

GABRIEL INDIA LIMITED

Registered Office: 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune MH 410501 IN
CIN No. L34101PN1961PLC015735

Email: secretarial@gabriel.co.in | **website:** www.anandgroupindia.com/gabrielindia/

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013,
read with the Companies (Management and Administration) Rules, 2014, each as amended]**

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") as amended, Secretarial Standard-2 on General Meetings (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through e-voting and any other applicable laws and regulations, the following resolution is proposed to be passed by the members of Gabriel India Limited (the "Company") through Postal Ballot by way of voting through electronic means ("E-voting") only.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Savita Jyoti, Practicing Company Secretaries (Membership No.: 3738 | COP No. 1796) or failing her Ms. Trusha Shah (Membership No.: 41022 | COP No. 19908) as the Scrutiniser to conduct the Postal Ballot and E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, Shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Shareholders to cast their votes electronically. The Company has engaged the services of Kfin Technologies Private Limited ("Kfintech"), Registrar and Transfer Agent of the Company to provide E-voting facility.

Shareholders are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this Notice of Postal Ballot ("Notice") to cast their vote electronically.

The E-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of E-voting	Monday, May 22, 2023, at 09:00 a.m. (IST)
End of E-voting	Tuesday, June 20, 2023, at 05:00 p.m. (IST)

Upon completion of the scrutiny of the votes casted through E-voting, the Scrutiniser will submit her report to the Chairperson, or any person authorised by her. The results of the Postal Ballot by way of E-voting shall be announced on or before **Thursday, June 22, 2023**.

SPECIAL BUSINESS:

Appointment of Ms. Mahua Acharya (DIN:03030535) as an Independent Director of the Company.

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

"RESOLVED THAT Ms. Mahua Acharya (DIN: 03030535) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective March 31, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ("Act") read with related Rules (including any modification, amendment or re-enactment thereof) and the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and the Articles of Association of the Company, Ms. Mahua Acharya, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, **for a term of 5 (Five) consecutive years commencing from March 31, 2023 to March 30, 2028 (both days inclusive).**

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."

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act, setting out material facts is appended herein below.
2. In accordance with the provisions of the MCA Circulars and SEBI Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / KFin Technologies Limited, the Company's Registrar and Transfer Agent ("RTA") as on **Friday, May 12, 2023 ("Cut-Off Date")** and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, May 12, 2023
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who

is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note no. 13 of this Notice.
5. The remote e-voting shall commence on **Monday, May 22, 2023, at 9.00 a.m. (IST)** and shall end on **Tuesday, June 20, 2023, at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
6. The Company has appointed Ms. Savita Jyoti, Practicing Company Secretaries (Membership No.: 3738 | COP No. 1796) or failing her Ms. Trusha Shah (Membership No.: 41022 | COP No. 19908) to act as the Scrutiniser, for conducting the Postal Ballot process, in a fair and transparent manner.
7. The Scrutiniser will submit her report to the Chairperson, or any other person authorised by her, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Wednesday, June 21, 2023**, The Scrutiniser's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website: www.anandgroupindia.com/gabrielindia/ and on the website of KFinTech <http://evoting.kfintech.com> immediately after the result is declared by the Chairperson or any other person authorised by her, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Tuesday, June 20, 2023**. Further, Resolution passed by the members through postal ballot are deemed to have

been passed as if they are passed at a General Meeting of the Members.

10. Members may download the Notice from the Company's website; <https://www.anandgroupindia.com/gabrielindia/investors/annual-reports/> or from KFinTech's website <http://evoting.kfintech.com>. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
11. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretarial@gabriel.co.in from their registered e-mail addresses mentioning their names, folio numbers / DP ID and Client ID.

INSTRUCTIONS FOR E-VOTING

13. Process to cast votes through remote e-voting:

I) Login Method for Individual Shareholders holding Shares of the Company in Demat mode:

Type of shareholder	
Individual Shareholders holding Shares of the Company in Demat mode with National Securities Depository Limited (NSDL)	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under the value added services on the panel available on the left hand side. IV. Click on "Active E-voting cycle" option under E-voting. V. Click on company name Gabriel India Limited or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed to complete registration using your DPID/Client ID, mobile number etc. IV. After successful registration, follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. K Fintech. V. On successful selection, you will be redirected to K Fintech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholder	
Individual Shareholders holding Shares of the Company in Demat mode with Central Depository Services (India) Limited (CDSL)	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login</p> <p>or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi / Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>Or https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1 to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech to cast your vote without any further authentication.</p>
Individual Members holding Shares of the Company in Demat mode through their Depository Participants	<p>i. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</p> <p>ii. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-voting feature.</p> <p>iii. Click on options available against the Company's Name: Gabriel India Limited or E-Voting Service Provider – K Fintech and you will be redirected to e-Voting website of K Fintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. S. V. Raju, Deputy Vice President at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

II) Login method for e-Voting for Shareholders other than Individual Shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

(A) Members whose email IDs are registered with the Company / Depository Participants (s) will receive an email from KFintech which includes the details of Evoting Event Number (EVEN), User-ID and Password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily

change your password upon login in for the first time. The new password shall comprise of 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..). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVENT" i.e., '**Gabriel India Limited**'
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

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- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the latest Board

Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email savitajyoti@yahoo.com with a copy marked to einward.ris@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format **"Corporate Name Event No."**

Follow all the instructions at Sr. No. a to l as mentioned in Part A. above, to cast your vote.

By order of the Board of Directors of
Gabriel India Limited

Nilesh Jain
Company Secretary
M. No. F5113

Date: March 30, 2023
Place : Pune

Registered Office:

29, Milestone Village Kuruli
Pune Nasik Highway, Taluk Khed,
Pune, Maharashtra – 410501 (India)
Email: secretarial@gabriel.co.in
Website: www.anandgroupindia.com/gabrielindia/
CIN: L34101PN1961PLC015735

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least half of the Board of Directors of the Company shall consist of Independent Director.

Mr. Aditya Vij, Independent Director of the Company completed two consecutive terms as an Independent Director on March 30, 2023. He is not eligible to be consecutively re-appointed as an Independent Director. It was therefore necessary to appoint one independent director to replace him.

The Board of Directors in their meeting held on March 30, 2023 on the recommendation of Nomination and Remuneration Committee ('NRC'), in accordance with the provisions of Sections 161 of the Companies Act, 2013 ("the Act") and Articles of Association, the Company had appointed Ms. Mahua Acharya (DIN: 03030535) as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from March 31, 2023. Further, pursuant to Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations and subject to member's approval she was appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from March 31, 2023, upto March 30, 2028 (both days inclusive). In the opinion of the Board, she is a person of integrity, fulfills the conditions specified in the Companies Act, 2013, Rules made thereunder and the SEBI Listing Regulations for such appointment and she is independent of the management. She is not liable to retire by rotation.

She is not disqualified from being appointed as director in terms of Section 164 of the Act and has consented to act as a non-executive independent director of the Company. She has submitted a declaration to the Company to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Ms. Mahua Acharya holds a Masters' degree from Yale University. She was the Managing Director and Chief Executive Officer of state-owned energy transition company - Convergence Energy Services Limited of the Government of India. She led electric mobility initiatives for India, and significantly, the largest and most unprecedented electric bus program across the world that yielded prices that are lower than diesel.

She has worked in multiple countries, has two decades of experience in green finance, renewable energy, and carbon markets. She was previously the Assistant Director-General of 29-country intergovernmental agency the Global Green Growth Institute, Seoul. She was previously managing director of a carbon credit-based impact investment business. She is one of the early pioneers of the carbon market – having been at the World Bank in Washington DC in its early days of the carbon markets and the carbon funds business.

She is a cofounder of the Ashoka Centre for a People Centric Energy Transition, co-founder faculty of an executive education program at the Indian Institute of Management, Ahmedabad, serves on the boards of multiple international entities and has appeared on international and Indian listings of women in leadership. She has won 5 awards in the year 2021.

The Board noted that Ms. Mahua's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Ms. Mahua is justified due to the following reasons:

- Ms. Mahua has an extensive leadership experience in both Indian and International corporations.
- Her deep knowledge and expertise in strategy, governance, government / regulatory affairs, finance, marketing, environment, and sustainability.
- Her standing as a leader in the business world.

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Ms. Mahua (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (1) and 164 (2) of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding

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office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Ms. Mahua has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Mahua has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Ms. Mahua and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

Date: March 30, 2023
Place : Pune

Registered Office:

29, Milestone Village Kuruli
Pune Nasik Highway, Taluk Khed,
Pune, Maharashtra – 410501 (India)
Email: secretarial@gabriel.co.in
Website: www.anandgroupindia.com/gabrielindia/
CIN: L34101PN1961PLC015735

The terms and conditions of appointment of Ms. Mahua as an Independent Director would be made available for inspection to the Members on sending a request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at secretarial@gabriel.co.in. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last of remote e-voting.

Except Ms. Mahua Acharya, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at the above Item of the accompanying Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the Board recommends this special resolution for the approval of the Members for the appointment of Ms. Mahua Acharya as an Independent Director of the Company.

By order of the Board of Directors of
Gabriel India Limited

Nilesh Jain
Company Secretary
M. No. F5113

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name	Ms. Mahua Acharya
Director Identification Number	03030535
Father's Name	Mr. Buddha Dev Acharya
Date of Birth	April 30, 1977
Date of Appointment on Board and total tenure in company	March 31, 2023 for a tenure of 5 (five) consecutive years till March 30, 2028
Terms and conditions of Appointment or re-appointment	Ms. Mahua Acharya (DIN: 03030535) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years starting from March 31, 2023 to March 30, 2028
Brief Resume including experience and qualification.	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Expertise in Specific Functional Area	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Directorships held in other Companies along with listed entities from which the person has resigned in the past three years.	Nil
Memberships / Chairmanships of Committees in other Companies along with listed entities from which the person has resigned in the past three years.	NA
Shareholding in Company	NA
Number of Board meetings attended during the year.	NA
Remuneration last drawn	NIL
Relationship with other Directors or Key Managerial Personnel of the Company	Not Related