NOTICE

NOTICE IS HEREBY GIVEN THAT The Thirty Fourth Annual General Meeting ('AGM') of Igarashi Motors India Limited will be held on **Friday, August 07, 2026 at 10.00 a.m (IST)** through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2026, and the Reports of the Board of Directors' and Auditor's Report thereon, by way of an **Ordinary Resolution**.

2. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** a Dividend of ₹1.30 /- (Rupees One Rupee and Thirty Paise) per Equity Share of the face value of ₹ 10 each fully paid-up, for the financial year ended March 31, 2026 as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the profits for the year ended March 31, 2026."

3. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Haruo Igarashi, [DIN 08587832], Director**, who retires by rotation at this ensuing Annual General Meeting of the Company, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **Approval for Material Related Party Transactions with Igarashi Electric Works Limited, Japan – operational transaction**

   To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with Igarashi Electric Works Limited, Japan [Subsidiary of Ultimate Holding Company & Promoter] (IEWL) being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise from 34th Annual General Meeting [the date of passing of this resolution] till the date of 35th Annual General Meeting for a period not exceeding fifteen months from August 07, 2026, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), shall not exceed ₹ 950 Crores for Sale of Goods/ Services, Purchase of Goods/ Services, Royalty/ Bundled Fees, Purchase/ sale of Property, Plant and Equipment (PPE), Rendering and receiving Quality Cost, Rendering and availing of management, technical, administrative, and support services for the purpose of business, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company and IEWL.

   RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

5. Approval of Remuneration to Related Party holding Office or Place of Profit

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable Secretarial Standards and the Company's Policy on Related Party Transactions, and subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. C Vignesh, son of Mr. R. Chandrasekaran, Managing Director of the Company, being a related party, who is holding an office or place of profit in the Company as Principal Leader-ERP Application Management, on the following terms:

Remuneration: Which may exceed ₹2,50,000/- per month or such other threshold limits as may be prescribed under applicable laws from time to time.

Components: Basic salary, allowances, perquisites, statutory benefits, and performance-linked incentives/ bonus, as may be determined by the Board / Nomination & Remuneration Committee from time to time.

Tenure: Continuing employment, subject to Company policies and service conditions

RESOLVED FURTHER THAT the Board of Directors (including Audit Committee and Nomination & Remuneration Committee) be and is hereby authorized to review, revise, enhance, alter or vary the remuneration, including increments, incentives, bonus, perquisites and other benefits, based on performance evaluation, industry benchmarks and Company policy, provided that such variations are in compliance with applicable laws from time to time in accordance with Companies HR Policy.

RESOLVED FURTHER THAT the one time approval of the Members be and is hereby accorded notwithstanding that the said transaction(s) may exceed the thresholds prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, including filing of necessary forms, disclosures and returns with stock exchanges and statutory authorities, as may be considered necessary, expedient or desirable to give effect to this resolution."

6. Ratification of remuneration payable to M/s. B Y & Associates, Cost Auditors of the Company for the Financial Year 2026-27

To consider and, if thought fit, to pass 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. B Y & Associates, Cost Accountants, having Firm Registration Number 003498, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 amounting to ₹ 1.50 Lakhs (Rupees One Lakhs Fifty Thousand only) (excluding all taxes and reimbursement of out of pocket expenses) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution."

Place: Chennai
Date: May 21, 2026

By Order of the Board of Directors
For **Igarashi Motors India Limited**

P. Dinakara Babu
Company Secretary and Head HR & FMS
Membership No. A14812

Registered Office:
Igarashi Motors India Limited
Plot No. B-12 to B-15, Phase II,
MEPZ-SEZ, Tambaram,
Chennai- 600 045, India
Phone: +91-44-42298199/ 22628199,
E-mail: investorservices@igarashimotors.co.in
CIN: L29142TN1992PLC021997
Website: www.igarashimotors.com

Notes:

a) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out under Item Nos. 4 and 6 in the Notice is annexed hereto and forms part of this Notice.

b) Pursuant to the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024, No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("Circulars"). in compliance with this Circulars, the 34th AGM of the Company is being held through VC. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

c) Pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. As per the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.

d) Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by uploading CDSL portal or email to investorservices@igarashimotors.co.in with a copy marked to investor@cameoindia.com.

e) In compliance with the Circulars, the Notice of 34th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email.

f) Those Shareholders whose email IDs are not registered, are requested to register their email ID by submitting form ISR-1 to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building" No. 1, Club House Road, Chennai – 600002, Phone: + 91-44-28460390 and by using WISDOM portal https://wisdom.cameoindia.com/

g) The Members can join the 34th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.

h) TDS on Dividend :-

The Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders in accordance with Income-tax Act, 2025 ('the IT Act') effective from April 01, 2026. The withholding tax rate varies depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. The Company shall, therefore, be required to deduct tax at source at the time of making the payment of the dividend, if approved by the Shareholders at the forthcoming AGM. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents on or before **Friday, July, 24, 2026** (upto 5:00 pm) to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

For **resident shareholders**, taxes shall be deducted at source under Section 393(1) of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

i. As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2026-27 does not exceed ₹ 10,000 and also in cases where members provide Form subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members 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 121 or any other document as mentioned above. Form 121 can be downloaded from the weblink: https://investors.cameoindia.com/ to avail the benefit and e-mail to investor@cameoindia.com & investorservices@igarashimotors.co.in by **5.00 p.m (IST) on or before Friday, July 24, 2026**. There is also a provision to upload Form 121 in the web link viz., https://investors.cameoindia.com/ provided by Company's RTA. No communication would be accepted from members **after July 24, 2026** regarding the tax withholding matters..

Declaration under Rule 203

In terms of Rule 203 of the Income Tax Rules, 2026, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules. Rule 203 Declaration. The same can be downloaded from the Company weblink: https://www.igarashimotors.com/investor-list.php?invescatid=34

For **non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 393(2) 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 159 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 FY 2026-27 (covering the period from
- April 1, 2026 to 31, March, 2027) obtained from the revenue authorities of the country of tax residence, duly attested by member
- Shareholders needs to mandatorily provide digital Form 10F covering the period from April 1, 2025 to March 31, 2026
- Self-declaration by the shareholder of having beneficial ownership and no permanent establishment in India in accordance with the applicable tax treaty for the FY 2026-27 in the format can be downloaded from the Company weblink: https://www.igarashimotors.com/investor-list.php?invescatid=34
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of **Foreign Institutional Investors / Foreign Portfolio Investors,** tax will be deducted under Section 393(2) of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by e-mail to investor@cameoindia.com & investorservices@igarashimotors.co.in by **5.00 p.m (IST) on July 24, 2026**. No communication would be accepted from members after **July 24, 2026** regarding the tax withholding matters.

For any additional information, we request you to refer "Communication on TDS on Dividend Distribution" available at the weblink https://www.igarashimotors.com/investor-list.php?invescatid=17

If you need any clarification, in this regard you may contact Mrs. Sofia, Assistant Manager, Cameo Corporate Services Ltd. (+91-44-28460395).

The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 2025. No claim shall lie against the Company for such taxes deducted. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 393(2) of the Income Tax Act at 20% plus applicable Surcharge and Cess.

Shareholders can also check their tax credit in Form 168 from the e-filing account at https://www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on https://www.tdscpc.gov.in

ii. Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA – Cameo Corporate Services Limited, latest by **Friday, July 24, 2026**:

I. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

- ✓ Name of the bank and branch
- ✓ Bank Account number and Type allotted by your Bank after implementation of Core Banking Solutions;
- ✓ 11 digit IFSC Code and
- ✓ 9 digit MICR code

II. Original copy of cheque bearing the name of the Member or first holder, in case shares, are held jointly

III. Self-attested copy of the PAN Card; and

IV. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 34th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during AGM on the date of the 34th AGM will be provided by CDSL

j) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the 34th AGM has been uploaded on the website of the Company at www.igarashimotors.com 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 AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com

k) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to cast their vote by electronic means (i.e. voting electronically from a place other than the venue of the general meeting) on all resolutions set forth in the Notice. The instructions for e-voting are given in **Annexure A**. The instructions for e-voting on the date of 34th AGM are given in **Annexure AA**.

Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the **cut-off date July 31, 2026** may approach the RTA by e-mail sofia@cameoindia.com for issuance of the User ID and Password for exercising their right to vote by electronic means.

l) 34th AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars. Instructions for members for attending the 34th AGM through VC/OAVM are given as **Annexure B**.

m) Register of Members of the Company will remain closed from **August 01, 2026 to August 07, 2026 (both days inclusive)** for the purpose of the final dividend for the financial year ended March 31, 2026 and AGM.

n) Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared in the AGM, will be paid on or after **August 07, 2026** to those members whose names appear on the register of members as on **July 31, 2026 ('Record date')**.

o) Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents

p) Shareholders desiring any information as regards the accounts are requested to write e-mail to investorservices@igarashimotors.co.in on or before **Monday, July 20, 2026**, so as to enable the Company to keep the information ready.

q) Members who have not so far encashed dividend warrant(s) / claimed unpaid dividend for the FY 2018-19, 2019-20, 2020-21, 2022-23, 2023-24, 2024-25, are requested to seek to transfer by writing to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited immediately. Members are requested to note that dividends unclaimed within 7 years from the date of transfer to the Company Un-paid Dividend Account, as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund. Details of unclaimed dividend are available on the Company's website www.igarashimotors.com under the section 'Investor Relations'.

Year	Type of Dividend	Dividend per share (In ₹)	Date of declaration	Due Date for transfer to IEPF	Unpaid / Unclaimed amount (in ₹) as on 31.03.2026
2018-19	Final	4.90	27.09.2019	27.10.2026	8,05,290
2019-20	Final	1.20	17.09.2020	17.10.2027	2,13,437
2020-21	Final	1.50	09.08.2021	08.09.2028	1,60,807
2022-23	Final	1.00	09.08.2023	08.09.2030	87,522
2023-24	Final	1.00	09.08.2024	08.09.2031	1,19,810
2024-25	Final	2.50	08.08.2025	07.08.2032	2,74,219

r) Unclaimed Fractional Bonus Shares Proceeds: The Company had, on November 08, 2018, distributed the sale proceeds of fractional shares arising out of issuance of Bonus Shares, to the eligible Public Shareholders as per their respective fractional entitlements. Fractional entitlements in respect of few shareholders are lying unclaimed with the company. Accordingly, fractional proceeds remaining unclaimed for a period of 7 years have been transferred by the company to the IEPF. The details are available in the website of the Company., www.igarashimotors.com

s) The remote e-voting period **starts on Tuesday, August 04, 2026 at 9.00 am (IST) and ends on Thursday, August 06, 2026 at 5.00 pm (IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **July 31, 2026** may cast their votes electronically.

t) The Company's website is www.igarashimotors.com. Annual Reports of the Company, un-claimed dividend list, and other shareholder communications are made available on the Company's website.

u) All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is investor@cameoindia.com mentioning the Company's name i.e., Igarashi Motors India Limited so as to enable the Company to send the Annual Report and Annual Accounts, Notices and other documents through Electronic Mode to their e-mail address.

v) Our Company's shares are tradable compulsorily in electronic form and through Cameo Corporate Services Limited, Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE188B01013. As on March 31, 2026, 99.75% of our Company's Shares were held in dematerialized form and the rest are in physical form.

To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.

w) We draw your attention to SEBI Circular dated 16th March, 2023 bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, issued in supersession of earlier circulars, whereby SEBI has mandated the following:

- Furnishing of PAN, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities;
- Any service request and complaint shall be entertained only upon registration of the PAN, Bank details and the nomination; and

Nomination:

- After 31st December, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs as mentioned in the respective forms as the earliest.

x) Re-appointment of Director

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings, following information is furnished in respect of Director proposed to be re-appointed as **Annexure 1A**.

y) The Board of Directors appointed M/s. BP & Associates, Company Secretaries, Chennai (prabhakar@bpca.one) as the scrutinizer for conducting e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (e-votes casted during the AGM and votes casted through remote e-voting), within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and will also be displayed on the Company's website www.igarashimotors.com

z) SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17.11.2023 has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). The Company has sent a PAN and KYC update intimation to physical shareholders. Members holding shares in physical form are required to submit their PAN details to the RTA by e-mail to sofia@cameoindia.com. In case of Members are holding shares in physical form, you are advised to convert shareholding into demat form by approaching depository participant.

aa) 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 AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **August 07, 2026**. Members seeking to inspect such documents can send an email to investorservices@igarashimotors.co.in

ab) Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Cameo Corporate Services Ltd. These forms are also available on the Company's website www.igarashimotors.com under Investor Relations section. Members holding shares in dematerialized form should make/update their nomination with their Depository Participants.

ac) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned Members/investors are advised to read the procedure for claiming unpaid amounts and shares from IEPF Authority, which is available in the Company's website www.igarashimotors.com under Investor Relations section or visit the weblink of the IEPF Authority http://iepf.gov.in/IEPF/refund.html for detailed procedure to lodge the claim with IEPF Authority.

ANNEXURE A

CDSL e-Voting System – For Remote e-voting and e-voting during 34th AGM

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **Tuesday, August 04, 2026 at 9.00 am (IST) and ends on Thursday, August 06, 2026 at 5.00 pm (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of July 31, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to e-vote at during the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 in order to access e-Voting facility.

Mobile app :

App Store   Google Play

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi / Easiest are or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/MUFGINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at 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 or click on. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online" for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 1800225533
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Igarashi Motors India Limited > on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; prabhakar@bpca.one and investorservices@igarashimotors.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For **Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@cameoindia.com with a copy to investorservices@igarashimotors.co.in

2. For **Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

ANNEXURE AA

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 34th AGM

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system on **Friday, August 07, 2026**. Shareholders may access the same at www.evotingindia.com.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 34th AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **Monday, July 20, 2026** mentioning their name, demat account number/folio number, email id, mobile number at investorservices@igarashimotors.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by **Monday, July 20, 2026** mentioning their name, demat account number/folio number, email id, mobile number at investorservices@igarashimotors.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

ANNEXURE B

THE INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE 34th AGM THROUGH VC/OAVM

1. The procedure for attending meeting & e-Voting on the day of the 34th AGM is same as the instructions mentioned above for e-voting.

2. Only those shareholders, who are present in the 34th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

Item No. 4 Approval for Material Related Party Transactions (‘RPT’) with Igarashi Electric Works Limited, Japan – operational transactions

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended, any transactions with a related party shall be considered material if the transaction(s) entered into/to be entered into individually or taken together with previous transactions during a financial year exceeds the thresholds prescribed under the SEBI Listing Regulations, i.e., 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the Company, in case of companies having annual consolidated turnover up to ₹20,000 Crores.

Accordingly, such material related party transactions require prior approval of the shareholders by way of an Ordinary Resolution, even if the transactions are in the ordinary course of business and at arm’s length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction (“RPT”) to mean a transaction involving transfer of resources, services or obligations between the listed entity and a related party, regardless of whether a price is charged or not.

Additionally, SEBI vide its circular dated 08th April, 2022 also clarified that “In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders’ approval for material RPTs it has been decided to specify that the members approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months and in case of omnibus approvals for material RPTs, obtained from members in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Given the nature of the industry, the Company works closely with its related parties (including Holding/ Subsidiary/ Fellow Subsidiary Companies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s). 4 is placed for the approval of the Members of the Company.

Your Company seeks approval of the Members of the Company in terms of Regulation 23 of the Listing Regulations, by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions to be entered from 34th Annual General Meeting [the date of passing of this resolution] till the date of 35th Annual General Meeting.

Your Company had obtained approval of the shareholders at the 33rd Annual General Meeting held on August 08, 2025 which is valid until 34th Annual General Meeting. The relevant details of the proposed transactions with the related party of the Company, in accordance with the Industry Standards on "Minimum Information to be Provided to the Audit Committee/Board and Shareholders for Approval of Related Party Transactions" ("RPT Industry Standards") issued by the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and pursuant to the Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, are set out below

Details of the proposed transactions with the related party of the Company, in accordance with the Industry Standards on "Minimum Information to be Provided to the Audit Committee, Board and Shareholders for Approval of Related Party Transactions" ("RPT Industry Standards") issued by the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and pursuant to the applicable provisions of the Companies Act, 2013, are set out below.

Such details have been placed before the Audit Committee, Board, and Shareholders, as applicable, for consideration while seeking prior approval of the proposed Material Related Party Transaction(s) under omnibus approval. Further, the certificate obtained from the Chief Financial Officer (CFO) and the Managing Director, confirming that the proposed transactions are in the interest of the Company, has been reviewed by the Audit Committee and the Board.

A(1).

Basic details of the related party

(All amounts are stated in ₹ Crores)

Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") Date: June 26, 2025	Particulars of the information	Information provided by the management
1.	Name of the related party	Igarashi Electric Works Limited, Japan [IEWL/ Igarashi, Japan]
2.	Country of incorporation of the related party	Japan
3.	Nature of business of the related party	Igarashi Electric Works Limited, Japan [IEWL] is engaged in the business of development, production and supply of compact DC brush motors and geared motors for use in automobile, office equipment, home appliances, electric tools and industrial equipment. Igarashi Japan is the leading supplier of motors used in electronically controlled exhaust system throttle valves, power tailgates and power trunks.

A(2).

Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control2. While calculating indirect shareholding, shareholding held by relatives3shall also be considered.	IEWL being a Subsidiary of Ultimate Holding Company & Promoter. IEWL is holding 12.60% in IMIL. IEWL is holding 89.72% in Agile Electric Sub Assembly Pvt Ltd [AESPL] (Holding Company). AESPL is holding 54.46% in the Company. IEWL is holding 100% of Igarashi Electric Works (H.K) Ltd. [IGHK]. IGHK is holding 7.94% in the Company.

A(3).

Details of previous transactions with the related party

(All amounts are stated in ₹ Crores)

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

S. No.	Nature of Transactions	FY 2024-2025
1	Sale of goods and services	346.91
2	Purchase of goods	3.74
3	Royalty	4.00
4	Rendering and receiving of services and other transactions	0.48

S. No.	Particulars of the information	Information provided by the management
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	285.13
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A(4).

Amount of the proposed transaction(s)

(₹ in Crores)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	950
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	113%* of the annual turnover of the Company as per the last audited financial statements FY 2024-25
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	36.81%
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars (Standalone Basis)	CY 2024-2025
Turnover	285.14
Profit After Tax	207.69
Net worth	678.31
Particulars (Consolidated Basis)	**CY 2024-2025**
Turnover	2,581.03
Profit After Tax	1.26
Net worth	964.16

Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.

A(5).

Basic details of the proposed transaction

(₹ in Crores)

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods/Services - ₹ 700 Purchase of Goods/Services - ₹ 100 Royalty/Bundled Fees - ₹ 20 Purchase/sale of PPE - ₹ 10 Rendering and receiving Quality Cost - ₹ 20 Rendering and availing of management, technical, administrative, and support services - ₹100
2.	Details of each type of the proposed transaction	Sale of Goods/Services - ₹ 700 Purchase of Goods/Services - ₹ 100 Royalty/Bundled Fees - ₹ 20 Purchase/sale of PPE - ₹ 10 Rendering and receiving Quality Cost - ₹ 20 Rendering and availing of management, technical, administrative, and support services - ₹100
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	34th AGM to 35th AGM (Period not exceeding fifteen Months from August 07, 2026)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	During the past three decades, Igarashi group is one of the leading DC Motor suppliers Auto / non-auto applications to Global Tier-1 Customers to their plants spread across worldwide. Your Company gets benefit of Igarashi Group support with trademarks, technological know-how, support services in sales, customer relationship, procurement and other strategic management. Hence IEWL supports the Company in sales, procurement, customer services for a bundled fee making your Company is a reliable, competent supplier of DC Motors to Global Customers. This arrangement is commercially mutually beneficial in meeting competitiveness and customer requirements from time to time. Your company has been obtaining the approvals for material related-party transactions from shareholders periodically, as mandated by the SEBI Listing Regulations. IEWL is promoter of the Company and your Company to use “IGARASHI” trade mark / brand. ONE IGARASHI PROGRAM (“OIP”) was implemented by IEWL in all its global subsidiary companies for standardization of process, policies, documentation and approval process. As part of this program,

S. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Haruo Igarashi, Director of the Company and also on the Board of IEWL. IEWL is holding 12.60% in the Company. IEWL is holding 89.72% in Agile Electric Sub Assembly Pvt Ltd [AESPL] (Holding Company). AESPL is holding 54.46% in the Company. IEWL is holding 100% of Igarashi Electric Works (H.K) Ltd. [IGHK]. IGHK is holding 7.94% in the Company. None of the other directors or KMPs of the Company have any interest in the transaction, whether directly or indirectly

C(6).

Disclosure only in case of transactions relating to payment of royalty

(₹ in Crores)

S. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	
	FY 2022-23	3.62
	FY 2023-24	3.39
	FY 2024-25	4.00
2.	Purpose for which royalty was paid to the related party during the last three financial years. Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	IEWL is promoter of the Company and your Company to use “IGARASHI” trade mark / brand. ONE IGARASHI PROGRAM (“OIP”) was implemented by IEWL in all its global subsidiary companies for standardization of process, policies, documentation and approval process. As part of this program, IEWL charging bundled branding/ fee from all group companies. Your company allocates bundled royalties equivalent to 1.25% of net sales* to IEWL on export sales managed by IEWL.
	a. For use of brand name / trademark	
	b. For transfer of technology know-how	
	c. For professional fee, corporate management fee or any other fee	
	d. Any other use (specify)	
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2022-23	14.97%
	FY 2023-24	14.04%
	FY 2024-25	16.53%
4.	Percentage or Rate at which royalty has increased in the past three years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	0.00%

Peer Comparison:

Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:

5		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	-	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	Based on a review of the audited financial statements and publicly available disclosures of comparable industry peers operating in the automotive components sector, it is observed that specific disclosure of royalty or technical know-how fees for similar purposes is generally not presented as a separate line item. In several cases, such payments are aggregated under broader expense heads such as “technical fees”, “engineering support charges”, or “other operating expenses”. Accordingly, a like-for-like quantitative comparison of royalty payments with industry peers is not feasible. The Company operates in a specialized segment involving the manufacture of automotive components based on proprietary technology, designs, and technical expertize provided by its parent entity. The royalty / technical know-how payments are made pursuant to valid contractual arrangements for the use of such technology, trademarks, and ongoing technical support. However, the Company operates in a specialized segment involving technology transfer from its foreign parentage. In this context, the Company believes that the royalty payments are commensurate with the benefits derived, aligned with industry practices, and are at arm’s length.			
	Annual growth rate of Turnover over last 3 years				

Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:

a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.

b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.

c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.

d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.

Information required under Section 188 Companies Act 2013 read with 12.1.15 of Companies (Meetings of Board and its Powers) Rules, 2014

1	**Nature, Duration and Particulars of the Contract/ Arrangement**	**Particulars:** Ongoing operational transactions in the ordinary course of business at at arm lenth basis
2	**Material Terms of the Contract or Arrangement**	**Key Terms:** - Supply as per purchase orders - Payment terms: [e.g., 60-90 days credit] - Delivery terms: [FOB/CIF/etc.]
3	**Advance Paid or Received**	- Advance, if any: NIL
4	**Manner of Determining Pricing and Other Commercial Terms**	**Pricing Methodology:** - Arm’s length basis - Comparable market prices / cost-plus method **Certification:** - The pricing is comparable to prevailing market rates **Other Terms:** - Standard commercial terms consistent with industry practices

The Audit Committee and Board of Directors of your Company have approved this item in their meetings held on **February 11, 2026** and recommends the resolution No. 4 as set out accompanying notice for the approval of members of the Company as an Ordinary Resolution.

Copies of Agreements / Purchase Orders entered into by the Company with the said related parties which are currently in force are available for inspection by Members on all working days except Saturdays and Public Holidays (between 11.00 a.m and 1.00 p.m.) at the registered Office of the Company upto August 07, 2026 being the date of 34th Annual General meeting.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

No Related Party shall vote to approve such resolutions whether the he/she/ entity is a related party to the particular transaction or not.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval by the members.

Item No. 5 Approval of Remuneration to Related Party holding Office or Place of Profit

The Shareholders are informed that Mr. C. Vignesh, (Aged 33), graduated in Engineering from Anna University and has over 11 years Information Technology experience as tech lead in enterprise application development, ERP implementation and support, digital transformation, and technology-driven business process optimization. He has gained extensive experience working with leading global Indian IT organizations, where he successfully delivered complex enterprise solutions and managed critical technology initiatives across diverse business environments.

Based on the recommendations/approval of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors approved the appointment of Mr. C. Vignesh as Principal Leader – IT ERP Application Management with effect from October 1, 2025, in recognition of his strong technical expertise, leadership capabilities, and significant experience in ERP systems, application development, and enterprize technology management. His professional experience enables him to effectively align technology solutions with business objectives, enhance operational efficiencies, support the Company's long-term strategic initiatives, and strengthen its technology infrastructure to meet evolving business requirements.

Mr. C. Vignesh, son of Mr. R. Chandrasekaran, Managing Director of the Company, is employed with the Company as Principal Leader- ERP Application Management and is therefore a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Board believes that Mr. Vignesh's knowledge and experience will contribute towards strengthening the Company's ERP ecosystem, improving process efficiency, enhancing data-driven decision-making, and fostering innovation across business functions. In addition, his experience in leading technology projects and mentoring teams is expected to further strengthen the Company's internal IT capabilities and support sustainable business growth.

Considering his qualifications, professional experience, responsibilities entrusted to him, and the strategic importance of technology and ERP systems in the Company's operations, the Board, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, is of the view that the proposed remuneration is fair, reasonable, and commensurate with industry standards and the value expected to be derived from his services.

The Shareholders may note that Mr. Vignesh currently holds a middle-level management position in the Company and is drawing remuneration of approximately ~₹1.80 lakhs per month, which is below the threshold prescribed under Section 188(1)(f) of the Companies Act, 2013. However, considering his qualifications, responsibilities, future career progression, performance-based increments, and potential expansion of his role, his remuneration may exceed ₹2,50,000 per month (prescribed limit) or such other limits as may be prescribed under applicable laws from time to time. Accordingly, the one time approval sought under this Resolution is primarily intended to ensure compliance with the requirements of the Companies Act, 2013 and to provide the Company with the necessary flexibility to revise and determine his remuneration in accordance with Company policy, industry benchmarks, performance evaluation, and business requirements without the need to seek repeated shareholder approvals for future revisions, subject to applicable statutory provisions.

Pursuant to Section 188(1)(f) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, one time prior approval of the Members is required where a related party holds an office or place of profit in the Company and the remuneration exceeds the prescribed limits.

The proposed remuneration payable to Mr. C. Vignesh may exceed ₹2,50,000 per month or such other threshold limits as may be prescribed under applicable laws from time to time. The remuneration shall comprise basic salary, allowances, perquisites, statutory benefits, and performance-linked incentives/bonus, as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, in accordance with Company policy and applicable laws.

The employment shall continue subject to the service rules, HR policies, and other applicable policies of the Company.

The Board of Directors (including the Audit Committee and the Nomination and Remuneration Committee) shall be authorized to revise, enhance, alter, or vary the remuneration, including increments, incentives, bonus, perquisites, and other benefits, based on performance evaluation, industry benchmarks, and Company policy from to time.

The relevant particulars of the transaction pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI LODR are set out below:

Details of the proposed transactions with the related party of the Company, in accordance with the Industry Standards on "Minimum Information to be Provided to the Audit Committee, Board and Shareholders for Approval of Related Party Transactions" ("RPT Industry Standards") issued by the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and pursuant to the applicable provisions of the Companies Act, 2013, are set out below.

Such details have been placed before the Audit Committee, Board, as applicable, for consideration while seeking prior approval of the proposed Non-Material Related Party Transaction(s) under omnibus approval.

As the transaction value is below the threshold (₹1 crore), disclosure under Industry Standards on "Minimum Information to be Provided to the Audit Committee" is not required. However, the applicable disclosures and compliances under the Companies Act, 2013 have been detailed below

a) Name of the Related Party and Nature of Relationship

Name of the Related Party: Mr. C Vignesh

Designation: Principal Leader- ERP Application Management

Nature of Relationship: Son of Mr. R. Chandrasekaran, Managing Director of the Company

(b) Nature, Duration and Particulars of Arrangement

Nature: Employment in IT Department (ERP Application Management & new technology development support)

Duration: Ongoing / As per employment terms

Particulars: Development, management, and support of ERP systems and related IT functions of the Company

(c) Material Terms of Employment

Nature of Engagement: Full-time employment

Compensation: May exceed ₹ 2.5 Lakhs per month and currently he is being paid ₹ 1.8 Lakhs per month

Key Terms:

Salary and benefits as per Company HR policy

Performance-based incentives (if applicable)

Standard employment terms applicable to all employees

(d) Advance Paid or Received

Advance, if any: NIL

(e) Manner of Determining Remuneration

Based on Company HR policy, performance and compensation structure, Market benchmarks for ERP/IT developers, Qualifications, Experience skills, and job responsibilities.

The remuneration is at arm's length and consistent with internal employee pay structure

(f) Consideration of Relevant Factors

The Shareholders may note that Mr. Vignesh currently holds a middle-level management position in the Company and is drawing remuneration of approximately ₹1.80 Lakhs per month, which is below the threshold prescribed under Section 188(1)(f) of the Companies Act, 2013. However, considering his qualifications, responsibilities, future career progression, performance-based increments, and potential expansion of his role, his remuneration may exceed ₹2.5 Lakhs per month or such other limits as may be prescribed under applicable laws from time to time. Accordingly, the one time approval sought under this Resolution is primarily intended to ensure compliance with the requirements of the Companies Act, 2013 and to provide the Company with the necessary flexibility to revise and determine his remuneration in accordance with Company policy, industry benchmarks, performance evaluation, and business requirements without the need to seek repeated shareholder approvals for future revisions, subject to applicable statutory provisions.

(g) Other Relevant Information

The Board believes that Mr. Vignesh's knowledge and experience will contribute towards strengthening the Company's ERP ecosystem, improving process efficiency, enhancing data-driven decision-making, and fostering innovation across business functions. In addition, his experience in leading technology projects and mentoring teams is expected to further strengthen the Company's internal IT capabilities and support sustainable business growth. Considering his qualifications, professional experience, responsibilities entrusted to him, and the strategic importance of technology and ERP systems in the Company's operations, the Board, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, is of the view that the proposed remuneration is fair, reasonable, and commensurate with industry standards and the value expected to be derived from his services.

The transaction is undertaken in the ordinary course of business and the remuneration is determined on an arm's length and fair basis.

Mr. R. Chandrasekaran, Managing Director, is interested in the resolution

Except Mr. R. Chandrasekaran, Managing Director, and Mr. C. Vignesh, none of the Directors, Promoter/ Promoter Group members, Key Managerial Personnel of the Company, and their relatives are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the **Ordinary Resolution** set out in Item No. 5 the Notice for approval of the Members.

Item No. 6 To consider and ratify remuneration of Cost Auditor payable for the Financial Year 2026-27

Pursuant to the provisions of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company for its domestic unit in FY2026-27. The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. B Y & Associates, Cost Accountants (Firm Registration No: 003498) as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year(s) ending March 31, 2027 at a remuneration of ₹1.50 Lakhs and reimbursement of out of pocket expenses and taxes as may be applicable to the Cost Auditors as considered and approved by the Board of Directors in their meeting held on May 21, 2026.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval/ratification by the members.

Annexure 1A

Name of the Director	Mr. Haruo Igarashi
DIN	08587832
Category	Non-Executive, Non-Independent Director
Date of Birth	16-12-1967
Age (Years)	58 Years
Nationality	Japan
Date of First appointment on the Board	May 24, 2022
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board.
Qualification	B.A (Business Management & Marketing) University of Phoenix, USA
Expertise in specific functional area	Mr. Haruo Igarashi also has more than two decades of experience serving on the Board of Igarashi Electric Works Ltd., the Promoter of the Company and worked with various Igarashi Group sales entities in the USA, Germany and China. He possesses over three decades of rich and diverse experience in international automotive sales and marketing, general management, strategic planning, supply chain management and organizational development. He has been responsible for leading the global purchasing function of the Igarashi Group across its worldwide operations and has played a significant role in steering the "One Igarashi Program" across various global entities of the Group.
Number of Board Meetings attended	See table below
Terms and Conditions of appointment / Re-appointment	Mr. Haruo Igarashi has been appointed as a Non-Executive, Non-Independent Director of the Company. He shall not be entitled to receive any sitting fees, commission or remuneration from the Company for attending meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
Remuneration last drawn (FY 2025-26) (₹ Lakhs)	NIL
Membership/ Chairmanship of committees of other Boards(excluding foreign, private and Section 8 Companies)	NIL
Shareholding in the Company (No. of shares)	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on March 31, 2026	NIL

Number of Board Meetings attended:

Financial Year	Attendance	
	Board Meetings	AGM
2022-23	4/4	Yes
2023-24	4/4	Yes
2024-25	4/4	Yes
2025-26	4/5	Yes