

GABRIEL INDIA LIMITED

Regd. Add: 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 reenactment(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 Scrutinizer 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 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	09:00 am IST, Tuesday, December 17, 2024
End of E-voting	05:00 pm IST, Wednesday January 15, 2025

Upon completion of the scrutiny of the votes cast through E-voting, the Scrutinizer will submit her report to the Chairperson, or any person authorized by her. The results of the Postal Ballot by way of E-voting shall be announced on or before **Friday, January 17, 2025**.

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. ATUL JAGGI (DIN: 07263848) AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL FOR PAYMENT OF REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013, ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company, Mr. Atul Jaggi (DIN: 07263848) who was appointed as an Additional Director with effect from October 18, 2024 on the Board of the Company and in respect of whom the Company has received the notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Director of the Company.

NOTICE (CONTD.)

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI Listing Regulations and pursuant to the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and such other approvals, permissions and sanctions as may be required, **Mr. Atul Jaggi** (DIN: 07263848), be and is hereby appointment as the **Managing Director** of the Company for a period of **5 (five) years with effect from October 18, 2024 till October 17, 2029** not liable to retire by rotation, on such terms and conditions including remuneration viz. salary, allowances, perquisites, incentives, benefits and amenities as set out hereunder, with the liberty to the Board of Directors (hereinafter referred to as ('the Board') which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to determine, alter or vary the terms and conditions and/or remuneration, subject to the same not exceeding the limit specified under Section 197 read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

- A. Salary and Allowance: -
- (i) Salary:
Not exceeding Rs. 13,68,129/- per month (Basic salary and annual increment therein to be decided by the Board within the above ceiling).
 - (ii) Special Allowance:
As may be decided by the Board of Directors from time to time which shall not attract provident fund, gratuity and superannuation etc.
- B. Perquisites (including allowances) to be paid as per Company's Rule:
- (i) Housing: Furnished / Unfurnished residential accommodation or house rent allowance in lieu thereof
 - (ii) Medical Check up

- (iii) Leave Travel Allowance for MD and his family viz. his spouse, dependent children and dependent parents
 - (iv) Personal Accident Insurance Premium
 - (v) Contribution to Provident Fund, Superannuation Fund / National Pension System and Gratuity
 - (vi) Encashment of leave not availed
 - (vii) Provision of car and telephone facilities upto limit as per Company Policy
 - (viii) Any other benefits, amenities and facilities
- C. Management Incentive Bonus (As per Company's Scheme)
- D. Retention Bonus (As per Company's Scheme)
- E. Special Bonus (As per Company's Scheme)
- F. Mr. Atul Jaggi 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.
- G. Subject to the superintendence, control and direction of the Board, Mr. Atul Jaggi shall exercise and perform such powers and duties as the Board of Directors shall determine from time to time.
- H. 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) of the Company in any financial year, during the term of office of the Managing Director, the remuneration by way of salary, allowances, perquisites, incentives, benefits and amenities shall not, without the approval of the members exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to execute the necessary agreement, if any, with Mr. Atul Jaggi and severally authorized to take all such steps as may be necessary, desirable or expedient and do all other acts, deeds, matters and things necessary to give effect to this resolution.

NOTICE (CONTD.)

2. APPOINTMENT OF MR. MAHENDRA K. GOYAL (DIN 02605616) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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 152 of the Companies Act, 2013 ('the Act'), read with 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, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), as amended, and pursuant to Articles of Association of the Company, **Mr. Mahendra K. Goyal** (DIN: 02605616) who upon recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company in terms of Section 161 of the Act **with effect from October 22, 2024**, by the Board of Directors in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a **Non-Executive, Non-Independent Director** of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

3. APPOINTMENT OF MR. SUBBU VENKATA RAMA BEHARA (DIN: 00289721) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT Mr. Subbu Venkata Rama Behara (DIN: 00289721) who upon recommendation of

the Nomination and Remuneration Committee was appointed as an Additional Director (Non-Executive, Independent) of the Company effective December 14, 2024, 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 pursuant to 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 his 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 (the "SEBI Listing Regulations"), as amended, and pursuant to Articles of Association of the Company, **Mr. Subbu Venkata Rama Behara**, 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 3 (Three) consecutive years commencing from December 14, 2024 to December 13, 2027 (both days inclusive).**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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."

NOTICE (CONTD.)

Notes:

1. The Explanatory Statement and reasons for the proposed Resolutions 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, December 06, 2024 ('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, December 06, 2024**.
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 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. 12 of this Notice.
5. The remote e-voting shall commence on Tuesday, December 17, 2024, at 9.00 a.m. (IST) and shall end on Wednesday, January 15, 2025, at 5.00 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 Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. The Scrutinizer will submit her report to the Chairperson, or any other person authorized by her, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Friday, January 17, 2025**. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer'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 authorized 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. **Wednesday January 15, 2025**. Further, Resolutions 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.

NOTICE (CONTD.)

INSTRUCTIONS FOR E-VOTING





12. The details of the process and manner for e-voting are explained herein below:

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.

Step 1:

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode:

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsd.com. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. A new page will open. Enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see evoting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the evoting page will be displayed. Click on company name, i.e. ‘Gabriel India Limited’, or e-voting service provider, i.e. KFintech. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.
	<p>B. Instructions for those Members who are not registered under IDeAS: i. Visit https://eservices.nsd.com for registering.</p> <ol style="list-style-type: none"> Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsd.com/. 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. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein the user can see e-voting page. Click on company name, i.e. Gabriel India Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.
	<p>C. NSDL Mobile App</p> <ol style="list-style-type: none"> Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>

NOTICE (CONTD.)

Type of member	Login Method
Individual members 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 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 eVoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Gabriel India Limited or KFintech. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 48867000
Securities held 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

Step 2:

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from K Fintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p>

NOTICE (CONTD.)

Type of member	Login Method
	<p>i) Launch internet browser by typing the URL: https://evoting.kfintech.com/</p> <p>ii) 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 a member is registered with K Fintech for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii) After entering these details appropriately, click on "LOGIN".</p> <p>iv) Members will now reach the password change Menu wherein they are required to mandatorily change the password. 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 the member to change their password and update their contact details viz. mobile number, email ID etc.</p> <p>On first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v) Members would need to login again with the new credentials.</p> <p>vi) On successful login, the system will prompt the member to select the "EVEN", viz., 'Gabriel India Limited', and click on "Submit".</p> <p>vii) 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, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a 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.</p> <p>viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix) Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>x) A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Gabriel India Limited".</p>

NOTICE (CONTD.)

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced:</p> <ul style="list-style-type: none"> i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com. ii) Alternatively, members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and the e-voting instructions. iii) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
Procedure for Registration of email and Mobile: securities in physical mode	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 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.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ul style="list-style-type: none"> a) Through 'In Person Verification' (IPV): the authorized 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 b) 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. c) 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 For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

NOTICE (CONTD.)

- i. Method for obtaining user id and password for members who have forgotten the User ID and password

members who have forgotten the User ID and password

Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may send an email request to inward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.

Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

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: inward.ris@kfintech.com; 1-800-3094001 (toll free).

By order of the Board of Directors of
Gabriel India Limited

Date : December 08, 2024
Place : Pune

Nilesh Jain
Company Secretary
M. No. F5113

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

NOTICE (CONTD.)

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

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

Item No. 1

Appointment of Mr. Atul Jaggi as Managing Director of the Company and approval of his remuneration

The Board of Directors in their meeting held on July 19, 2024, on the recommendation of Nomination and Remuneration Committee ('NRC') had appointed Mr. Atul Jaggi as an Additional Director w.e.f. October 18, 2024. The Board had also approved his appointment as Managing Director of the Company w.e.f. October 18, 2024 on the remuneration stated in the resolution. The said appointments were subject to the approval of the Members. He is not liable to retire by rotation.

Mr. Atul Jaggi has given the consent to act as a Director of the Company and he is not disqualified to be appointed as a director of the Company as per the provision section 164 of the Companies Act, 2013.

Mr. Atul Jaggi, aged 48 years, holds a Bachelors' 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 Masters 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 26 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 played a vital role in various ANAND Group Companies 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 specialises in culture building through the implementation of AHQC across the Group. He was Deputy Managing Director of Gabriel India Ltd. from May 26, 2021 to February 29, 2024.

He was Managing Director of Mahle ANAND Filter Systems Pvt. Ltd. from March 01, 2024 to October 17, 2024. He is also a Director on the Board of Henkel ANAND India Pvt. Ltd.

Under his leadership, Gabriel India's TWBU and CVBU divisions had grown significantly. The businesses had won various customer accolades and recognitions at the national and global platforms. He was able to create a robust business pipeline for both the segments and strong Manufacturing and Quality system practices across the plants.

Considering Mr. Jaggi's contribution to the growth of the Company during his association with the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 19, 2024, has appointed Mr. Jaggi as Managing Director of the Company for a further period of 5 years effective from October 18, 2024 on terms and conditions including remuneration as set out in the Resolution proposed under this Item of the Notice.

Additional information in respect of Mr. Atul Jaggi, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is attached and forms part of this Notice.

Except Mr. Atul Jaggi, 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. 1 for the approval of members as a Special Resolution.

Item No. 2

Appointment of Mr. Mahendra K. Goyal as Non-Executive Non-Independent Director

The Board of Directors of the Company ('the Board') at the meeting held on October 22, 2024, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Mahendra K. Goyal as an Additional Director (Non-Executive and Non-Independent) of the Company, as set out in the Resolution. He is liable to retire by rotation.

NOTICE (CONTD.)

Mr. Mahendra K. Goyal, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Non-Executive Director of the Company has been received.

Mr. Mahendra K. Goyal is a Chartered Accountant, Company Secretary and Certified Management Accountant with an Advanced Management Programme Certificate from Oxford University.

He has been associated with ANAND Group since July 1995. He is Group President and Chief Executive Officer (CEO) of Anand Group responsible for entire Group performance. He is also a member of the ANAND Executive Board and chairs ANAND Management Forum.

Mahendra is directly overseeing Dana Anand India as Managing Director as well as HL Mando Anand India, MAHLE ANAND Filter Systems, MAHLE ANAND Thermal Systems, and Valeo Friction Materials as Chairman or as a member of the Board. Additionally, he also holds charge of the Group's Human Resources, Business Development (including Aftermarket and Exports), Corporate Materials, and Infrastructure functions. As part of the overall Group Organization Structure, he will be also overseeing Gabriel India as Group CEO.

Mahendra as being finance professional started his career in Anand in various finance roles like controller, CFO of various group companies and rose up to Group CFO in 2009. He has vast experience in the areas of finance, treasury, corporate governance, board and legal matters, among others. As Group CFO he was instrumental in strengthening financial systems, compliances, corporate governance and relations with joint venture partners. In 2013, he moved to business role within Anand and was responsible for many business/joint ventures as Board or Chairman of these companies. In 2016, Mahendra entrusted with additional responsibility of Managing Director of Dana Anand, a joint venture with Dana Incorporation. As part of overall Anand Group organization changes in 2021, Mahendra assumed new role as Group Co Chief Operating Officer while continuing as MD of Dana Anand, Board/Chairman of various group Companies including responsible for corporate functions. Mahendra brings with him overall 30 years of rich experience since he joined Anand in 1995 covering business, operations and finance as his core expertise.

Additional information in respect of Mr. Mahendra K. Goyal, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is attached and forms part of this Notice.

Except Mr. Goyal, 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. 2 for the approval of members as an Ordinary Resolution.

Item No. 3**Appointment of Mr. Subbu Venkata Rama Behara (DIN: 00289721) as Non-Executive Independent Director**

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

Mr. Pradeep Banerjee, Independent Director of the Company completed two consecutive terms as an Independent Director on December 13, 2024. 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.

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, the Board of Directors passed a Resolution by way of Circulation for appointment of Mr. Subbu Venkata Rama Behara (DIN: 00289721) as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from December 14, 2024. 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, he was appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years from December 14, 2024, upto December 13, 2027 (both days inclusive). In the opinion of the Board, he is a person of integrity, fulfills the conditions specified in the Act, Rules made thereunder and the SEBI Listing Regulations for such appointment and he is independent of the management.

He 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. He has submitted a declaration to the Company to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

NOTICE (CONTD.)

Mr. Subbu completed a Masters in Economics from New Delhi's prestigious Jawaharlal Nehru University, and a Post Graduate Diploma in International Trade from the Indian Institute of Foreign Trade, and subsequently joined the Tata Administrative Service in 1977

He was seconded to TELCO (now TATA Motors Ltd) and held a variety of line and staff responsibilities in marketing, sales, after-sales-service, spare parts and retail finance (1978 -1996). He is best known in the India's Commercial Vehicle industry for conceptualizing and successfully introducing the TATA 2213, the first mass produced Heavy Commercial Vehicle, which metamorphosed the trucking industry in India, and later, as a member of a Govt of Delhi committee, helping set what has since become the de-facto standard for low-floor city buses in India.

In 1997 he was part of the team that established Hyundai Motor India, joining initially as Director (Marketing & Sales), and later taking on the role of President of the Company (1997–2006). Mr. Subbu is globally recognized as the strategist responsible for building Hyundai Motor from an unknown name to India's second largest car Company in 6 months; from first car to millionth car in a record breaking eight years; from marginal losses to US\$ 1 billion in cumulative profits in 6 years, and from a minor component exporter to 130,000 cars exports per annum and India's largest manufactured goods exporter in five years.

He manages a boutique strategy consulting firm 'Beyond Visual Range', which is specialized in 'actionable strategy' focused primarily on the automotive, aerospace, defense

and engineering industries and advises some of the world's best known PE funds on these areas.

As an Independent Director, Mr. Subbu presently serves as Chairman of the Board of MTAR Technologies Ltd. and sits on the Board of Directors of KPIT Technologies Ltd.

He has earlier served on the Board of Directors of Proton Holdings Berhad, Malaysia; Lotus Group International, UK; Larsen & Toubro (L&T - MIPC), Mumbai; International Tractors Ltd, New Delhi; Greaves Cotton Ltd, Mumbai; Ampere Vehicles Ltd Bangalore, Sona BLW Precision Forging Ltd (Sona-Comstar), Ola Electric Mobility Pvt. Ltd. and as a member of Governing Board of the Shriram Institute for Scientific & Industrial Research, New Delhi.

Mr. Subbu is the author of "SANTRO - The Car That Built A Company" published by Hachette India.

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

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

- Mr. Subbu has an extensive leadership experience in corporates.
- Rich industry experience in automotive industry.

The names of listed entities where Mr. Subbu holds the directorship position along with the entities from where he has resigned to be a Director in the past three years are as under:

Name of listed entities	Date of appointment	Date of cessation in the previous three years
MTAR Technologies Limited	05/12/2020	-
KPIT Technologies Limited	16/01/2019	-
SONA BLW Precision Forgings Limited	05/07/2019	04/07/2024
Ola Electric Mobility Limited	01/10/2019	03/12/2023
Greaves Cotton Limited	13/08/2020	01/10/2021

The details of the listed entities where Mr. Subbu holds membership of the Committee of the Board of Directors are as under:

Name of Committee	Name of the Company	Designation
Audit Committee	KPIT Technologies Limited	Member
Stakeholders Relationship Committee	KPIT Technologies Limited	Chairman
Audit Committee	MTAR Technologies Limited	Member

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Subbu (i) consent in writing to act as Director in Form DIR-2

NOTICE (CONTD.)

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 he is not disqualified under Section 164 (1) and 164 (2) of the Act, (iii) a declaration to the effect that he 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 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

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

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

The terms and conditions of appointment of Mr. Subbu 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 Mr. Subbu, 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 the resolution set in Item no. 3 for the approval of the members as a Special Resolution for the appointment of Mr. Subbu Venkata Rama Behara as an Independent Director of the Company.

29, Milestone Village Kuruli
Pune Nasik Highway, Taluk Khed,
Pune, Maharashtra – 410501 (India)
By order of the Board of Directors of

Gabriel India Limited

Nilesh Jain

Company Secretary

M. No. F5113

Date : December 08, 2024

Place : Pune

Registered Office:

Email: secretarial@gabriel.co.in

Website: www.anandgroupindia.com/gabrielindia/

CIN: L34101PN1961PLC015735

NOTICE (CONTD.)

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

MR. ATUL JAGGI

Name	Mr. Atul Jaggi
Director Identification Number	07263848
Father's Name	Mr. Avtar Chand Jaggi
Date of Birth	October 27, 1976
Date of Appointment on Board and total tenure in company	October 18, 2024, for a tenure of 5 (five) consecutive years till October 17, 2029
Terms and conditions of Appointment or re-appointment	Appointment of Mr. Atul Jaggi (DIN: 07263848) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years starting from October 18, 2024 till October 17, 2029
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
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	NIL
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	NIL
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

MR. MAHENDRA K. GOYAL

Name	Mr. Mahendra K. Goyal
Director Identification Number	02605616
Father's 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	Appointment of Mr. Mahendra K. Goyal (DIN: 02605616) as a Non-Executive Non-Independent Director of the Company, w.e.f. October 22, 2024, liable to retire by rotation.
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

NOTICE (CONTD.)

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	Nil
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	NIL
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

MR. SUBBU VENKATA RAMA BEHARA

Name	Mr. Subbu Venkata Rama Behara
Director Identification Number	00289721
Father's Name	Mr. Late Yerram Raju Behara
Date of Birth	February 14, 1954
Date of Appointment on Board and total tenure in company	For a term of 3 (Three) consecutive years commencing from December 14, 2024, to December 13, 2027 (both days inclusive)
Terms and conditions of Appointment or re-appointment	Mr. Subbu is appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from December 14, 2024, to December 13, 2027 (both days inclusive)
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
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	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
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	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Shareholding in Company	NIL
Number of Board meetings attended during the year	NIL
Remuneration last drawn	NIL
Relationship with other Directors or Key Managerial Personnel of the Company	Not Related
