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	The equity shares are being allotted for consideration other than cash, namely as consideration for the acquisition by the Company of equity shares of HMAI held by the Proposed Allottee, as set out in **Item No. 12** of this Notice. The valuation of such consideration has been carried out by KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103) independent registered valuers, vide valuation report dated July 21, 2026, which report is available on the website of the Company at https://www.anandgroupindia.com/wp-content/uploads/2026/07/1-Independent-Valuation-Report.pdf and for inspection by the members

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Sr. No.	Particulars	Details
21.	The pre issue and post issue shareholding pattern of the Company	Refer table (i)
22.	The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue	Pre-issue shareholding: 7,56,17,079 equity shares (42.67%); post-issue shareholding: 9,00,21,283 equity shares (46.98%) of the post preferential offer capital. There is no change in control consequent to the preferential issue.
23.	The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter	The proposed allottee is a Promoter of the Company, and such status shall continue
24.	The allotment of securities on a preferential basis made pursuant to the special resolution passed pursuant to sub-rule (2)(b) shall be completed within a period of 15 days from the date of passing of the special resolution.	The allotment of securities shall be made within 15 days from receipt of approval of members by way of special resolution as per the terms stipulated in Regulation 170 of the SEBI (ICDR) Regulations.
25.	If the allotment of securities is not completed within 15 days from the date of passing of the special resolution, another special resolution shall be passed for the Company to complete such allotment thereafter.	The allotment of securities shall be made within 15 days from receipt of approval of members by way of special resolution as per the terms stipulated in Regulation 170 of the SEBI (ICDR) Regulations.
26.	The price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than cash, shall be determined on the basis of valuation report of a registered valuer;	The price of the equity shares being issued has been determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations
27.	Where convertible securities are offered on a preferential basis with an option to apply for and get equity shares allotted, the price of the resultant shares pursuant to conversion shall be determined- (i) either upfront at the time when the offer of convertible securities is made, on the basis of valuation report of the registered valuer given at the stage of such offer, or (ii) at the time, which shall not be earlier than thirty days to the date when the holder of convertible security becomes entitled to apply for shares, on the basis of valuation report of the registered valuer given not earlier than sixty days of the date when the holder of convertible security becomes entitled to apply for shares: Provided that the Company shall take a decision on sub-clauses (i) or (ii) at the time of offer of convertible security itself and make such disclosure under sub-clause (v) of clause (d) of sub-rule (2) of this rule.	No convertible securities are being offered on a preferential basis

Sr. No.	Particulars	Details
28.	Where shares or other securities are to be allotted for consideration other than cash, the valuation of such consideration shall be done by a registered valuer who shall submit a valuation report to the Company giving justification for the valuation	The consideration for the allotment being other than cash, the valuation of such consideration (being the equity shares of HMAI proposed to be transferred to the Company by the Proposed Allottee) has been carried out by KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), a registered valuer, who has submitted a valuation report dated July 21, 2026, giving justification for the valuation.
29.	where the preferential offer of shares is made for a non-cash consideration, such non-cash consideration shall be treated in the following manner in the books of account of the Company- (i) where the non-cash consideration takes the form of a depreciable or amortisable asset, it shall be carried to the balance sheet of the Company in accordance with the accounting standards; or (ii) where clause (i) is not applicable, it shall be expensed as provided in the accounting standards.	The non-cash consideration, being equity shares of HMAI, is in the nature of an investment, shall be recorded and carried in the books of account of the Company in accordance with the applicable Accounting Standards.
30.	Lock-In Period & Transferability	The equity shares offered on a preferential basis shall be subject to a lock-in period of 18 months. Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.
31.	Certificate of Practicing Company Secretary	Certificate issued by Mr. Surendra Vyas (Membership No. F9668), Proprietor of S Vyas & Associates, Practicing Company Secretary confirming the compliance with Chapter V and Regulation 163(2) of the SEBI (ICDR) Regulations. The copy of said certificate/s may be accessed on the website of the Company at https://www.anandgroupindia.com/wp-content/uploads/2026/07/2-Pricing-Certificate.pdf

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Sr. No.	Particulars	Details
32.	Other Disclosures/Undertaking	i. The Company, its Promoters and its Directors are not categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorised as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI (ICDR) Regulations is not applicable. ii. Since the Equity Shares have been listed on the recognised stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI (ICDR) Regulations. iii. In terms of the SEBI (ICDR) Regulations, an issuer shall not be eligible to make a preferential issue if any of its promoters or directors is a fugitive economic offender. The Company hereby confirms that none of its Promoters or Directors is a fugitive economic offender, and accordingly, the Company is eligible to make the Preferential Issue. iv. The Proposed Allottee has confirmed that it has not sold or transferred any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date, in accordance with the SEBI (ICDR) Regulations

Table (i) –

Sr. No.	Category	Pre Issue Shareholding		Post-Issue Shareholding	
		Number of Shares held	Percentage (%) of Shareholding	Number of Shares held	Percentage (%) of Shareholding
A.	**Promoters' holding**				
1.	Indian				
	Individual	34,25,338	1.93	34,25,338	1.79
	Bodies corporate/Others	10,92,03,162	61.62	123,607,366	64.50
	Sub-total	11,26,28,500	63.55	11,26,28,500	66.29
2.	Foreign promoters	NIL	NIL	NIL	NIL
	sub-total (A)	11,26,28,500	63.55	1,270,32,704	66.29

Sr. No.	Category	Pre Issue Shareholding		Post-Issue Shareholding	
		Number of Shares held	Percentage (%) of Shareholding	Number of Shares held	Percentage (%) of Shareholding
B.	**Non-promoters' holding**				
1.	Institutional investors (Domestic)	2,26,73,189	12.79	2,26,73,189	11.83
2.	Institutional investors (Foreign)	1,15,35,649	6.51	1,15,35,649	6.02
3.	Non-institution				
	Private corporate bodies	18,64,223	1.05	18,64,223	0.97
	others (including NRIs)	2,85,28,462	16.1	2,85,28,462	14.89
	Sub-total (B)	6,46,01,523	36.45	6,46,01,523	33.71
	Grand Total	17,72,30,023	100	191,634,227	100

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out **in Item No. 13** as **Special Resolution** for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way are concerned or interested, financially or otherwise in the resolution set out at **Item No. 13** of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 14

Appointment of Mr. Mahendra K. Goyal (DIN: 02605616) as Executive Director of the Company and as Group Chief Executive Officer and Managing Director ('Group CEO and MD')

Pursuant to the Composite Scheme of Arrangement (the "**Scheme**") sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") and made effective on May 22, 2026, (i) Anchemco India Private Limited ('**Anchemco**') was amalgamated with Asia Investments Private Limited (AIPL), and (ii) the automotive undertaking of AIPL, comprising Anchemco's fluids business together with AIPL's shareholding in certain joint venture companies, was demerged into Gabriel India Limited (the '**Company**'). Consequent to the implementation of the Scheme, the scale, scope and complexity of the Company's operations have significantly expanded, transforming the Company into a diversified automotive products and solutions enterprise operating across multiple business segments.

In view of the enlarged business operations and to strengthen the leadership structure of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ('**NRC**'), considered it appropriate to augment the executive management of the Company by inducting experienced leadership at the Board level to provide strategic direction, drive growth initiatives and oversee the integration and management of the expanded businesses.

Mr. Mahendra K. Goyal (DIN: 02605616) ('Mr. Goyal') was appointed as a Non-Executive, Non-Independent Director of the Company with effect from October 22, 2024. Mr. Goyal is an accomplished business leader with extensive experience in the automotive industry and has played a significant role in the growth and development of various businesses within the ANAND Group. Considering his rich experience, proven leadership capabilities, deep understanding of the automotive sector and familiarity with the businesses that have become part of the Company pursuant to the Scheme, the Board is of the view that Mr. Goyal is well suited to lead the Company in its next phase of growth.

Accordingly, pursuant to the recommendation of the NRC, the Board of Directors at its meeting held on July 21, 2026 approved, subject to the approval of the Members of the Company, the re-designation of Mr. Goyal from Non-Executive, Non-Independent Director to Executive Director and his appointment as **Group Chief Executive Officer and Managing Director ('Group CEO & MD')** of the Company for a period of five consecutive years commencing from July 21, 2026 (immediately on approval of the Board) and ending on July 20, 2031, liable to retire by rotation. Consequent to such appointment, Mr. Goyal shall also be designated as a **Key Managerial Personnel** of the Company pursuant to Section 203 of the Companies Act, 2013 ('**Act**').

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Brief Profile of Mr. Goyal is as under:

Mr. Mahendra K. Goyal is a Chartered Accountant, Company Secretary, and Cost Accountant, and holds an Advanced Management Programme, Strategic Leadership certificates from the University of Oxford.

He has been associated with the ANAND Group since July 1995 and currently serves as the Group Chief Executive Officer (CEO). He is a Director on the boards of several ANAND companies, serving either as a Board Member or Chairman. He is also a member of the ANAND Executive Board and chairs the ANAND Management Forum.

Mr. Goyal assumed the role of Group CEO in October 2024 and is responsible for the overall performance of the Group, corporate functions, and strategic relationships with joint venture and business partners. He has played a pivotal role in the Group's ongoing transformation initiatives, including Project RISE (a group restructuring by way of Scheme of Arrangement, creating significant and sustainable value for shareholders), subsequent investments, Project Jupiter (a group restructuring by way of acquisition of shares of HL Mando ANAND India Private Limited) and the investment in HL Klemove India Private Limited. Reporting to Group Chairperson Mrs. Anjali Singh, he directly oversees Gabriel India, Dana Anand India, HL Mando Anand India, MAHLE ANAND Filter Systems, MAHLE ANAND Thermal Systems, and Valeo Friction Materials as Chairman or Board Member. Other ANAND Group businesses and corporate functions are managed along with his colleagues on the ANAND Executive Board and the ANAND Management Forum.

A finance professional by qualifications, Mr. Goyal began his career with ANAND in various finance leadership roles, including Controller and CFO positions across multiple Group companies. In 2009, he was appointed Group CFO, where he played a key role in strengthening corporate governance, relationships with joint venture partners, compliance and financial systems.

In 2013, he transitioned into broader business leadership roles and assumed responsibility for several businesses and joint ventures as a Board Member and Chairman. In 2016, he was entrusted with the additional responsibility of Managing Director of Dana Anand, the joint venture with Dana World Trade Corporation. Following ANAND Group's organisational restructuring in 2021, Mr. Goyal assumed the role of Group Co-Chief Operating Officer, while continuing as Managing Director of Dana Anand, Chairman/Director of various Group companies, and overseeing selected corporate functions.

With over 31 years of diverse experience spanning finance, legal, operations, business management, and corporate governance, Mr. Goyal brings deep expertise and leadership to the ANAND Group's growth and transformation journey.

The Company has received from Mr. Goyal his consent to act as Managing Director in Form DIR-2, a declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a director under Section 164 of the Act, and other necessary confirmations and declarations as required under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**').

Further, Mr. Goyal is not debarred from holding the office of director by virtue of any order of Securities and Exchange Board of India or any other such Authority pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited circular with ref. no. NSE/CML/2018/24, dated June 30, 2018.

Additional information in respect of Mr. Goyal, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standard on General Meetings, is attached as **Annexure B2** and forms part of this Notice.

Except Mr. Goyal, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 14** for the approval of members as a **Ordinary Resolution.**

ITEM NO. 15

Re-designation and variation in terms of appointment of Mr. Atul Jaggi (DIN: 07263848) as Managing Director (Ride Control) of the Company

Mr. Atul Jaggi (DIN: 07263848) was appointed as the Managing Director of the Company for a term of five years with effect from October 18, 2024, up to October 17, 2029, and the terms of his appointment, including remuneration, were approved by the Members by way of postal ballot on January 15, 2025.

Pursuant to the Composite Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), which became effective on

May 22, 2026, the business operations of the Company have undergone a significant expansion. Prior to the implementation of the Scheme, the Company was primarily engaged in the ride control business. Following the implementation of the Scheme, the Company has become a diversified automotive products and solutions company with multiple business verticals operating under a unified corporate structure.

In view of the enlarged scale and scope of operations of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has undertaken a review of the leadership and management framework of the Company. As part of such restructuring, it is proposed to clearly define the leadership responsibilities for each business vertical to ensure focused management, operational efficiency and enhanced accountability.

Accordingly, the Board, at its meeting held on July 21, 2026, approved, subject to the approval of the Members, the re-designation of Mr. Atul Jaggi from 'Managing Director' to 'Managing Director – Ride Control' with effect from July 21, 2026, for the remainder of his existing tenure up to October 17, 2029.

The proposed re-designation is intended to reflect Mr. Jaggi's continued leadership and oversight of the Company's suspension/ride control business and does not constitute a fresh appointment. The proposed change is merely a change in designation and role description in line with the revised management structure of the Company.

Except for the aforesaid change in designation, all other terms and conditions of appointment for Mr. Jaggi, including his tenure, remuneration, powers, duties, perquisites and other benefits as approved by the Members on January 15, 2025, shall remain unchanged and continue to be in full force and effect. Mr. Jaggi shall continue to be a Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013.

Brief Profile of Mr. Jaggi:

Mr. Atul Jaggi, aged 50 years, holds a bachelor's degree in mechanical engineering from the Thapar Institute of Engineering and Technology and a Post-Graduate Diploma in Business Administration from IMT Ghaziabad before completing his master's in quality management from BITS Pilani. He is a certified Six Sigma Black Belt and has also completed the Visionary Leader in Manufacturing (VLFM) programme, the prestigious 'Advanced Management Program' from MIT Sloan School of Management, USA; and the Oxford Strategic Leadership Program (OSLP) from the University of Oxford, United Kingdom.

He brings with him a rich and versatile experience of 25 years during which he has worked and led several core functions like Maintenance, Supplier Development, Corporate Quality and Manufacturing Excellence. Over the years, he has been playing a vital role in various Company and Anand Group initiatives including starting the Quality Circle journey to improve people engagement in Gabriel India's plants; being a member of the Anand group's Visionary Task Force to develop and start VSME (Visionary Leader for Small and Medium Enterprise); and the AHPS initiative. He is also a member of the Anand Group Quality Council that works on culture building through implementation of AHQC across the group. He is also a Director on the Board of Dana Anand India Private Limited. In the past, he has also served as Deputy Managing Director of Gabriel India Limited and was the Director on the Boards of Haldex India Private Limited, Faurecia Emissions Control Technologies India Private Limited and Mahale Anand Filters Private Limited.

Under his leadership, Gabriel India's TWBU and CVBU divisions have grown significantly over the last few years, clocking year on year growth significantly ahead of the market. The businesses have won various customer accolades and recognitions at the national and global platforms. He has been able to create a robust business pipeline for both the segments and strong Manufacturing and Quality system practices across the plants.

The Board is of the opinion that the proposed re-designation is in the best interests of the Company and will facilitate effective leadership and management of the Company's diversified business operations.

Additional information in respect of Mr. Jaggi, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is attached as Annexure B3 and forms part of this Notice.

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Except Mr. Jaggi, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in **Item no. 15** for the approval of members as an **Ordinary Resolution**.

ANNEXURE B1:

The necessary disclosures as per the SEBI Master Circular dated HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135) are set out below for the reference of the Members.

Minimum information of the proposed RPT with Asia Investments Private Limited

[in line with the Industry Standards on minimum information to be provided by the management to the Audit Committee and shareholders]

A (1) Basic Details of the related party:

S. No.	Particulars of the information	Party
1.	Name of the related party	Asia Investments Private Limited ('AIPL')
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Investment

A (2). Relationship and ownership of the related party

4.		
a	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise)	AIPL is the Promoter of the Company
b	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
5.		
a	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable (the related party is a private company limited by shares)
b	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	42.67% of the paid-up equity share capital of the Company is held by AIPL

A (3): Details of Previous Transactions with the related party:

S. No.	Particulars of the information	Information provided by the management
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	₹ 24.17 million

S. No.	Particulars of the information	Information provided by the management
7.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 5.21 million
8.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL

A (4): Amount of the proposed Transactions

9.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to ₹ 22,31,03,06,915 (Rupees Two Thousand Two Hundred Thirty-One Crore Three Lacs Six Thousand Nine Hundred and Fifteen Only), being the total consideration for the acquisition of 4,81,34,427 equity shares (28.99%) of HL Mando Anand India Private Limited, to be discharged as to ₹ 18,81,03,05,962 (Rupees One Thousand Eight Hundred Eighty-One Crore Three Lacs Five Thousand Nine Hundred and Sixty-Two Only) by way of preferential allotment of 1,44,04,204 equity shares of the Company at ₹ 1,305.89 per share (Rupees One Thousand Three Hundred and Five and Paise Eighty-Nine Only) and ₹ 3,50,00,00,953 (Rupees Three Hundred and Fifty Crore Nine Hundred and Fifty-Three Only) in cash. Further, certain transactions to be incurred with AIPL in connection with the proposed acquisition and other transactions in the ordinary course of business, including towards re-imbursement of expenses incurred by AIPL for the Company and services, if any, undertaken by the Company from AIPL in the ordinary course of business. The aggregate amount of transaction with AIPL shall be up to ₹ 22,34,00,00,000
10.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes or No)	Yes

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11.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (In Percentage)	Approximately 48% based on proposed transactions of ₹ 22,34,00,00,000 (Rupees Two Thousand Two Hundred Thirty Four Cr. Only) (which includes acquisition of equity shares of HL Mando Anand India Private Limited for an aggregate consideration of ₹ 22,31,03,06,915 and other transactions as mentioned above) and the Company's consolidated turnover (revenue from operations) of ₹ 46,66,93,30,000 (Rupees Four Thousand Six Hundred Sixty-Six Crore Ninety-Three Lacs Thirty Thousand Only) for FY 2025-26.
12.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (In Percentage)	Not applicable (the listed entity is a party to the transaction)
13.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (In Percentage)	Approximately 804.16% proposed transactions of ₹ 22,34,00,00,000 (Rupees Two Thousand Two Hundred Thirty Four Cr. Only) (which includes acquisition of equity shares of HL Mando Anand India Private Limited for an aggregate consideration of ₹ 22,31,03,06,915 and other transactions as mentioned above) and the related party's (AIPL's) turnover of ₹ 2,77,80,40,000 (Rupees Two Hundred Seventy-Seven Crore Eighty Lacs Forty Thousand Only) for FY 2024-25).
14.	Financial performance of the related party for the immediately preceding financial year for FY 2024-25:	Turnover: ₹ 2,778.04 million Profit After Tax: ₹ 1,983.24 million Net worth: ₹ 8,983.56 million

A (5). Basic details of the proposed transaction:

15.	Specific type of the proposed transaction	Acquisition of 48,134,427 equity shares of HL Mando Anand India Private Limited (formerly known as Mando Automotive India Private Limited) having face value ₹ 10 each, representing 28.99% of its paid-up share capital, currently an associate entity of AIPL, from AIPL Further, certain transactions to be incurred with AIPL in connection with the proposed acquisition and other transactions in the ordinary course of business, including towards re-imbursement of expenses incurred by AIPL for the Company and services, if any, undertaken by the Company from AIPL in the ordinary course of business.

16.	Details of each type of the proposed transaction	Acquisition by the Company of 48,134,427 equity shares of HL Mando Anand India Private Limited (formerly known as Mando Automotive India Private Limited) ("HMAI") having face value ₹ 10 each held by Asia Investments Private Limited, at a value of ₹ 463.50 each (Rupees Four Hundred and Sixty-Three and Fifty Paise Only), the consideration for which shall be discharged in the following manner: • By way of issue and allotment of 1,44,04,204 equity shares of the Company having face value of ₹ 1 each fully paid-up to AIPL on a preferential allotment basis, constituting 7.52% of the post-issue paid-up share capital of the Company, at an issue price of ₹ 1,305.89, per equity share aggregating to ₹ 18,81,03,05,962 (Rupees One Thousand Eight Hundred Eighty-One Crore Three Lacs Five Thousand Nine Hundred and Sixty-Two Only); and • The balance consideration of ₹ 3,50,00,00,953 (Rupees Three Hundred and Fifty Crore Nine Hundred and Fifty-Three Only) discharged by way of cash consideration. Further, certain transactions to be incurred with AIPL in connection with the proposed acquisition and other transactions in the ordinary course of business, including towards re-imbursement of expenses incurred by AIPL for the Company and services, if any, undertaken by the Company from AIPL in the ordinary course of business, given that the aggregate amount of transactions entered into with AIPL shall be up to ₹ 22,34,00,00,000.
17.	Tenure of the proposed transaction	Within 1 year of the approval of the shareholders at the AGM i.e. between the ensuing 64th Annual General Meeting up to the 65th Annual General Meeting to be held in financial year 2027-28 as per the provisions of the Regulation 23 (4) of the Listing Regulations
18.	Whether omnibus approval is being sought? (Yes or no)	Yes
19.	Value of the proposed transaction during a financial year.	Up to ₹ 22,34,00,00,000 (Rupees Two Thousand Two Hundred Thirty-Four Cr. Only), to be undertaken during FY 2026-27.
20.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable

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21.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction forms part of an internal reorganisation, under which the 28.99% equity stake in HL Mando Anand India Private Limited (formerly known as Mando Automotive India Private Limited) presently held by AIPL, the Promoter is proposed to be transferred to the Company. The objective is to consolidate the Group's investment in HMAI, a profitable manufacturer of steering, braking and suspension systems, under the listed entity, aligning it with the Company's core automotive-components business and enabling the Company and its public shareholders to participate directly in the value of HMAI. The consideration is to be discharged by way of issue of equity shares of the Company to AIPL on a preferential basis (for consideration other than cash), with the balance in cash, so as to conserve the Company's cash resources. The acquisition is a positive strategic step towards positioning Gabriel India Limited as Anand Group's growth vehicle and business consolidation platform for the automotive components sector, thereby enhancing long-term stakeholder value. The transaction pertaining to re-imbursement of expenses incurred by AIPL for the Company and services or any other transactions whether or not in connection to the proposed acquisition, if any, undertaken by the Company from AIPL are in the normal course of business.
22.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	No promoter/director/key managerial are interested in the transaction, except to the extent of common directorship of Mrs. Anjali Singh. Mrs. Anjali Singh is the whole-time director of the Company and also serves as the director of AIPL. Further, AIPL itself is the promoter of the Company.
23.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes. A valuation report determining the fair value per share of HMAI has been obtained from KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (Registration No. IBBI/RV-E/02/2019/103), independent registered valuers, dated July 21, 2026, and placed before the Audit Committee.
24.	Other information relevant for decision making	Not Applicable

B (3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

25.	Source of funds in connection with the proposed transaction.	In so far as the consideration is discharged by way of issue of equity shares of the Company on a preferential basis, no cash funds are required. The cash component of the consideration shall be met through the Company's internal accruals and/or borrowings from external lenders, the details of which shall be disclosed to the stock exchanges as may be required in due course.
26.	Where any financial indebtedness is incurred to make investment, specify the following:	The Company may fund the cash component and other related transaction costs partially through borrowings from external lenders. Such borrowing, if availed, shall be on an arm's-length basis; the applicable terms, including covenants, tenure, interest rate and repayment schedule, are presently under discussion with the lenders and will be finalised in due course. Since any such borrowing shall be availed from external lenders who are not related parties of the Company, the applicable terms thereof (including interest rate and repayment schedule) do not constitute related party terms, and its disclosure of such terms does not arise.
27.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
28.	Purpose for which funds shall be utilised by the investee company	Not applicable. The proposed transaction is an acquisition of equity shares of HMAI from the related party (secondary acquisition); no funds are being infused into the investee company directly.
29.	Material terms of the proposed transaction	Acquisition by the Company of 4,81,34,427 equity shares (28.99%) of HL Mando Anand India Private Limited from Asia Investments Private Limited, on an arm's length basis, for a consideration discharged by way of preferential allotment of the Company's equity shares (otherwise than in cash) and the balance, if any, in cash, as supported by a registered valuer's report. The acquisition is to be effected through a Share Purchase Agreement between the Company and Asia Investments Private Limited, under which the Company will accede to, and be bound by, the existing Joint Venture Agreement with HL Mando Corporation, Korea as successor to Asia Investments Private Limited.
30.	Latest credit rating of the related party	Nil
31.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Approval of the members of the Company is required for the proposed transaction and the related preferential issue. In-principle approval for preferential allotment of equity shares being allotted, and listing and trading approvals of the Stock Exchanges, are required for the component of the consideration being discharged by way of preferential allotment of equity shares to AIPL. Such approvals shall be obtained in due course.

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ANNEXURE – B2

Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI Listing Regulation.

Mr. Mahendra K. Goyal

Name of Director	Mr. Mahendra K. Goyal
Director's Identification Number (DIN)	02605616
Fathers' Name	Mr. Daulat Ram Goyal
Date of Birth	January 11, 1969
Date of Appointment on Board and total tenure in company	October 22, 2024,
Terms and conditions of Appointment or re-appointment	i. Mr. Mahendra K. Goyal (DIN: 02605616) who was appointed as a non - executive, non-independent director of the Company with effect from October 22, 2024, to be re-designated from non-executive, non-independent director to executive director of the Company with effect from July 21, 2026 (immediately on approval of the Board); ii. Mr. Mahendra K. Goyal to be appointed as the Group Chief Executive Officer and Managing Director ("Group CEO and MD") of the Company for a term of five consecutive years with effect from July 21, 2026 (immediately on approval of the Board) till July 20, 2031, liable to retire by rotation; and iii. Consequent upon such appointment, Mr. Mahendra K. Goyal shall also be designated as a Key Managerial Personnel ("KMP") of the Company in terms of Section 203 of the Act and shall be responsible for the overall supervision of the Company across all its business segments including Joint Ventures, Subsidiaries and Associates companies.
Brief Resume including experience and qualification	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Nature of expertise in specific functional areas;	Finance, Treasury, Corporate Governance, Board and Legal matters
Disclosure of relationships between directors inter-se	Mr. Goyal is not related to any Board members of the Company.
Name of listed entities in which the person holds Directorships along with listed entities from which the person has resigned in the past three years	Mr. Goyal doesn't hold any position of the directorship in any listed entity except this Company.
Name of listed entities in which the person holds Memberships/ Chairmanships of Committees along with listed entities from which the person has resigned in the past three years	Mr. Goyal is a member of the Audit Committee of the Company.
Listed entities from which he has resigned in the past three years	None

Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Number of Board meetings attended during the year.	Two Board meetings were held during the financial year 2026-27. Mr. Goyal attended both the meetings.
Remuneration last drawn	Nil

ANNEXURE – B3

Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI Listing Regulation.

Mr. Atul Jaggi

Name of Director	Mr. Atul Jaggi
Director's Identification Number (DIN)	07263848
Fathers' Name	Mr. Avtar Chand Jaggi
Date of Birth	October 27, 1976
Date of Appointment on Board and total tenure in company	Tuesday, July 21, 2026 (immediately on approval of the Board)
Terms and conditions of Appointment or re-appointment	Mr. Atul Jaggi shall be the Managing Director (Ride Control) from July 21, 2026 (immediately on approval of the Board) until October 17, 2029, being the tenure already approved by the members of the Company on January 15, 2025, by way of postal ballot. Except for the change in designation, all other terms and conditions of appointment of Mr. Atul Jaggi as was approved by the shareholders on January 15, 2025, by way of postal ballot shall remain unchanged
Brief Resume including experience and qualification	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Nature of expertise in specific functional areas;	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Disclosure of relationships between directors inter-se	Mr. Jaggi is not related to any Board members of the Company.
Name of listed entities in which the person holds Directorships along with listed entities from which the person has resigned in the past three years	Mr. Jaggi doesn't hold any position of the directorship in any listed entity except this Company.
Name of listed entities in which the person holds Memberships/ Chairmanships of Committees along with listed entities from which the person has resigned in the past three years	Mr. Jaggi is a member of the Stakeholders' Relationship Committee of the Company.

Notice (Contd.)

Listed entities from which he has resigned in the past three years	None
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Number of Board meetings attended during the year.	Two Board meetings were held during the financial year 2026-27. Mr. Jaggi attended both the meetings.
Remuneration last drawn	FY 2025-26: ₹ 29.82 million