

Bimetal Bearings Limited

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PB No.3772, No.18, RACE COURSE ROAD, COIMBATORE –18
CIN: L29130TN1961PLC004466

Manufacturers of

BIMITE

Thinwall Bearings, Bushings and Thrust Washers

Ref: Sec/1828

2nd December 2025

M/s.BSE Limited,
“P.J.Towers”,
Dalal Street,
Mumbai – 400 001.

/ **Electronic Filing** /

Sirs,

**Dispatch of Postal Ballot notice seeking approval of the share-holders in
connection with the re-appointment of Independent Director**

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In connection with the resolutions passed by the Board of Directors at its meeting held on **14th November 2025** in connection with the re-appointment of **Mrs.Rashmi H.Urdhwareshe** as an Independent Director of the Company for the 2nd (second) term with effect from **9th January 2025**, it has been decided to obtain the approval of the shareholders by passing the necessary special resolutions in this regard.

Further in this connection, the Company had dispatched the Postal Ballot Notice on **1st December 2025** to the members whose names appeared in the Register of Members as on **21st November 2025** (i.e. **cut-off date**) and have submitted their e-mail addresses to the Company / its RTA (M/s.GNSA Infotech Pvt. Ltd., Chennai).

The e-voting period commences on **2nd December 2025 (Tuesday) at 9.00 a.m.** and ends on **31st December 2025 (Wednesday) at 5.00 p.m.** The Board of Directors had appointed Mr.V.R.Sankaranarayanan, Partner, M/s.KSR & Co Company Secretaries LLP as the Scrutinizer for the overall voting process and a copy of the Postal Ballot notice is attached for your records and reference.

Thanks.

For **Bimetal Bearings Limited**



K.Vidhya Shankar

Company Secretary / Compliance Officer



Bimetal Bearings Limited

(CIN: L29130TN1961PLC004466)

Registered Office: "Huzur Gardens", Sembiam, Chennai 600 011

E-mail: vidhyashankar@bimite.co.in / Website: www.bimite.co.in

Tel: (0422) 2221159 / 97902 46890

Notice of Postal Ballot / E-voting

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

Dear Shareholder(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, read with other relevant circulars issued in this regard i.e., General Circular No.09/2023 dated 25th September, 2023, General Circular 09/2024 dated 19th September, 2024 and General Circular No.03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulation, if any, Bimetal Bearings Limited ("the Company") hereby seeks your approval for the special business as considered in the Resolution appended below through Postal Ballot by way of voting through electronic means ("Remote e-voting"). A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolution appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.bimite.co.in.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depositories and the communication of assent / dissent of the Members on the Resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / RTA / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and Shareholders are requested to communicate their assent or dissent through remote e-voting system only. Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 14th November 2025, had appointed Mr. V.R. Sankaranarayanan, Partner, (FCS: 11684), M/s.KSR & Co Company Secretaries LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Company through their website at www.evoting.nsdl.com. Please refer to the instructions for e-voting given hereinafter the proposed Resolution, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time ['IST']) on Tuesday, 2nd December 2025 and ends at 5.00 PM (IST) on Wednesday, 31st December 2025. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Wednesday, 31st December 2025.

The Scrutinizer shall submit his report to the Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.bimite.co.in., National Securities Depository Limited ("NSDL") and the same will be communicated to BSE Limited (BSE) where the equity shares of the Company are listed.

In the event, the Resolution as set out hereunder are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as a special resolution at the General Meeting of the Company and they shall be deemed to have been passed on Wednesday, 31st December 2025, being the last date specified by the Company for remote e-voting.

The Resolution as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting:

Special Business:

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

To accord approval for the re-appointment of Mrs.Rashmi H, Urdhwareshe (DIN 08668140) as an Independent Director of the Company for a period of 3 (Three) years with effect from 9th January 2026.

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, duly recommended by the Nomination and Remuneration committee, Mrs. Rashmi H. Urdhwareshe (DIN 08668140) a non-executive Director of the Company and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his name for the office of director be and is hereby reappointed as an Independent Director for the second term for a period of 3 (Three) years with effect from 9th January, 2026, not liable to retire by rotation".

By Order of the Board
For Bimetal Bearings Limited

Chennai
14th November 2025

K.Vidhya Shankar
Company Secretary

Notes:

1. Members may note that this Postal Ballot Notice has been placed on the Company's website www.bimite.co.in on the website of BSE Limited where the shares of the Company are listed and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 21st November 2025 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
3. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Ltd., by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at vidhyashankar@bimite.co.in to the Registrar and Share Transfer Agent at sta@gnsaindia.com.
 - ii It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. GNSA Infotech (P) Ltd., having its office at "Nelson Chambers", "F-Block", STA Department, No.115, Nelson Manickam Road, Aminthakarai, Chennai 600 029 (Tel: +91 044 - 4296 2025), by following the due procedure.
 - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. GNSA Infotech (P) Limited to enable serving of notices/ documents/ annual reports electronically to their e-mail address.
4. Any query/grievance may please be addressed to Mr.K.Vidhya Shankar, Company Secretary with respect to this Postal Ballot at Email ID: vidhyashankar@bimite.co.in or may contact Ms.Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the email id: evoting@nsdl.com or call NSDL at +91 22 4886 7000.
5. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Wednesday, 31st December, 2025.
6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his/her vote by proxy on Postal Ballot.

Instructions for Voting Through Electronic Means:

- I. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

- ii. The remote e-voting period begins from 9.00 AM (IST) on Tuesday, 2nd December 2025 and ends at 5.00 PM (IST) on Wednesday, 31st December 2025. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 21st November 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Wednesday, 31st December 2025.

**The instructions for Shareholders to vote electronically using NSDL e-Voting system is given hereunder:
How do I vote electronically using NSDL e-Voting system?**

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or log on to https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 the 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. Additionally, there are 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, the 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 the e-Voting page by providing Demat Account Number and Permanent Account Number 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 members (holding shares in demat mode) - Login thro' their depository participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option: Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 e-voting@nsdl.com or call at +91 22 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote(s).
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email is not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period which is 137793 for the resolution which has been listed in the postal ballot notice.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote(s) by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vidhyashankar@bimite.co.in in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the Depositories / Company for procuring user id and password and registration of e mail id for e-voting on the resolution as set out in this notice:

In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

- i. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vidhyashankar@bimite.co.in

- ii. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of Income-Tax PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vidhyashankar@bimite.co.in. If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e., Login method for e-Voting, for Individual Shareholders holding securities in demat mode.

Alternatively, Shareholder / Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Limited, by following the due procedure.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

To accord approval for the re-appointment of Mrs.Rashmi H. Urdhwareshe (DIN: 08668140) as an Independent Director of the Company for a period of 3 (Three) years with effect from 9th January 2026:

Mrs.Rashmi H. Urdhwareshe (DIN: 08668140) was appointed as a Independent Director at the meeting of the Board of Directors held on 9th January 2023 duly recommended by the Nomination and Remuneration Committee for a first term of three years from 9th January 2023 duly approved by the members of the Company on 16th March 2023 by means of passing of resolution(s) through postal ballot. On completion of the first term office as an Independent Director on 8th January 2026, she vacates her office as an Independent Director. Considering her experience and expertise, the Nomination and Remuneration committee at their meeting held on 14th November 2025 had recommended the consideration of her re-appointment as an Independent Director for the 2nd term of 3 (Three) years from 9th January 2026. Further the Board of Directors at its meeting held on 14th November 2025 considered and recommended to the shareholders the re-appointment of Mrs. Rashmi H. Urdhwareshe (DIN: 08668140) as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 9th January 2026 not liable to retire by rotation. Mrs. Rashmi H. Urdhwareshe is qualified to be re-appointed as an Independent Director in terms of Section 149 of the Companies Act, 2013 ("the Act") and has given the requisite declaration confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Details of Mrs. Rashmi H. Urdhwareshe, pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, re-appointment of Mrs. Rashmi H. Urdhwareshe, as an Independent Director for the second term requires the approval of Members of the Company. Accordingly, the approval of the Members by way of passing a special resolution is sought for the re-appointment of Mrs. Rashmi H. Urdhwareshe as an Independent Director.

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

Mrs. Rashmi H. Urdhwareshe holds Master's degree in Electronics and Telecommunication Engineering and several other professional qualifications and carries 40 years of industrial experience and expertise which includes wide range of subjects in the automotive domain. She had served at the top level in the various national / international bodies and contributed greatly to developing automotive safety, emission and fuel efficiency standards. She retired as Director of ARAI (Automotive Research Association of India, Pune) in June 2020. She was honoured with Nari Shakti Puraskar Award in the year 2019 by the Honourable President of India.

The Nomination and Remuneration Committee and the Board of Directors are justified in recommending her re-appointment as she carries invaluable ground-level working experience in the planning, designing and execution of various day-to-day operations relating to the manufacturing and designing of automobile components. Given the changing dynamics of the automobile component industry, her association would be very useful to face the various unending challenges and also the competition faced by the industry. Further she is a member of the following Committees in the Company, viz. Audit Committee, Nomination and Remuneration Committee, Risk Management Committee.

The Company had received a requisite notice from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mrs. Rashmi H. Urdhwareshe as an Independent director for a term of 3 (Three) years from 9th January 2026. The necessary resolution is placed before the members for their consideration and approval. This statement may also be regarded as the necessary disclosure under Clause 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	: Mrs. Rashmi H. Urdhwareshe
Date of Birth	: 20 th December 1959 (65 Years)
Date of first appointment	: 9 th January 2023
Terms & conditions of Appointment	: Re-appointment as an Independent Director for a period of 3 (Three) years commencing from 9 th January 2026.
Details of remuneration	: She shall not draw remuneration from the Company except sitting fees, reimbursement of expenses and profit based commission.
Qualifications & Expertise	: Refer the explanatory statement attached to the Postal Ballot Notice.

Directorships in other Companies:

As an Independent Director in M/s. Uno Minda Limited, M/s. ZF Commercial Vehicles Control Systems India Limited, M/s. Sterling Tools Limited, M/s. Simpson & Company Limited, M/s. Addison & Co. Limited, M/s. Pinnacle Mobility Solution (P) Limited, M/s. Uno Mindarika (P) Limited, M/s. Uno Minda Kyoraku Limited and M/s. Sterling E-Mobility Solutions Limited.
M/s. Pune Knowledge Cluster Foundation (Director)

Details of Committee memberships in other Companies:

Audit Committee:

As member in M/s. Uno Minda Limited, Member, M/s. Sterling Tools Limited, M/s. Simpson & Company Limited, M/s. Addison & Co. Limited and M/s. Pinnacle Mobility Solution (P) Limited.
As Chairman in M/s. Uno Mindarika (P) Limited and M/s. Uno Minda Kyoraku Limited

Stake-holders' Relationship / Investors' Committee:

As member in M/s. ZF Commercial Vehicles Control Systems India Limited.

Nomination and Remuneration Committee:

As Chairman in M/s. Uno Minda Limited, M/s. Uno Mindarika (P) Limited and M/s. Uno Minda Kyoraku Limited

Risk Management Committee:

As Chairman in M/s. ZF Commercial Vehicles Control Systems India Limited.

Corporate Social Responsibility Committee:

As member in M/s. Uno Minda Limited, M/s. ZF Commercial Vehicles Control Systems India Ltd. M/s. Simpson & Company Limited and M/s. Uno Mindarika (P) Limited

Names of listed entities from which a person has resigned in the past three years : Nil

No of meetings of the Board of Directors attended during the financial year : 2 (Two) - 29th May, 2025 & 14th November, 2025.

Shareholding in the Company : Nil

Relationship between Directors : Not related to any Director(s) / KMPs.