

Date: August 16, 2025

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

Sub: Notice of 63rd Annual General Meeting ('AGM') of Gabriel India Limited

Dear Sir/ Madam,

Please find enclosed herewith the Notice of 63rd AGM of the Company, to be held on **Tuesday September 09, 2025 at 02:30 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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

Thanking you,

Yours faithfully,
For Gabriel India Limited

Nilesh Jain
Company Secretary

Encl : a/a
Email id: secretarial@gabriel.co.in

GABRIEL**GABRIEL INDIA LIMITED**

CIN: L34101PN1961PLC015735

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

NOTICE

NOTICE is hereby given that the Sixty Third Annual General Meeting of the members of GABRIEL INDIA LIMITED will be held on Tuesday, September 09, 2025 at 02:30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of Auditors thereon.
3. To declare final dividend for the financial year 2024-25.
4. To appoint a director in place of Mrs. Anjali Singh (DIN: 02082840), who retires by rotation and being eligible, offers herself for re- appointment.

SPECIAL BUSINESSES

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and Companies (Cost Records and Audit) Rules (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune** (Firm registration No. 000030), Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year ending **March 31, 2026**, as recommended by the Audit Committee of the Company and approved by the Board

of Directors of the Company, amounting to ₹ 2,00,000/- plus applicable taxes and out of pocket expenses incurred for conducting the aforesaid audit, be and is hereby ratified and confirmed.

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

6. 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 Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board') the approval of the members be and is hereby accorded for the appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, Mumbai, having firm registration number MU000019250 as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 68th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon by the Board of Directors, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors, in addition to reimbursement

**Notice (Contd.)**

of all out of pocket expenses in connection with the secretarial audit of the Company.

RESOLVED FURTHER THAT the Board of Directors 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."

Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 06, 2023, October 07, 2023, and October 03, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 63rd Annual General Meeting of the Company is being conducted through Video Conferencing (VC) herein after called as 'e-AGM' on Tuesday, September 09, 2025, at 02:30 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the registered office of the Company situated at 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune - 410 501, Maharashtra, India.

1. For this purpose, the Company has appointed KFin Technologies Limited (Formerly known as KFin Technologies Private Limited ('KFinTech'), Registrars and Transfer Agents of the Company, to provide video conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
2. Members entitled can attend the meeting through log in credentials provided to them to connect to video conference. Physical attendance of the members at the

meeting venue is not required. Appointment of proxy to attend and cast vote on behalf of the member is not available. Body Corporates should send the Board Resolution passed under Section 113 of the Companies Act 2013, authorising their representative to attend the e-AGM through VC/OAVM and cast their votes through e-voting.

3. Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
4. For attendance of the members, members logged in to the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA Circulars, the Notice calling the e-AGM has been uploaded on the website of the Company at <https://www.anandgroupindia.com/gabrielindia/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the e-AGM Notice is also available on the website of KFinTech at <https://evoting.kfintech.com/>
6. The Register of members and Share transfer books of the Company will remain closed from **Wednesday, September 03, 2025, to Tuesday, September 09, 2025** (both days inclusive).
7. In terms of MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/ Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the e-AGM is available to those members who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. Physical copy of the Annual Report shall be sent by the permitted mode to the member who request for the same to the Company at email ID secretarial@gabriel.co.in.

Notice (Contd.)

8. Those shareholders who have not yet registered their email address are requested to get their email addresses registered with their concerned DPs, in respect of electronic holding and with the Company / RTA in respect of physical holding. Please visit concerned DPs website to know more about the registration process. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / RTA to enable servicing of notices / documents / Integrated Reports and other communications electronically to their e-mail address in future.
9. Shareholders are also requested to visit the website of the Company <https://www.anandgroupindia.com/gabrielindia/> or the website of KFintech <https://evoting.kfintech.com/> for downloading the Annual Report and Notice of the e-AGM.
10. Dividend, as may be declared by the members at the e-AGM, will be paid to those members whose names stand on the Company's Register of Members as on **Tuesday, September 02, 2025**. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the end of business on **Tuesday, September 02, 2025**.
11. Members may note that the Income Tax Act, 1961, ('the IT Act') as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to upload the following documents in accordance with the provisions of the IT Act by accessing <https://ris.kfintech.com/form15/default.aspx>

For resident shareholders, taxes shall be deducted at source (on dividend distributed during financial year 2024-25) under Section 194 of the IT Act as follows-

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

- (*) However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him / her during the financial year 2025-26 does not exceed ₹ 5,000.

Furthermore, no tax shall be deducted in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.

Resident shareholders / member may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force.

The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- Copy of Tax Residency Certificate (TRC) for the financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty (read with the applicable multilateral instrument).
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

**Notice (Contd.)**

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforesaid declarations and documents need to be submitted by the shareholders on or before **Thursday, August 28, 2025**. No communication would be accepted from members after **Thursday August 28, 2025**, regarding the tax withholding matters. Members shall receive Form 16A only at their registered email id.

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

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

- a. Any change in their address / mandate / bank details,
- b. Particulars of their bank account, in case the same have not been furnished earlier, and
- c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.

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

13. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialized form to eliminate all risks associated

with physical shares and for ease of portfolio management. Members can contact Company or KFinTech for assistance in this regard.

14. Members seeking any information with regard to the financial accounts are requested to write to the Company on or before **Tuesday, September 02, 2025** to the attention of the Company Secretary at secretarial@gabriel.co.in, so as to enable the Company to keep the information ready.
15. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed amount of Final Dividend for the financial year 2016-2017 and Interim dividend for the financial year 2017-2018 on October 02, 2024, and January 10, 2025, respectively to the Investor Education and Protection Fund established by the Central Government.

Members who have not encashed their dividend warrants for the financial year ended **March 31, 2018** or any subsequent years are requested to lodge their claim with the Company's Registrar and Share Transfer Agent, KFinTech.

Further, Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in name of IEPF and be credited to Demat Account of the Authority. Accordingly, the Company has transferred such shares relevant to unpaid or unclaimed final dividend for the financial year 2016-2017 and interim dividend for the financial year 2017-18 to the Demat Account of the Authority. Members are informed that they can recover their shares by approaching IEPF Authority.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 14, 2024 (date of the last AGM) on the website of the Company.

16. Members who hold shares in physical certificate form can nominate a person in respect of all the shares held by them singly or jointly, by providing details to the Share transfer agent of the Company, KFinTech in the prescribed form.

Notice (Contd.)

Members holding shares in dematerialized form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.

17. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in the Item No. 5 & Item No. 6 above and additional particulars of Director retiring by rotation and eligible for appointment /re-appointment pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations) are mentioned in the **Annexure A & B**.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the e-AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of e-AGM, i.e. Tuesday, September 09, 2025. Members seeking to inspect such documents can send an email to secretarial@gabriel.co.in.
19. **Facility for voting (through electronic means):**

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

The cut-off date for determining the eligibility to vote by remote e-voting or in the AGM shall be **Tuesday, September 02, 2025**.

The facility of casting vote through remote e-voting shall be provided by Kfin Technologies Limited through their e-voting platform. In this regard, your Demat

Account / Folio Number has been enrolled by the Company for your participation in remote e-voting on resolution(s) placed by the Company on e-voting system. The instructions for e-voting are mentioned in this Notice.

The Notice of the e-AGM of the Company inter-alia indicating the process and manner of e-voting can be downloaded from the link <https://www.anandgrouppindia.com/gabrielindia/> and <https://evoting.kfintech.com>

The remote e-voting period commences on **Saturday, September 06, 2025 at 9:00 am (IST) and ends on Monday, September 08, 2025 at 05:00 pm (IST)**. During this period, the members of the Company, holding shares either in physical certificate form or in dematerialized form, as on the aforesaid cut-off date, may opt for remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

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

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

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



Notice (Contd.)

20. Procedure for Login for e-Voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by listed companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

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

Individual shareholders holding securities 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. Open https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> I. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. II. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. 3. By visiting the e-Voting website of NSDL: <ol style="list-style-type: none"> I. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. II. Click on the icon "Login" which is available under Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
---	--

Notice (Contd.)

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>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>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



Notice (Contd.)

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

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. **GABRIEL INDIA LIMITED AGM.**
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-

off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at savitajyoti@yahoo.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format Authority Letter_ "Gabriel India Limited".
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

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

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

Notice (Contd.)

- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks.

Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab '**Speaker Registration**' during the period starting **from August 28, 2025 up to September 02, 2025**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. **Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.**

Procedure for Registration of email and Mobile: securities in physical mode

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



Notice (Contd.)

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

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

- 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/default.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 account is being held.

21. The Company has appointed Ms. Savita Jyoti, Practicing Company Secretary as the **Scrutinizer** for conducting the e-voting process in a fair and transparent manner.
22. The scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorized by her in writing who shall countersign the same.
23. The scrutinizer shall submit her report to the Chairperson or a person authorized by her, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website <https://www.anandgroupindia.com/gabrielindia/> and on the website of KFintech at <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on September 09, 2025.

Registered Office:

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

Place: Pune

Date: July 29, 2025

By Order of the Board of Directors

Nilesh Jain

Company Secretary

Notice (Contd.)**ANNEXURE A****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO. 5****Ratification of remuneration payable to Cost Auditors for financial year 2025-26.**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm registration No. 00030) as Cost Auditors at a remuneration of ₹ 2,00,000/- plus applicable taxes and out of pocket expenses incurred for conducting the Cost Audit for financial year 2025-26.

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

There has been increase in the remuneration of the Cost Auditors from ₹ 1,75,000/- plus applicable taxes (approved for the financial year 2024-25) to ₹ 2,00,000/- plus applicable taxes. Their fee has remained unchanged since FY 2020-21. Considering the rise in costs due to inflation over this period, the increase is a reasonable step to ensure fair compensation for the professional services provided.

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. 5 for the approval of members as **an ordinary resolution**.

ITEM NO. 6**Appointment of M/s. Mehta & Mehta as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years**

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the

Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

For the identification of Secretarial Auditor, the Management had initiated the process and had interacted with certain eligible audit firms and assessed them against defined eligibility and evaluation criteria.

The following criteria inter alia were considered for evaluation of Practicing Company Secretary firms capable of conducting audit of the Company:

- Background of the firm, their experience and past associations in handling secretarial audit of listed companies.
- Ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company.

After consideration of the aforesaid parameters the management presented the outcome of the assessment to the Audit Committee of the Board.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommends to the members, the appointment of **M/s. Mehta & Mehta**, Practicing Company Secretaries (Firm Registration No. MU000019250) as the Secretarial Auditor of the Company for a period of five consecutive years from the conclusion of this AGM till the conclusion of 68th AGM to be held in the year 2030, to conduct Secretarial Audit of the Company for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30. The proposed fees for FY 2025-26 for the scope of secretarial audit as per the SEBI requirements is ₹ 1,35,000/- (excluding taxes and out of pocket expenses which will be billed at actual). There is no material change in the fee payable to M/s. Mehta & Mehta from that paid to the outgoing auditor.

Brief Profile of M/s. Mehta & Mehta:

M/s. Mehta & Mehta is a reputed professional services firm with a legacy of over 25 years, founded by Mr. Atul Mehta and Mrs. Dipti Mehta. The firm commenced operations as a practicing company secretaries entity and has since grown into a comprehensive corporate advisory firm, offering integrated and strategic services across multiple domains.



Notice (Contd.)

With a strong foundation in legal and secretarial consultancy, the firm has expanded its scope to include advisory services in corporate governance, regulatory compliance, finance, management consulting, strategic planning, human resources, marketing, operations, and sustainability. This multi-disciplinary approach enables M/s. Mehta & Mehta to deliver tailored, end-to-end solutions that address the evolving needs of modern enterprises.

Headquartered in Worli, Mumbai, the firm maintains a robust pan-India presence through its branch offices located in Navi Mumbai, Pune, Delhi, Kolkata, Hyderabad, Cochin, Vapi, Kolhapur, Bengaluru, Jaipur and Raipur. With its widespread network and deep industry insight position M/s. Mehta & Mehta is a trusted and capable partner for businesses navigating complex regulatory and strategic landscapes.

The firm's unwavering commitment to professional excellence, integrity, and client-focused service continues to reinforce its reputation among stakeholders and within the broader corporate ecosystem.

The firm had satisfactorily answered the questions asked by the management and had demonstrated their capabilities to provide secretarial audit services to the Company. The Firm has also demonstrated its experience of working

with manufacturing companies and listed entities, which is commensurate with our size and nature. The detailed proposal document submitted by the firm in the process clearly brings out their abilities and various other aspects which meet Company's expectations from the secretarial auditor.

M/s. Mehta & Mehta has provided its consent to be appointed as Secretarial Auditors and has confirmed that, if appointed, its appointment, will be in accordance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard. Further they are eligible to be appointed as the Secretarial Auditors and satisfies the conditions mentioned in sub regulation 1(A) and 1(B) of regulation 24(A) of SEBI Listing Regulations.

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

Notice (Contd.)**ANNEXURE – B**

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

Mrs. Anjali Singh

Name of Director	Anjali Singh
Director's Identification Number (DIN)	02082840
Date of Birth	10.08.1981
Date of Appointment as director of the Company	18.09.2014
Qualifications	Bachelors and Master's degree from the prestigious Central Martin's School of Art and Design in London.
Expertise in Functional Area	Business growth, formulation of strategy in various matters including Merger & Acquisitions, future technical tie-ups, long term financial and Human Resource Policies, strengthening of Brand etc.
Relationship with other Board members	Nil
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held	Nil
Listed entities from which she has resigned in the past three years	Nil
Shareholding in the Company	6,41,942 equity shares

**Notice (Contd.)****General Information to Members for KYC Updation**

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

Further relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

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

Members holding shares in electronic form and who have not updated their KYC details are requested to submit the details to their Depository Participants.

Members holding shares in physical mode and who have not updated their KYC details as above are requested to furnish the documents/ details to the Company's RTA at their earliest convenience. Relevant forms for making requests can be downloaded from the website of Company's RTA at: https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd

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

- 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;
- Through hard copies which are self-attested, which can be shared on the address below.

Name	KFin Technologies Limited Unit: Gabriel India Limited
Address	Selenium Building, Tower-B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- 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>