



NOTICE

The **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of **CIE AUTOMOTIVE INDIA LIMITED ('the Company')** will be held on Wednesday, 29th April, 2026 at 03:30 p.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue, to transact the businesses mentioned below.

The proceedings of the 27th Annual General Meeting ("AGM") shall deem to be conducted at the Registered Office of the Company situated at G Block, Bhosari Industrial Estate, Near BSNL office, Bhosari, Pune - 411026, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. Consideration and adoption of the Audited Financial Statements (along-with Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st December, 2025 along-with the reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2025 along-with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Declaration of Dividend of ₹ 7/- per ordinary Equity Share of the face value of ₹ 10/- each for the financial year ended 31st December, 2025 and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Final Dividend of ₹ 7/- (Seven rupees only) per Ordinary Equity Share of the face value of ₹ 10/- each for the financial year ended 31st December, 2025, as recommended by the Board of Directors, is hereby declared and that the said Dividend be distributed out of the accumulated balance of retained earnings representing the accumulated surplus in the profit and loss account of the Company as at the financial year ended 31st December, 2025."

3. To re-appoint Mr. Shriprakash Shukla (DIN: 00007418), who retires by rotation and being eligible offers himself for re-appointment, as a Director liable to retire by rotation and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shriprakash Shukla (DIN: 00007418) retires by rotation at this 27th Annual General Meeting and being eligible for

re-appointment, is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditor and in this regard to consider and, if thought fit, 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 re-enactment(s) thereof, for the time being in force] and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, the members hereby ratify the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number: 000030), 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 31st December, 2026, amounting to ₹ 13,86,000/- (Rupees Thirteen Lakhs Eighty Six Thousand Only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. Approval of remuneration payable to Mr. Shriprakash Shukla (DIN: 00007418) as Non-Executive Director of the Company and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and in accordance with the provisions of the Articles of Association of the Company, approval of members be and is hereby accorded for payment of remuneration of ₹ 6,000,000/- (Rupees Six Million only) per annum,



either by way of a monthly, quarterly or annual payment or partly by one way and partly by the other, to Mr. Shriprakash Shukla (DIN: 00007418) as Non-Executive Director of the Company for the period of three years commencing from 1st April, 2025 till 31st March 2028, provided that the remuneration so paid to Mr. Shriprakash Shukla along-with the remuneration, if any, paid to other Non-Executive Directors of the Company, taken together shall not exceed the limits approved by the Members of the Company from time to time for payment of remuneration to Non-Executive Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded the Board of Directors of the Company to decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the details of remuneration so payable including manner and frequency of payment of the said remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) be authorised to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. Approval of revision in remuneration payable to Mr. Manoj Mullassery Menon (DIN: 07642469) as Whole time Director of the Company and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of the ordinary resolution passed by shareholders at the 26th Annual General Meeting of the Company held on 30th April, 2025 in respect of re-appointment Mr. Manoj Menon (DIN: 07642469), as a Whole-time Director (designated as Executive Director) of the Company for a period of 3 (Three) years with effect from 17th October, 2025 and pursuant to provisions of the Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for revision in remuneration payable to Mr. Manoj Mullassery Menon (DIN: 07642469), such that the remuneration (excluding the Stock Appreciation Benefit) payable to Mr. Menon w.e.f.

1st April, 2026 shall not exceed ₹ 30,000,000/- (Rupees Thirty million only) per annum by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company to decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid to Mr. Menon subject to condition that w.e.f. 1st April, 2026 the remuneration in aggregate (excluding the Stock Appreciation Benefit) shall not exceed the limit of remuneration of ₹ 30,000,000/- (Rupees Thirty million only) per annum as mentioned above.

RESOLVED FURTHER THAT Mr. Menon shall continue to be entitled to Stock Appreciation Benefits in accordance with the Stock Appreciation Benefit Policy of the Company and the amount payable under the Stock Appreciation Benefit Policy shall be over and above the aforesaid limits of ₹ 30,000,000/- (Rupees Thirty million only); provided that the aggregate remuneration payable to Mr. Menon along-with remuneration payable to other Whole-time Director(s) or Managing Director(s) of the Company, if any, shall be subject to the overall ceiling of 7% of the net profits of the Company in a financial year or such other limits as may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) be authorised to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. Approval of material related party transactions of the Company with Mahindra & Mahindra Limited and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), as amended from time to time, read with SEBI Master Circular dated 30th January, 2026 and the Company's Policy on materiality of and dealing with related party transactions, and in accordance with the recommendation of the Audit Committee and the Board, approval of the members be and is hereby accorded on an omnibus basis to material related party transactions that the Company shall enter into with



Mahindra & Mahindra Limited from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, which *inter-alia* are in the nature of sale of goods and services, purchase of goods and services, purchase of Assets, payment or receipt of interest for delayed or advance payments, paying the rent for the property taken on lease by the Company and any other transfer of resources, services or obligation to meet the objectives or requirement (“Transactions”), entered into or to be entered into in ordinary course business and on arm’s length basis, which taken together during a financial year may exceed 10% of the Consolidated Turnover of the Company as per the audited financial statements of the Company for the preceding financial year, provided that aggregate annualised amount of all such Transactions taken together during a Financial Year shall not exceed ₹ 25,000 million (Rupees Twenty Five Thousand Million only).

RESOLVED FURTHER THAT in accordance with the omnibus approval and recommendation of the Audit Committee and the recommendation of the Board, the approval of members be and is hereby accorded to Related Party Transactions of the Company with Mahindra & Mahindra Limited which may be entered into from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, where the need for related party transaction cannot be foreseen and requisite details are not available, provided that value of such transaction does not exceed ₹ 10 Million (Rupees Ten Million) per transaction provided that the aggregate annualised value of such transactions taken together with the Transactions during a Financial Year in aggregate shall be within the aforesaid limits of ₹ 25,000 Million (Rupees Twenty Five Thousand Million only).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to this resolution.”

8. Approval of material related party Transactions of CIE Galfor S.A.U. with CIE Automotive S.A. and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), as amended from time to time,

read with SEBI Master Circular dated 30th January, 2026 and the Company’s Policy on materiality of and dealing with related party transactions and in accordance with the omnibus approval and recommendation of the Audit Committee and recommendation of the Board, approval of the members be and is hereby accorded on an omnibus basis to the material related party transaction(s) of CIE Galfor S.A.U. (a wholly-owned subsidiary of the Company) (hereinafter referred to as CIE Galfor) with CIE Automotive S.A. (Ultimate Holding Company of the Company) (hereinafter referred to as CIE Automotive) that may be entered into from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, which taken together with previous transactions during a financial year may exceed 10% of the Consolidated Turnover of the Company as per the audited financial statements of the Company for the preceding financial year, and which are in the nature of :

- i. Cash Pooling Arrangement, provided that:
 - a. the aggregate annualised amount of funds transferred by CIE Galfor to CIE Automotive Common Cash Pool Account during a Financial Year, shall not exceed Euro 250,000,000/- (Euro Two Hundred and Fifty Million only) and at any point of time during the Financial Year the maximum amount receivable by CIE Galfor from CIE Automotive, which is reckoned as Loan given by CIE Galfor to CIE Automotive, shall not exceed Euro 50,000,000/- (Euro Fifty Million only).
 - b. the aggregate annualised amount of funds drawn by CIE Galfor from CIE Automotive Common Cash Pool Account during a Financial Year shall not exceed Euro 250,000,000/- (Euro Two Hundred and Fifty Million only) and at any point of time during the Financial Year the maximum amount payable by CIE Galfor to CIE Automotive, which is reckoned as borrowing by CIE Galfor from CIE Automotive, shall not exceed Euro 50,000,000/- (Euro Fifty Million only).
 - c. the interest payable/receivable if any on the amount reckoned as loan/borrowing shall be determined, on arm’s length basis and shall be calculated on the amount receivable/payable at the end of each day during a Financial Year.
- ii. Purchase of services/reimbursements (“other RPTs”) provided that aggregate annualised amount of the other RPTs taken together during a Financial Year shall not exceed Euro 4,000,000/- (Euro Four Million only).



RESOLVED FURTHER THAT in accordance with the omnibus approval and recommendation of the Audit Committee and the recommendation of the Board, the approval of members be and is hereby accorded to the transactions to be entered into between CIE Galfor and CIE Automotive, from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in Calendar Year 2027 subject to the said period does not exceed fifteen months, where the need of the related party transaction could not be foreseen and requisite details are not available, provided that value of such transaction does not exceed ₹ 10,000,000/- (Rupees Ten Million only) per transaction (equivalent to Euro 101,498) provided further that aggregate annualised value of such transactions taken together with the value of the Transactions during a Financial Year in aggregate shall be within the aforesaid limits for the Transactions of Euro 4,000,000/- (Euro Four Million only).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to the above resolution."

By Order of the Board of Directors of
CIE Automotive India Limited

Pankaj V. Goyal
Company Secretary, Chief Compliance Officer,
and Head - Legal
Membership No.: F13037

Pune, 19th February, 2026

Registered Office:

CIE Automotive India Limited

CIN: L27100PN1999PLC245720

G Block, Bhosari Industrial Estate,

Near BSNL office, Bhosari, Pune - 411026

E-mail: contact.investors@cie-india.com

Website: www.cie-india.com

Tel: +91 20 29804621

NOTES:

1. In compliance with General Circular No. 03/2025 dated 22nd September, 2025 read with General Circular No. 20/2020 dated 5th May, 2020 and other relevant circulars issued by Ministry of Corporate Affairs, ("**MCA Circulars**"), and other applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules made thereunder, the 27th Annual General

Meeting ("**AGM**" or "**Meeting**") of the members of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**") without physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification issued by ICSI, the proceedings of the AGM shall deem to be conducted at the Registered Office of the Company which shall be the deemed Venue for the AGM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her/ its behalf who may or may not be a Member of the Company. However, the AGM is being held in accordance with the MCA Circulars through VC/OAVM and physical attendance of Members has been dispensed with. Hence in accordance with the MCA Circulars and Regulation 44(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), the facility for appointment of proxies by the Members will not be available for the e-AGM and the Proxy Form and Attendance Slip are not annexed to this Notice. However, pursuant to Section 113 of the Act, Institutional /Corporate member (i.e., any Body Corporate) may appoint its representative to attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. For this necessary Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at sbhagwatcs@yahoo.co.in with a copy marked to contact.investors@cie-india.com.
3. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
4. The Explanatory Statement as required under Section 102 of the Act is annexed to the Notice of AGM. Further, additional information with respect to Item No. 3, pursuant to the Secretarial Standards - 2 on General Meetings and the Listing Regulations is also annexed to the Notice of AGM. The Board of Directors have considered and decided to include the Special Businesses as mentioned under Item Nos. from 4 to 8 of the Notice of AGM, as they are unavoidable in nature.
5. **Attending AGM:** All the Members will be provided with a facility to attend the AGM through VC/OAVM facility provided by KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFinTech" or "KFin" or "RTA"). Kindly refer Note No. 18, 19(C) and 20 below for detailed instructions for participating in the AGM through VC/OAVM facility. A member logging in into the VC/OAVM facility using the remote e-voting credentials provided



- by KFinTech shall be considered for record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. **Remote e-Voting:** The Company is providing facility of remote e-voting during the remote e-voting period to its Members. KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFinTech" or "KFin" or "RTA") is appointed as e-Voting service provider (ESP). Kindly, refer Note No. 18, 19 (A) and 19(B) below for detailed instructions for remote e-voting.
 7. **Voting during the AGM:** Members who are present at the AGM through VC/OAVM facility but have not cast their vote on resolutions through remote e-voting may cast their vote through e-voting during the AGM. Kindly refer Note No. 18 and 19(C) below for instruction for e-voting during the AGM.
 8. Pursuant to Regulation 42 of the Listing Regulations and applicable provisions of the Act, the Company has fixed Wednesday, 22nd, April, 2026, as the "Record Date" for the purpose of the AGM and determining the shareholders entitled for Final Dividend.
 9. Pursuant to Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 (Meeting Rules) read with the MCA Circulars and Regulation 36 of the Listing Regulations, soft copies of the Notice calling the 27th AGM *inter-alia* setting out the Ordinary and Special Businesses to be transacted at the AGM and the explanatory statement thereto ("**Notice of AGM**") along-with the Annual Report which *inter-alia* comprises the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2025 and Report of the Board of Directors and Auditors thereon, Report on Corporate Governance, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report ("**the Annual Report**") is being sent by email to those Members whose e-mail addresses are registered with the RTA of the Company or any of the Depository(ies). Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not so registered. Hard copy of the Annual Report and Notice of AGM shall be provided to those shareholders, who request for the same. Members who wish to obtain printed copies of above-mentioned documents can send a request on contact.investors@cie-india.com
 10. The Notice of AGM and the Annual Report is available on the website of the Company at the weblink <https://www.cie-india.com/periodic-public-information8.html#Annual-Reports>. The Notice of AGM and Annual Report is also accessible 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. The same is also available on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>
 11. All the members whose names are recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on Friday, 27th March, 2026 are considered for the purpose of sending the Notice of AGM and the Annual Report. However, instructions have been given at Note No. 19(B)(ii) to enable those persons who become members after Friday, 27th March, 2026 to receive the Notice of AGM and the Annual Report.
 12. **Submission of questions / queries prior to AGM:**
 - a) Members desiring any additional information with regard to the Annual Accounts/ Annual Reports or has any question or query in relation to items of businesses as set out in the Notice of AGM, are requested to send an email from their registered email address, to the Company Secretary of the Company, on the Company's investor email address: contact.investors@cie-india.com at least 24 hours before the date of the AGM i.e., till 5:00 p.m. (IST) on 28th April, 2026, so as to enable the Management to keep the information ready. Please note that Members' questions will be answered only if they hold shares as on the cut-off date (as defined herein below).
 - b) Alternatively, shareholders holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the email received from KFinTech/generated as per procedure provided in Note No. 19(B) (ii). On successful login click on the tab "Post Your Queries Here" to post queries/ views/ questions. The window shall be available from Friday, 24th April, 2026 9:00 a.m. (IST) to Tuesday, 28th April, 2026 5:00 p.m. (IST).
 13. **Speaker Registration before AGM:**

Members of the Company who would like to speak or express their views or ask questions during the AGM need to register themselves as speaker. For this member holding shares as on the cut-off date should visit <https://emeetings.kfintech.com> and login through the user id and password provided in the email received from KFinTech/ generated as per procedure provided in Note No. 19(B)(ii). On successful login, select 'Speaker Registration' and follow the process as guided on the screen. The window for Speaker Registration shall be open from Friday, 24th April, 2026 9:00 a.m. (IST) to Tuesday, 28th April, 2026 5:00 p.m. (IST), during which the registration must be completed.



Please note that, only those members holding shares as on the cut-off date who have registered themselves as 'Speaker', by following the procedure as mentioned above, shall be able to speak and express their views/raise queries, during the Meeting. If a member is not registered as 'Speaker', such member attending the AGM will be placed under 'listen only' module. **Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No. 12 above.**

14. **Procedure for inspection of documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice of AGM 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. Wednesday, 29th April, 2026. Members seeking to inspect such documents can send an email to contact.investors@cie-india.com.

15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 last updated on 30th January, 2026, Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice, through remote e-voting during the remote e-voting period. It is hereby clarified that a Member may vote either through availing the remote e-voting facility or using the facility of e-voting during the AGM at his/her/its discretion, as per the instructions provided herein below.

16. The remote e-voting facility will be available during the following period:

- I. Day, date and time of commencement of remote e-voting: Friday, 24th April, 2026 at 9:00 a.m. (IST).
- II. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Tuesday, 28th April, 2026 at 5:00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting

module shall be disabled upon expiry of aforesaid period.

17. The Company has fixed Wednesday, 22nd April, 2026 as the **"Cut-off Date"** for identifying the Members who shall be eligible for participation in the AGM through VC/OAVM facility and vote either through remote e-voting during the remote voting period or through e-voting during the AGM. A person whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to attend the AGM and to vote on the resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-voting or e-voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital as on the Cut-off Date. A person who is not a member as on the Cut-off Date should treat the Notice of AGM for information purposes only.

18. For accessing the remote e-voting platform and the platform for attending the AGM through VC/OAVM (including e-voting during the AGM), the members are provided with the Login ID and Password (Login Credentials) in the following manner:

a) For individual shareholders holding shares in demat mode:

- i. for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform - the Login Credentials, as provided in the e-mail received from KFinTech/as may be generated as per procedure provided in Note No. 19(A), shall be required.
- ii. For remote e-voting during the remote e-voting period - such shareholders i.e. Individual Shareholders holding shares in Demat Mode, can use the facility of single login and access the remote e-voting platform from their demat account(s) / website(s) of Depositories / Depository Participants (DPs).

For further details please refer Note No. 19(A) and Note No. 19(C) of this AGM notice.

b) For non-individual shareholders holding shares in demat mode and all shareholders holding shares in physical mode:

The Login Credentials, as provided in the mail received from KFinTech as provided in Note No. 19(B)(I)/as may be generated as per procedure provided in Note No. 19(B)(II), are required for remote e-voting during the remote e-voting period as mentioned above and for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform provided by KFinTech .



For further details please refer Note No. 19(B) and Note No. 19(C) of this AGM notice.

19. **Instructions for members for remote e-Voting, e-voting during the AGM and for attending the AGM through VC/OAVM:**

A) Login method for remote e-Voting for Individual shareholders holding Shares in demat mode:





Pursuant to Section VI-C on “e-Voting facility provided by Listed Companies” of the SEBI Master Circular No.: HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 last updated on 30th January, 2026, all the individual shareholders holding shares in demat mode, may cast their vote electronically through remote e-voting during the remote e-voting period by way of single login credential through

their demat accounts / websites of Depositories / Depository Participants (DPs). Individual shareholders holding shares in demat mode, would be able to cast their vote without having to register again with the e-Voting service provider (ESP) (i.e. KFin Technologies Limited). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Limited will be required and members must follow the detailed procedure as provided in Note No. 19(C) below.

The procedure to login and accessing remote e-voting platform by the Individual shareholders holding Shares in demat mode, as advised by the Depositories, is given below:

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point I. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. <p>On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
	<p>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speeds” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding Shares in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Login with your registered user id and password. III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. IV. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against Company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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



Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no: 1800 21 09911

B) Login method for remote e-Voting for Shareholders other than Individual shareholders holding shares in demat mode and for all shareholders holding shares in physical mode:

i. In case of Members holding shares as on Friday, 27th March, 2026 and receiving this Notice of AGM by email (in cases where email id of member is registered):

Member will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/RTA or Depositories] which includes details of E-Voting Event Number (“EVEN”), USER ID and password. Kindly follow the following steps:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. Enter the login credentials (i.e. User ID and password) as mentioned in the email. However, if you are already registered with KFintech for e-voting, you must use your existing User ID and password for casting the vote.
- c. In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID.
- d. After entering these details appropriately, click on “LOGIN”.
- e. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and

answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the “EVENT” of “CIE Automotive India Limited”.
- h. On the voting page, the item as mentioned in the Notice of AGM shall be listed.
- i. Voting has to be done separately for each folio/demat accounts.
- j. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date for the voting. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- k. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- l. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- m. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to



send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: sbhagwatcs@yahoo.co.in copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the format "Corporate Name_ EVENT NO."

II. In case the persons who become member of the Company after Friday 27th March, 2026 and holding shares as on the Cut- off Date:

Any person who acquires Shares of the Company and becomes Member of the Company after Friday, 27th March, 2026 being the date reckoned for sending the AGM Notice & Annual Report and who holds/continue to hold shares as on the cut-off date i.e. Wednesday, 22nd April, 2026, may obtain their User Id and password in the manner as mentioned below:

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

- Example for NSDL:
MYEPWD <SPACE>
INI2345612345678
- Example for CDSL:
MYEPWD <SPACE>
I402345612345678
- Example for Physical:
MYEPWD <SPACE>
XXXXI234567890

b. **If e-mail address or mobile number of the member is registered against Folio No. / DP ID- Client ID**, then on the home page of <https://evoting.kfintech.com> the member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

c. **Members whose email addresses and mobile numbers are not registered must follow the process below:**

- i. First register the same before the cut-off date by following the procedure mentioned below:
 - **Physical Holding:** Send relevant documents to the RTA along-with duly filled 'Form ISR 1' (please see detailed instructions in Note No. 32 to Note No. 35 regarding updation of KYC details)
 - **Demat Holding:** By contacting respective Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.
- ii. Upon updation of Mobile Number and/or e-mail ID, the shareholders may generate the password by using any of the method mentioned in (ii) above to reset/generate the password.

Once the password is received/retrieved by the shareholder, you may kindly follow the instructions as mentioned under Note No. 19 (B)(i) above and cast vote by remote e-voting.

C) Login Method for attending the AGM through VC/OAVM and e-voting during the AGM for all shareholders including the individual shareholders holding shares in Demat Mode:

- I. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members can access the VC / OAVM platform at <https://emeetings.kfintech.com/>
- II. For attending the AGM all the shareholders (including the individual shareholders holding shares in Demat Mode) need to use the remote e-voting login credentials as provided by KFintech.
- III. The remote e-voting credentials will either be received through email from the Company/KFintech [as mentioned in Note No. 19(B)(i)] or can be generated or retrieved by following the procedure as mentioned in Note No. 19(B)(ii).
- IV. After logging in, using the remote e-voting credentials provided by KFintech, click on the Video Conference tab and select the EVEN of the Company. Click on the



video symbol and accept the meeting etiquettes to join the meeting.

- V. Members attending the AGM through VC/OAVM and who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the AGM (e-voting) when window for e-voting is activated.
- VI. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. For e-voting, an icon will appear on your screen, once the voting is activated. You will be re-directed to voting page once you click on the icon. You can continue to be part of the meeting while you cast your vote. The shareholders shall be guided on the process during the AGM.
- VII. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

20. Instructions for all the shareholders, for attending the AGM of the Company through VC/OAVM:

- i. Members can join the AGM through VC/OAVM facility 30 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned at Note No. 19(C) above in the Notice, and this mode will be available throughout the proceedings of the AGM.
- ii. As per the MCA Circular, up to 2,000 members will be able to join the AGM through VC/OAVM facility on a first-come-first-served basis. However, this restriction shall not apply to 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 Stakeholders Relationship Committee, Auditors etc.
- iii. Members will be required to grant access to the web-cam, if they intend to speak at the AGM and have registered as 'Speaker Shareholder' (kindly refer Note No. 13 for registration as Speaker Shareholder.)
- iv. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of any of Google Chrome, Safari, Internet Explorer 11, MS Edge or Firefox browsers. Please note that

participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://emeetings.kfintech.com/> or contact at contact.investors@cie-india.com or KFin's toll free No.: 1800-309-4001 for any further clarifications or can email queries to evoting@kfintech.com or contact.investors@cie-india.com.

- 21. **Details of Scrutinizer:** Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No.: ACS 10189) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final.
- 22. Once the vote on a resolution stated in this notice is cast by a Members through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again during the AGM.
- 23. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- 24. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website



of the Company i.e., www.cie-india.com and on the website of KFin Technologies Limited i.e., <https://evoting.kfintech.com/> the results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

25. The Resolutions shall be deemed to be passed at the Registered Office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favor of the Resolutions.

26. Details of persons to be contacted for any queries/issues:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available in the download section of <https://evoting.kfintech.com> or call on KFinTech's toll free number 1800-309-4001 or can send email to evoting@kfintech.com. Any grievances connected with the remote e-voting, attending the e-AGM through video conferencing or e-voting during the AGM may be addressed to Mr. Premkumar Maruturi, Senior Manager – Corporate Registry, KFin Technologies Limited, Unit: CIE Automotive India Limited, Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040-67162222/1518, E-mail: einward.ris@kfintech.com. The grievances can also be addressed to Mr. Pankaj V. Goyal, Company Secretary, Chief Compliance Officer, and Head-Legal of the Company by sending e-mail to contact.investors@cie-india.com.

Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e., NSDL may contact the helpdesk by sending a request at evoting@nsdl.com or call at: 022-48867000.

Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e., CDSL may contact the helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

27. **DIVIDEND**

The dividend, as recommended by the Board of Directors, if declared at the AGM, would be paid subject to deduction of tax at source, as may be applicable, on or after 5th May, 2026, to those members or their mandates:

- whose names appear as Beneficial Owners as per the data made available by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form at the close of business hours on 22nd April, 2026; and

- whose names appear as Members in respect of share's held in Physical Form as per the Register of Members of the Company on the close of business hours 22nd April, 2026.

28. **ELECTRONIC CREDIT OF DIVIDEND**

Kindly note that pursuant to Regulation 12 read with Schedule-I to the Listing Regulations, the payment of dividend shall be made only through electronic mode to all the eligible Members i.e. all members holding shares in demat as well as physical mode.

Further, as per Section V on Investors Services of the SEBI Master circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026 (the Master Circular), the Members holding securities in physical mode, must update their KYC details (i.e. Valid PAN, contact details, bank account details and specimen signature) in their respective folios.

In case any of the KYC details are not updated in the folio (in case of physical holding) or the bank account details are not updated (in case of demat holding), the Company shall withheld dividend and the said dividend payment shall be made through Electronic Mode only upon complying with the requirements of updation of KYC/ bank account details, as the case may be.

Further, it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Share Transfer Agents for payment of dividend to Members electronically. Hence the Members are requested to update their complete bank account details with their respective Depository Participant(s) in case the shares are held in demat mode and in case the shares are held in physical mode, by sending duly filled Form No.: ISR-1 along-with necessary supporting documents in the manner as provided in Note No. 33 herein below to KFinTech to update KYC details.

29. **TDS ON DIVIDEND**

Pursuant to the amendments brought about by the Finance Act, 2020 under the erstwhile Income tax Act, 1961, dividend income has become taxable in the hands of shareholders since 1st April, 2020. This position continues under the Income tax Act, 2025, which comes into force on 1st April 2026. Accordingly, the Company shall be required to deduct tax at source (TDS) from dividends paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Bill, 2026. Shareholders are requested to update their Permanent Account Number ("PAN") with KFinTech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) on or before Wednesday, 22nd April, 2026.



For Resident Shareholders: Tax shall be deducted at source under section 393(1) read with sub section 4 of the Income-tax Act, 2025 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year 2026 (FY 2026-27 as per Income Tax Act, 2025) provided a valid PAN is provided by the shareholder. If PAN is not submitted/ PAN is invalid, TDS would be deducted @ 20% as per section 397(2) of the Income-tax Act, 2025.

a) For Resident Individual: No TDS shall be deducted on the Dividend payable to a resident individual if the total dividend to be received during FY 2026-27 does not exceed ₹ 10,000/-.

Separately, in cases where the shareholder provides Form 121, being a declaration under section 393(6) of the Income tax Act, 2025 read with the Income-tax Rules, 2025 for receipt of certain incomes without deduction of tax, , declaring that the tax payable on his/ her estimated total income for the relevant tax year is nil, no tax shall be deducted at source on the dividend income, subject to fulfilment of the prescribed conditions.

Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

As per Section 262 of the Act read with Rule 162 of the Income tax Rules, 2025, PAN is required to be linked with Aadhaar. If PAN is not linked with Aadhaar by, such PAN will be deemed to be inoperative and tax at source will be required to be deducted at higher rates under section 397(2) of the Income tax Act, 2025.

b) For Resident Non-Individual: No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:

- i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. Mutual Funds: Self-declaration that it is registered with SEBI and is notified under Schedule VII of the Income-tax Act, 2025 along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. Alternative Investment Fund (AIF): Self-declaration that its income is exempt

under Schedule V (Table: S. No. 20) of the Income-tax Act, 2025 and they are registered with SEBI as Category I or Category II AIF along-with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

- iv. National Pension Scheme (NPS): Self-declaration that it is exempt under (Table: S. No. 41) (subsection 9 of section 393 of the Income-tax Act, 2025 read with circular No 18/2017 along with self-attested copy of the PAN card and registration certificate issued by IRDA.
- v. Recognised Provident Fund, Approved Superannuation Fund, Approved Gratuity Fund: Self declaration that they are a recognised provident fund, approved superannuation fund or approved gratuity fund; as specified in CBDT circular No. 18/ 2017 along with self attested copy of PAN and valid order/ approval of commissioner as per circular no. 18/2017.
- vi. Corporation established by or under a Central Act which is, under the law for the time being in force, exempt from income-tax on its income: Self-attested copy of documentary evidence specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of the Act alongwith self-attested copy of PAN and copy of registration/ exemption certificate.
- vii. Sovereign Wealth Funds and Pension Funds: Self declaration to be provided alongwith copy of the notification issued by the CBDT substantiating the applicability of Schedule V (Table: S. No. 7) of the Act issued by the Government of India
- v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

c) For Non-resident Shareholders: Taxes are required to be deducted in accordance with the provisions of Section 393(2) [Table: S.No.17] of the Act at the applicable rates in force. As per the relevant provisions of Section 393(2) [Table: S.No.17] of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to non-resident shareholders. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FII"), the withholding tax shall be as



per the rates specified in section 393(2)[Table: S.No. 13 & 14] and 393(2)[Table: S.No. 15 & 16], of the Income-tax Act, 1961 respectively plus applicable surcharge and cess on the amount of Dividend payable to them.

However, as per section 159 read with section 393(2)[Table: S.No.17] of the Income-tax Act, 2025, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) read with applicable Multilateral Instrument (‘MLI’) between India and the country of tax residence of the shareholder, if they are more beneficial to them.

It is required that the shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all the conditions laid down under the DTAA. For this purpose, i.e., to avail the DTAA benefits, **the non-resident shareholder** will have to provide the following:

- a. Self-attested true copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for the FY 2026-27. In case the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled (or attested by Indian Embassy) copy of the TRC would have to be provided;
- b. Self-declaration of the acknowledgement in electronically filed Form 10F on Indian income tax portal;
- c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d. Self-declaration to be provided under Rule 217 of the Income Tax Rules, 2025;
- e. Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholders are and will continue to remain tax resident of the country of its residence during the FY 2026-27.
 - ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholders have no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

- iv. Shareholder does not have a taxable presence or a Permanent Establishment (“PE”) in India during the FY 2026-27. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
- v. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- vi. Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.
- f. Notwithstanding anything contained in other part of this communication, where any shareholder is a tax resident of any country or territory notified as a notified jurisdictional area under section 176 of the Income tax Act, 2025, tax will be deducted at source at a higher rate as prescribed under section 176 of the Act.
- g. In case of FPI/FII, copy of SEBI Registration certificate:

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

Members may submit the aforementioned documents at <https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx> on or before Friday, 24th April, 2026, in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post Friday, 24th April, 2026. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the



Shareholders to file the return of income and claim an appropriate refund, if eligible.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

In addition to the above, please note the following:

- i. In case you hold shares under multiple accounts under different status /category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- ii. In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- iii. For deduction of tax at source, the Company would be relying on the above data shared by KFinTech as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholders will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

The Company shall arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend. The said certificate can also be viewed in Form 26AS at TRACES [TRACES | Login](#) or the website of Income Tax

Department of India <https://www.incometax.gov.in/iec/foportal/>

For further details and formats of declaration, please refer FAQs on Dividend Distribution which are available on the Company's website at www.cie-india.com.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

30. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has transferred the entire unclaimed dividend, pertaining to Transferor Companies which were amalgamated with the Company pursuant to the Integrated scheme and the Composites scheme of Amalgamation, which was transferred in the books of the Company post effectiveness of these Schemes to Investor Education Protection Fund. No claim lies against the Company in respect of these dividends.

Further, the amounts pertaining to unclaimed fractional entitlement of the member(s) of the Transferor Companies has also been transferred to IEPF and therefore no claim lies against the Company in respect of such unclaimed fractional entitlements.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as may be amended from time to time, the Company has uploaded the details of said unpaid and unclaimed amounts transferred to IEPF by the Company on its website at <https://www.cie-india.com/periodic-public-information8.html#IEPF> and also on the website of IEPF viz. www.iepf.gov.in.

The Members whose dividend/fractional entitlement is transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

31. We draw your attention to the SEBI Circular dated November 03, 2021 which is now part of Section V of SEBI's Master Circular No. [HO/38/13/\(4\)2026-MIRSD-POD/1/4298/2026](#) dated February 6, 2026 for Registrars to an Issue and Share Transfer Agent ('the SEBI Circular') Where by SEBI has mandated furnishing the following information by holders of securities in physical form:

- a. Valid PAN i.e. PAN linked with Adhaar
- b. KYC Details that includes:
 - i. Contact Details - i.e. present postal address with PIN code and mobile number mandatory in all cases and e-mail address mandatory for availing online services;



- ii. Bank Account Details – i.e. bank and branch name, bank account number, IFSC code
- iii. Specimen Signature – by submitting duly attested Form ISR- 2:

The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made electronically to the security holders holding securities in physical form, only upon furnishing of the Valid PAN and the KYC Details, as mentioned above, against their respective folios.

Kindly note that, pursuant to the SEBI Circular, the condition of furnishing or updating of ‘Choice of Nomination’ against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished. However, the shareholders are encouraged, in their own interest, to provide or update the ‘Choice of Nomination’ against the folio for ensuring smooth transmission of securities.

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 mentioned in the respective forms as the earliest. Kindly refer Note No. 32 to 35 hereinafter.

Issuance of Securities in dematerialized form in case of Investor Service Requests:

32. We would further like to draw your attention to the SEBI Circular dated January 25, 2022 and January 30, 2026 which are now part of SEBI Master circular no. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 6th February 2026. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account and Suspense Escrow Demat Account; 3) Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission; and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/ claimant shall submit duly filled up Form ISR-4 along with the documents/details specified therein.

33. We further draw attention of the holders of shares in physical form to Section V on Investors Service Request of the aforesaid SEBI Master circular no. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 6th February, 2026. The holders of shares in physical mode are required to furnish the documents/details, as per the table below for respective service request, to the Registrar and Share Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No.: ISR-1
2	Postal Address with PIN Code	
3	Email address (Mandatory for availing online services)	
4	Mobile Number (Mandatory in all cases)	
5	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6	Demat Account Number	
7	Specimen Signature	Form No.: ISR-2
8	Nominee details	Form No.: SH-13
9	Declaration to opt out nomination	Form No.: ISR-3
10	Cancellation or Variation of Nomination	Form No.: SH-14
11	Request for issue of Duplicate Share Certificate or other service requests as listed below: <ul style="list-style-type: none"> i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account iii. Replacement/Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transposition viii. Transmission 	Form No.: ISR-4



A member needs to submit Form No.: ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member(s) may submit Form No.: SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form No.: ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form No.: ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form No.: ISR-2 along-with the Form No.: ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: <https://www.cie-india.com/investors-faqs1.html> and from the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

34. Mode of submission of form(s) and documents

a) Submitting Hard copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

KFin Technologies Limited, Unit: CIE Automotive India Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

b) Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://kprism.kfintech.com/>

c) Submitting Hard copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorized person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

Mandatory Self-attestation of the documents

Please note that each page of the documents that are submitted in hard copy must be

self-attested by the holder. In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

E-Sign

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empaneled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

35. The members holding shares in demat are requested to update with respective Depository Participant(s), changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

36. The RTA of the Company has launched a unified platform 'KPRISM' for the benefit of shareholders. KPRISM is a self-service portal / mobile based application that enables the shareholders to access their portfolios serviced by RTA, and check details like dividend status and make request for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com>. For more assistance on KPRISM, shareholders may contact 040-67162222.

QR code for accessing KPRIMS Portal:



37. A Senior Citizens Investor Cell has been formed by the RTA to assist exclusively the senior citizens (above 60 years of age) in redressing their grievances, complaints and queries. The senior citizens wishing to avail this service can send the communication to senior.citizen@kfintech.com.

The SCIs availing this service must provide the following details:

- Folio Number
- Company Name
- Nature of Grievance
- Senior Citizen Investor ID proof showing Date of Birth

A dedicated toll-free number 1800 3094 006 is also provided for the convenience of the senior citizens.



Additional information pursuant to the Secretarial Standards – 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Mr. Shriprakash Shukla (DIN: 00007418), Non-Executive Non-Independent Director of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Mr. Shukla was initially appointed as an Additional Director of the Company with effect from 1st April, 2015 and by the Members of the Company as a Director liable to retire by rotation at the 16th Annual General Meeting held on 15th September, 2015. Mr. Shukla had tendered his resignation and ceased to be a Director and Non-Executive Chairman from the close of business hours on 18th July, 2023. Simultaneously, the Board of Directors of the Company had at its meeting held on 18th July, 2023, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shukla as Additional Director (Non-Executive, Non-Independent), in his professional capacity with effect from 19th July, 2023. The Members of the Company, by way of resolution passed through postal ballot on 8th September, 2023, had approved his appointment as Director (Non-Executive, Non-Independent, Professional) of the Company, liable to retire by rotation with effect from 19th July, 2023.

Further, the Board of the Directors of the Company at its meeting held on 17th October, 2023, had appointed Mr. Shukla, as the Chairman of the Board of Directors of the Company with effect from 17th October, 2023.

Brief profile of Mr. Shukla including the nature of expertise in specific functional area:

Mr. Shriprakash Shukla, 66 years, is among the top-most industry leaders in India with over four decades of rich, varied experience in managing large projects and operations across diverse industries, including Tyres, Telecom, Defence & Aerospace, Steel and Agri sectors.

His past experience includes serving as Group President & Chairman of several companies of Mahindra Group in Defence, Aerospace and Agri Sector. Companies were spread across India, UAE, Australia, Europe & Latin America.

Prior to that, he served as President of Group Strategy and Chief Brand officer of the Mahindra Group. He oversaw and orchestrated a complete makeover of the visual identity of the Mahindra Group. He was also responsible for the Formula E (Electric Cars) & Moto3 (motorcycle) racing vertical for the Group.

He has been member of bilateral CEO forums with several countries including Spain. He has also served as a member of the Technology Development Board of Department of Science & Technology, Government of India. He is immediate Past President of Society of Indian Defence Manufacturers. Also, former Chairman of FICCI National Committee on Defence & Aerospace. Apart from the Company, Mr. Shukla holds directorships in Mahindra EPC irrigation Limited (Chairman) and Mahindra Agri Solutions Limited (Chairman).

His academic qualifications include BTech (IIT) and MBA (IIMA).

Directorships and Committee positions:

Apart from the Company, Mr. Shukla holds Directorships in Mahindra EPC irrigation Limited and Mahindra Agri Solutions Limited. He is Chairman of Allotment Committee and a Member of Nomination & Remuneration Committee, Risk Management Committee and Finance Committee of the Board of Mahindra Agri Solutions Limited.

Mr. Shukla has not resigned from any other listed entity in the past 3 years.

Attendance at Board Meeting during the previous financial year:

During the financial year ended on 31st December, 2025, 6 (Six) Board Meetings of the Company were held, and Mr. Shukla attended all the meetings.

Remuneration drawn in the previous financial year and Shareholding:

The Board of Directors at its meeting held on 16th October, 2025, on the recommendation of the nomination and remuneration committee, approved remuneration of ₹ 6,000,000/- per annum (Rupees Six Million only) payable annually to Mr. Shukla, as Non-Executive Non-Independent Director of the Company for the period of 3 years commencing from 1st April, 2025, details of which are provided in this explanatory statement below for resolution at Item No. 5 of this Notice. Accordingly, an amount of ₹ 4,500,000/- (Rupees Four Million Five Hundred Thousand only) is payable to Mr. Shukla for the period 1st April, 2025 to 31st December, 2025, subject to approval of the Members to the resolution proposed at Item No. 5 of this notice.

Other disclosures

As on the date of this Notice, Mr. Shukla does not hold any Equity Shares of the Company.

Mr. Shukla is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not restrained from holding the position of Director in any Company by virtue of any order of SEBI or any such authority.



Apart from Mr. Shukla, who would be interested in his re-appointment and his relatives to the extent of their Shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set-out in Item No. 3 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related.

Accordingly, the Board recommends the Resolution as set out at Item No. 3 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 (the Act) read with the Companies (Cost Records and Audit) Rules, 2014 (the Rules), as amended from time to time, the Board of Directors have, at their Meeting held on 19th February, 2026, on the recommendation of the Audit Committee, re-appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number 000030) as Cost Auditors of the Company for conducting the audit of the cost records made and maintained by the Company in respect of products or services which may get covered under the Cost Audit as per the Act and the Rules, for the Financial Year ending 31st December, 2026, at a remuneration of ₹ 13,86,000/- (Rupees Thirteen Lakhs Eighty Six Thousand Only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit.

Pursuant to Section 148(3) of the Act read with Rule 14 of the Rules, the remuneration to be paid to the Cost Auditors as approved by the Board of Directors need to be ratified by the Members of the Company.

Accordingly, the Members of the Company are requested to ratify remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the Financial Year ending 31st December, 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this item.

In the opinion of the Board, the proposed remuneration is commensurate with the size of the Company and scope of the Cost Audit and accordingly, the Board recommends the Resolution as set out at Item No. 4 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 5

Mr. Shriprakash Shukla (DIN: 00007418) is a Non-Executive Non-Independent Director and Chairman of the Board of Directors of the Company.

The Company has benefited from the vast experience and long association of Mr. Shukla with the Company

and his role as Non-Executive Chairman of the Board has significantly strengthened the Company's leadership. Mr. Shukla demitted all his executive responsibilities from other entities effective 31st March, 2025. The Board and the Senior Management draw upon Mr. Shukla's vast experience of Indian industry and corporate governance norms and seeks his advice and guidance on critical matters as a Director of the Company. Accordingly, he has been providing feedback and guidance on critical matters which demand increased investment of time as Director of the Company.

Considering this the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 16th October, 2025, considered payment of remuneration to Mr. Shukla in his capacity as a Non-Executive Non-Independent Director and Chairman of the Board, with a view to compensating him for the additional time he has been spending on guiding the Directors and Senior Management on critical matters. Based on the recommendation of the Nomination and Remuneration Committee, the Board at the said meeting approved and recommended to the Members for their approval, payment of remuneration of ₹ 6,000,000/- (Rupees Six Million only) per annum, by way of annual payment (subject to review of said frequency by the Board from time to time), to Mr. Shukla as Non-Executive Non-Independent Director of the Company for the period of three years commencing from 1st April, 2025 till 31st March, 2028, subject to condition that the remuneration paid to Mr. Shukla together with any remuneration paid to other Non-Executive Directors of the Company, does not exceed the limits approved by the Members of the Company from time to time. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, further approved that the frequency of payment of remuneration payable to Mr. Shukla (which may be monthly or quarterly or otherwise) and the manner and structure of payment of the remuneration (within the overall limit of remuneration that the members may approve) may be reviewed by the Board from time to time.

The Nomination and Remuneration Committee and the Board of Directors were of the opinion that Mr. Shukla's role as Chairman of the Board of Directors and his advice and guidance on critical matters is in the best interest of the Company and therefore the remuneration approved and recommended was appropriate.

Section 197(4) of the Companies Act, 2013 (the Act) provides that, the remuneration payable to the Directors of a Company, including any Managing or Whole-time Director or Manager, shall be determined, in accordance with and subject to the provisions of Section 197, either by the articles of the Company, or by a resolution or, if the articles so require, by a special resolution, passed by the Company in General Meeting. Further, as per Regulation



17(6) of the Listing Regulations all fees or compensation, if any, paid to Non-Executive Director(s), including Independent Director(s) (except sitting fees) require approval of Members of the Company.

Accordingly, approval of Members of the Company is requested for remuneration proposed to be paid to Mr. Shukla, more particularly described in the resolution set out at Agenda Item No. 5 of the Notice of AGM.

Overall limit of remuneration approved by the Shareholders

Section 197 of the Companies Act, 2013 authorises the Company to remunerate its Directors within the overall limit of 11% of the net profits of the Company in a financial year. Within this limit of 11% of the net profits, the Section also authorises the Members of the Company to authorise the Company to pay remuneration to Non-Executive Directors i.e. Directors who are neither Managing Directors nor Whole-Time Directors.

The Members of the Company at their 19th Annual General Meeting held on 19th April, 2018 had approved to pay remuneration to its Managing Director, Whole-time Director and other Non-Independent Directors, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other and the Company may pay remuneration to the Independent Directors of the Company by way of profit related commission provided that (i) total remuneration paid to all the Directors taken together in respect of any Financial Year shall not exceed 11% of the net profits of the Company for that Financial Year (ii) the remuneration paid to all the Non-Executive Directors of the Company taken together in respect of any Financial Year may exceed 1% but shall not exceed 4% of the net profits of the Company for that Financial Year; and (iii) the remuneration payable to all the Executive Directors [i.e., Managing Director or Whole-time Director] of the Company taken together in respect of any Financial Year shall not exceed 7% of the net profits of the Company for that Financial Year.

Other disclosures

Kindly refer the details provided in this explanatory statement at Item No. 3 hereinabove for the brief profile of Mr. Shukla including his age, qualifications, experience, date of first appointment on the Board, the number of Meetings of the Board attended during the year, other Directorships, Membership/ Chairmanship of Committees of other Boards etc.

Apart from Mr. Shukla, who would be interested in the remuneration payable to him and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial

Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related.

Accordingly, the Board recommends the Resolution as set out at Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 6

The members of the Company had at the 26th Annual General Meeting of the Company held on 30th April, 2025 approved the re-appointment of Mr. Manoj Menon as Whole-time Director of the Company for a term of 3 years from 17th October, 2025 and approved payment of remuneration of ₹ 25 Million per annum to Mr. Menon excluding the amount payable towards stock appreciation benefit. The Members had further authorized the Board of Directors of the Company to decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid to Mr. Manoj Menon, subject to condition that the remuneration shall not exceed the limit of remuneration of ₹ 25 Million per annum as mentioned above. The Members had also resolved that the amount payable under the Stock Appreciation Benefit policy shall be over and above the aforesaid limits of ₹ 25 Million.

Pursuant to Sections 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act, the proposal of revision in the remuneration of Mr. Manoj Menon as Whole-time Director (Designated as Executive Director) is now being placed before the Members for their approval. The Members of the Company are requested to consider and approve the maximum limit of remuneration of ₹ 30,000,000 million (Rupees Thirty Million) (excluding amount payable towards Stock Appreciation Benefit under the Stock Appreciation Benefit Policy) and authorize the Board of Directors of the Company to fix the remuneration payable to Mr. Manoj Menon within the said limits, on the recommendation of the Nomination and Remuneration Committee, in accordance with the Policy of the Company and within the overall limit of Directors remuneration approved by the members from time to time.

Remuneration drawn in the previous financial year

Mr. Menon was paid an aggregate remuneration, of ₹ 18.82 million (excluding Stock Appreciation Benefit)



by the Company during the Financial Year ended 31st December, 2025. Mr. Menon received remuneration of ₹ 2.81 Million from CIE Aluminium Casting India Limited (CIEALCAST), a material wholly-owned subsidiary of the Company, during the financial year ended 31st December, 2025, for his responsibilities as Executive Director and CEO of CIEALCAST. Thus, the aggregate remuneration received by Mr. Menon from the Company and CIEALCAST during the financial year ended 31st December, 2025 excluding the amount paid towards Stock Appreciation Benefits, was ₹ 21.63 Million.

In addition to the above, an amount of ₹ 24.33 million was paid towards the final payout amount of the Stock Appreciation Benefit payable to Mr. Menon in February, 2025.

Grant of Stock Appreciation Benefit

The Board of Directors of the Company had at its meeting held on 29th April, 2025, on the recommendation of the Nomination and Remuneration Committee, granted 1,50,000 Stock Appreciation Units ("SAU") to Mr. Manoj Menon under the Stock Appreciation Benefit Policy of the Company. These SAUs only represent a numeric multiple for which the 'Stock Appreciation Benefit' shall be paid by the Company to Mr. Manoj Menon. The Base Price considered for Stock Appreciation Benefit is fixed at ₹468.37/-. The Redemption Price for determining the Stock Appreciation Benefit shall be calculated as the volume-weighted average market price of the shares of the Company quoted on National Stock Exchange of India Limited for a period of sixty trading days immediately preceding the Pay-out Date. The appreciation in the price per Shares of the Company between the 'Base Price' and the 'Redemption Price' shall be the stock appreciation benefit per SAU, which shall be paid as a cash incentive to Mr. Manoj Menon for the number of SAUs granted to him. The pay-out shall be made on two dates viz: 31st December, 2027 (first pay-out) and 30th April, 2030 (final pay-out reduced by the amount already paid in first payout). Accordingly, the first pay-out is due on 31st December, 2027.

Approval and recommendation of the Board and Nomination and Remuneration Committee

Mr. Manoj Menon's knowledge and experience is of immense benefit and value to the Company, and he is key asset for the performance of the Company's Stampings, Castings, Magnetic Products, Composites and Gears divisions. During CY2023, Mr. Menon also assumed the position of Executive Director and CEO of CIE Aluminium Casting India Limited, a material wholly owned subsidiary of the Company.

In view of the foregoing, the Board of Directors, on the recommendation of Nomination and Remuneration

Committee at its meeting held on 18th February, 2026 reviewed the limit of remuneration (excluding the Stock Appreciation Benefit) of Mr. Menon, as the Whole-time Director of the Company during his current tenure.

The Board, on the recommendation of Nomination and Remuneration Committee, approved and recommended to Members for their approval, a revision in the limit of remuneration payable Mr. Menon such that the remuneration (excluding the Stock Appreciation Benefit) payable to Mr. Menon w.e.f. 1st April, 2026 shall not exceed ₹ 30,000,000/- (Rupees Thirty million only) per annum. The remuneration may be paid by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, during his remaining tenure as the Whole-time Director of the Company.

Mr. Menon shall continue to be entitled to Stock Appreciation Benefits in accordance with the Stock Appreciation Benefit Policy of the Company and the amount payable under the Stock Appreciation Benefit Policy shall be over and above the aforesaid limits of ₹ 30,000,000 (Rupees Thirty Million).

Within this limit, as the shareholders may approve, the Board of Directors of the Company shall decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid to Mr. Menon.

However, the aggregate remuneration payable to Mr. Menon (including the Stock Appreciation Benefit Amount) along-with remuneration payable to other Whole-time Director(s) or Managing Director(s) of the Company, if any, shall be subject to the overall ceiling of 7% of the net profits of the Company in a financial year as approved by the members at the 19th Annual General Meeting held on 19th April, 2018 or such other limits as may be approved by the members of the Company from time to time hereinafter.

It is hereby clarified that the aggregate remuneration payable by the Company and CIEALCAST to Mr. Menon, excluding the stock appreciation benefit, for the remaining term of his appointment, shall be within the proposed overall limits of ₹ 30,000,000/- (Rupees Thirty million only).

Brief profile of Mr. Menon including the nature of expertise in specific functional area:

Mr. Manoj Mullassery Menon, 58 years, holds B. Tech in Production Engineering from National Institute of Technology, Calicut and has a Masters in Management Studies from Symbiosis Institute of Business Management. Mr. Menon has an experience of more than 35 years from



setting up green field projects to heading operations and strategy. Mr. Menon leads the business of the Gears, Composites, Foundry, Stampings & Magnetic Products in India. Prior to this he was the Executive Director and CEO of Mahindra Gears and Transmissions Private Limited (MGTP), the erstwhile wholly owned subsidiary of the Company. In 2023, Mr. Menon was also appointed as Executive Director and CEO of CIE Aluminum Casting India Limited, the Wholly Owned Subsidiary Company in India.

Directorships and Committee positions:

Apart from the Company, Mr. Menon holds directorships in wholly owned subsidiaries of the Company namely; CIE Hosur Limited and CIE Aluminium Casting India Limited. He is Chairman of Corporate Social Responsibility Committee and Risk Management Committee of the Company and a Member of Stakeholders' Relationship Committee of the Company. Further, he is also the Chairman of Corporate Social Responsibility Committee of CIE Aluminium Casting India Limited.

Mr. Menon also holds directorship in Metalcastello S.p.A a wholly owned subsidiary of the Company incorporated outside India

Attendance at Board Meeting during the previous financial year:

During the financial year ended on 31st December, 2025, 6 (Six) Board Meetings of the Company were held and Mr. Menon attended all the meetings.

Shareholding:

Mr. Menon holds 23,558 equity shares of the Company as on the date of this notice.

Other disclosures

In accordance with Section 190 of the Act, the letter of Grant in respect of the Stock Appreciation Benefit, a copy of Stock Appreciation Benefit Policy and the Letter of Appointment including Terms of Employment of Mr. Menon are kept at the registered office of the Company and are open to inspection by any member of the company without payment of fee. The members seeking to inspect these documents may send an email request to contact.investors@cie-india.com.

Apart from Mr. Menon, who would be interested in the remuneration payable to him and his relatives to the extent of their Shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set-out in Item No. 6 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related.

Accordingly, the Board recommends the Resolution as set out at Item No. 6 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 7

Mahindra & Mahindra Limited (M&M) is one of the major customer of the Company and the Company manufactures and supplies automotive components/parts to M&M in ordinary course of its business. In connection with the said manufacture and supply of components/parts, the Company needs to also execute various other transactions with M&M which inter-alia are in the nature of sale of Goods and services, purchase of goods and services, purchase of assets, payment or receipt of interest for delayed or advance payments, paying the rent for the property taken on lease by the Company and any other transfer of resources, services or obligation (collectively referred to as "Transactions"). M&M is a related party of the Company in accordance with applicable accounting standards, hence the Transactions are considered as Related Party Transactions.

In accordance with Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') all related party transactions and subsequent material modifications thereto require prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders. As per Regulation 23 of the Listing Regulations read with Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means a transaction with a Related Party where the transaction/ transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ('Materiality Threshold').

In accordance with Regulations 23(2) and 23(3) of the Listing Regulations and subject to the approval of the members of the Company under Regulation 23(4) of the Listing Regulations, the Audit Committee at its meeting held on 17th December, 2025 and 19th February, 2026, granted its omnibus approval to the related party transaction of the Company with M&M to be entered into during the financial year ending 31st December, 2026 for an aggregate value of ₹ 25,000 Million (Rupees Twenty Five Thousand Million only), which exceeds the Materiality Threshold.

Pursuant to Regulation 23(4) of the Listing Regulations, the Members of the Company had at the 26th Annual



General Meeting held on 30th April, 2025 approved material related party transactions of the Company with M&M for an aggregate amount not exceeding ₹ 23,000 million (Rupees Twenty Three Thousand Million only) in a financial year. In accordance with the Listing Regulations the said approval of the members is valid upto the 27th Annual General Meeting of the Company i.e. 29th April, 2026. The transactions to be entered into by the Company with M&M till 29th April, 2026 shall be within the limits approved by the members vide their resolution dated 30th April, 2025 i.e. aggregate value of such transactions shall not exceed ₹ 23,000 Million in the financial year.

In view of the above, approval of the members of the Company is being sought for the Material Related Party transactions to be entered into by the Company with M&M from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in the calendar year 2027, as per the resolution as set out in Item No. 7 of the Notice.

In addition to the omnibus approval granted by the Audit Committee under Regulation 23(3) of the Listing Regulations, as mentioned hereinabove, the Audit Committee had at its meeting held on 19th February, 2026 also considered the resolution as set out in Item No. 7 of the Notice of AGM, in relation to the Material Related Party transactions which the Company shall enter into with M&M, from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in

the calendar year 2027. A Statement containing all the necessary disclosures, including the information required to be disclosed to the Audit Committee in accordance with the SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities last updated on 30th January, 2026 (the Master Circular) read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued vide SEBI Circular dated 26th June, 2025 (the RPT Industry Standard) was placed before the Committee. Further, a certificate from the Executive Director & Group CEO and the Chief Financial Officer inter-alia confirming that the terms of RPTs proposed to be entered into are in the interest of the Company was also placed before the Committee. The Committee reviewed the said Statement and the said Certificate and after due consideration approved the Material Related Party transactions to be entered into by the Company with M&M from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in the calendar year 2027 and recommended to the Board of Directors and the Members the resolution as set out in Item No. 7 of the AGM Notice. The Board of Directors of the Company at its meeting held on 19th February, 2026 considered the above proposal and has recommended to the Members for their approval the resolution as set out in Item No. 7 of the AGM Notice.



The information that was placed before the Audit Committee while seeking its approval and before the Board of Directors while seeking its recommendation to shareholders for the proposed material related party transactions of the Company with M&M, at their respective meetings held on 19th February, 2026, to the extent applicable, is provided below:

Sr. No.	Particulars	Relevant disclosures																																																																																																	
A1 – Basic Details of the Related Party																																																																																																			
1	Name of the related party	Mahindra & Mahindra Limited																																																																																																	
2	Country of incorporation of the related party	India																																																																																																	
3	Nature of business of the related party	Manufacturing automotive products and farm equipment																																																																																																	
A2 – Relationship and ownership of the related party																																																																																																			
1	Relationship between the Company and M&M including nature of its concern (financial or otherwise)	M&M is an entity exercising significant influence over ultimate holding company of the Company.																																																																																																	
2	Shareholding of the Company, whether direct or indirect, in M&M	Nil																																																																																																	
3	Shareholding of M&M, whether direct or indirect, in the Company	Nil																																																																																																	
A3. Details of previous transactions with the related party																																																																																																			
1	Total amount of all the transactions undertaken by the Company or its subsidiaries with M&M during the last financial year i.e. financial year ended 31 st December 2025	<p style="text-align: right;">(Amount in ₹ Million)</p> <table border="1"> <thead> <tr> <th rowspan="2">Nature of Transaction</th> <th colspan="3">31.12.2025</th> <th colspan="3">31.12.2024</th> </tr> <tr> <th>CIE India</th> <th>Subsidiaries</th> <th>Consolidated</th> <th>CIE India</th> <th>Subsidiaries</th> <th>Subsidiaries</th> </tr> </thead> <tbody> <tr> <td>Sales of Goods</td> <td>18,930.85</td> <td>1.98</td> <td>18,932.83</td> <td>16,371.27</td> <td>2.04</td> <td>16,373.31</td> </tr> <tr> <td>Sales of services</td> <td>86.35</td> <td>-</td> <td>86.35</td> <td>54.29</td> <td>-</td> <td>54.29</td> </tr> <tr> <td>Purchase of Goods</td> <td>2.83</td> <td>-</td> <td>2.83</td> <td>1.80</td> <td>-</td> <td>1.80</td> </tr> <tr> <td>Purchase of Services</td> <td>3.95</td> <td>-</td> <td>3.95</td> <td>1.68</td> <td>-</td> <td>1.68</td> </tr> <tr> <td>Purchase of Fixed Assets</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Rent paid</td> <td>19.97</td> <td>-</td> <td>19.97</td> <td>19.25</td> <td>-</td> <td>19.25</td> </tr> <tr> <td>Interest Received</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Interest Paid</td> <td>22.12</td> <td>-</td> <td>22.12</td> <td>23.64</td> <td>-</td> <td>23.64</td> </tr> <tr> <td>Reimbursements Received</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Reimbursements Paid</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Any other transfer of resource, services or obligation</td> <td>51.58</td> <td>-</td> <td>51.58</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>19,117.65</td> <td>1.98</td> <td>19,119.63</td> <td>16,471.93</td> <td>2.04</td> <td>16,473.97</td> </tr> </tbody> </table>	Nature of Transaction	31.12.2025			31.12.2024			CIE India	Subsidiaries	Consolidated	CIE India	Subsidiaries	Subsidiaries	Sales of Goods	18,930.85	1.98	18,932.83	16,371.27	2.04	16,373.31	Sales of services	86.35	-	86.35	54.29	-	54.29	Purchase of Goods	2.83	-	2.83	1.80	-	1.80	Purchase of Services	3.95	-	3.95	1.68	-	1.68	Purchase of Fixed Assets	-	-	-	-	-	-	Rent paid	19.97	-	19.97	19.25	-	19.25	Interest Received	-	-	-	-	-	-	Interest Paid	22.12	-	22.12	23.64	-	23.64	Reimbursements Received	-	-	-	-	-	-	Reimbursements Paid	-	-	-	-	-	-	Any other transfer of resource, services or obligation	51.58	-	51.58	-	-	-	Total	19,117.65	1.98	19,119.63	16,471.93	2.04	16,473.97
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Sr. No.	Particulars	Relevant disclosures								
2	Total amount of all the transactions undertaken by the Company or its subsidiaries with M&M in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	<p>Not applicable since the approval of the Audit Committee and the Board of Directors and their recommendation to members under Regulation 23(4) of the Listing Regulations was obtained at their respective meetings held on 19th February, 2026 i.e. in first quarter of FY2026.</p> <p><i>However, for benefit of shareholders, the transactions undertaken by the Company or its subsidiaries with M&M over preceding two financial years ending on 31st December, 2025 and 31st December, 2024 are disclosed herein above.</i></p>								
3	Default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	No								
A4. Amount of the proposed transaction(s)										
1	Amount of the proposed transactions being placed for approval of the shareholders at the 27 th AGM	Aggregate annualised value of all the transactions that the Company shall enter into with M&M during a financial year shall be upto ₹ 25,000 Million								
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 Company's annual consolidated turnover for the immediately preceding financial year ending 31 st December 2025	26.58%								
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 M&M's annual consolidated turnover for the immediately preceding financial year i.e. financial year ending 31 st March, 2025	1.57%								
6	Financial performance of M&M for the immediately preceding financial year i.e. financial year ending 31 st March, 2025	<table border="1"> <thead> <tr> <th data-bbox="751 1547 1107 1593">Particulars</th> <th data-bbox="1107 1547 1469 1593">Amount in ₹ Million</th> </tr> </thead> <tbody> <tr> <td data-bbox="751 1593 1107 1638">Turnover</td> <td data-bbox="1107 1593 1469 1638">1,164,836.80</td> </tr> <tr> <td data-bbox="751 1638 1107 1684">Profit After Tax</td> <td data-bbox="1107 1638 1469 1684">118,549.60</td> </tr> <tr> <td data-bbox="751 1684 1107 1730">Net worth</td> <td data-bbox="1107 1684 1469 1730">615,851.00</td> </tr> </tbody> </table>	Particulars	Amount in ₹ Million	Turnover	1,164,836.80	Profit After Tax	118,549.60	Net worth	615,851.00
Particulars	Amount in ₹ Million									
Turnover	1,164,836.80									
Profit After Tax	118,549.60									
Net worth	615,851.00									
<p>Note: The financial information of related party included as above is based upon the audited consolidated financial statement of M&M for the preceding financial year i.e. financial year ending 31st March, 2025. As required under Industry Standards the copies of the audited financial statement of related party or relevant financial extracts therefrom duly certified by the Related Party shall was made available for review of the Audit Committee.</p>										



Sr. No.	Particulars	Relevant disclosures
A5. Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a) Sales of Goods b) Sales of services c) Purchase of Goods d) Purchase of Services e) Purchase of Fixed Assets f) Rent paid g) Interest Received h) Interest Paid i) Reimbursements Received j) Reimbursements Paid k) Any other transfer of resource, services or obligation
2	Details of each type of the proposed transaction	<p>The transactions entered into or proposed to be entered into with M&M are in the nature of sale of goods and services, purchase of goods and services, Purchase of Assets, payment or receipt of interest for delayed or advance payments, paying the rent for the property taken on lease by the Company and any other transfer of resources, services or obligation to meet the objectives or requirement ("Transactions").</p> <p>M&M is one of the main customers for most of the Company's production technologies in India.</p> <p>The Sale of Goods primarily includes manufacturing and supply of castings, forgings, sheet metal, gears and other components/parts and specific tooling developed for such components/parts.</p> <p>The sale of services primarily includes services in the nature of refurbishment of tools.</p> <p>Similarly, the Purchase of Goods, Purchase of Services, Purchase of Fixed Assets, Reimbursements Received, Reimbursements Paid or any other transfer of resource, services or obligation are all largely connected with the manufacture and supply of components/parts to M&M.</p> <p>Payment or receipt of interest is towards the delayed or advance payments of Trade Receivables from M&M.</p> <p>Payment of rent is in relation to the premises taken on Lease basis from M&M including the security deposit kept with M&M for the said lease.</p>
3	Tenure of the proposed transaction	<p>The proposed transactions are repetitive in nature and are undertaken in the ordinary course of the Company's business activities on an ongoing basis.</p> <p>The omnibus approval of the shareholders is being obtained for all the transaction entered into from the 27th AGM upto the 28th AGM to be held in the calendar year 2027 subject to the period not exceeding fifteen months.</p>
4	Whether omnibus approval is being sought?	Yes



Sr. No.	Particulars	Relevant disclosures																																				
5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>Aggregate annualised value of all the transactions that the Company shall enter into with M&M during a financial year shall not exceed ₹ 25,000 Million.</p> <p>The transactions are executed on an ongoing basis. The Omnibus Approval of the shareholders is for transactions to be entered into from the date of 27th AGM upto the date of 28th AGM to be held in the calendar year 2027 (subject to the period not exceeding fifteen months).</p> <p>Further the Audit Committee while granting its approval under Regulation 23(2) and 23(3) of the Listing Regulations has also approved limits for each nature of transactions and maximum value per transaction. The same is as below, which reflects expected bifurcation of the aggregate amount of proposed MRPTs for each nature of transaction:</p> <table border="1" data-bbox="751 721 1481 1375"> <thead> <tr> <th data-bbox="751 721 1075 872">Nature of Transaction</th> <th data-bbox="1075 721 1275 872">Aggregate Value during a financial year approved by Audit Committee (in ₹ Million)</th> <th data-bbox="1275 721 1481 872">Maximum Value per transaction approved by Audit Committee (in ₹ Million)</th> </tr> </thead> <tbody> <tr> <td data-bbox="751 872 1075 913">Sales of Goods</td> <td data-bbox="1075 872 1275 913">24,280.00</td> <td data-bbox="1275 872 1481 913">20.00</td> </tr> <tr> <td data-bbox="751 913 1075 955">Sales of services</td> <td data-bbox="1075 913 1275 955">160.00</td> <td data-bbox="1275 913 1481 955">20.00</td> </tr> <tr> <td data-bbox="751 955 1075 996">Purchase of Goods</td> <td data-bbox="1075 955 1275 996">50.00</td> <td data-bbox="1275 955 1481 996">5.00</td> </tr> <tr> <td data-bbox="751 996 1075 1038">Purchase of Services</td> <td data-bbox="1075 996 1275 1038">50.00</td> <td data-bbox="1275 996 1481 1038">5.00</td> </tr> <tr> <td data-bbox="751 1038 1075 1079">Purchase of Fixed Assets</td> <td data-bbox="1075 1038 1275 1079">50.00</td> <td data-bbox="1275 1038 1481 1079">5.00</td> </tr> <tr> <td data-bbox="751 1079 1075 1120">Rent paid</td> <td data-bbox="1075 1079 1275 1120">50.00</td> <td data-bbox="1275 1079 1481 1120">5.00</td> </tr> <tr> <td data-bbox="751 1120 1075 1162">Interest Received</td> <td data-bbox="1075 1120 1275 1162">50.00</td> <td data-bbox="1275 1120 1481 1162">10.00</td> </tr> <tr> <td data-bbox="751 1162 1075 1203">Interest Paid</td> <td data-bbox="1075 1162 1275 1203">50.00</td> <td data-bbox="1275 1162 1481 1203">50.00</td> </tr> <tr> <td data-bbox="751 1203 1075 1245">Reimbursements Received</td> <td data-bbox="1075 1203 1275 1245">50.00</td> <td data-bbox="1275 1203 1481 1245">5.00</td> </tr> <tr> <td data-bbox="751 1245 1075 1286">Reimbursements Paid</td> <td data-bbox="1075 1245 1275 1286">50.00</td> <td data-bbox="1275 1245 1481 1286">5.00</td> </tr> <tr> <td data-bbox="751 1286 1075 1375">Any other transfer of resource, services or obligation</td> <td data-bbox="1075 1286 1275 1375">160.00</td> <td data-bbox="1275 1286 1481 1375">50.00</td> </tr> </tbody> </table> <p>The details of transactions entered into by the Company shall be placed before the Audit Committee of the Company as per the requirements of the Listing Regulations and the SEBI Circulars and aggregate value thereof during a financial year shall remain within the limits as approved by the members i.e. ₹ 25,000 million.</p> <p>Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee, which forms part of the RPT Policy, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.</p>	Nature of Transaction	Aggregate Value during a financial year approved by Audit Committee (in ₹ Million)	Maximum Value per transaction approved by Audit Committee (in ₹ Million)	Sales of Goods	24,280.00	20.00	Sales of services	160.00	20.00	Purchase of Goods	50.00	5.00	Purchase of Services	50.00	5.00	Purchase of Fixed Assets	50.00	5.00	Rent paid	50.00	5.00	Interest Received	50.00	10.00	Interest Paid	50.00	50.00	Reimbursements Received	50.00	5.00	Reimbursements Paid	50.00	5.00	Any other transfer of resource, services or obligation	160.00	50.00
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Sr. No.	Particulars	Relevant disclosures
6	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	<p>The Company, being an auto component maker, targets to have all key OEMs in its customer portfolio. M&M is one of the leading Original Equipment Manufacturer in India and has been a major customer of the Company which is also substantiated by the sale of goods to M&M during CY2025 which accounted for almost 18% of the consolidated sales of the Company. The Company always looks for opportunities to participate in new programs launched by the OEMs as well as increasing the Share of Business in the Existing Programs. The Company also makes similar efforts for its business with M&M. Other transactions are also linked to or relevant for ensuring smooth supply of products to M&M.</p> <p>All the Transactions with M&M are in Ordinary Course of Company's Business and are at arm's length basis.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	<p>None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the transaction, whether directly or indirectly.</p> <p>However, Mr. Shriprakash Shukla, Director of the Company, may be considered as concerned or interested in the proposed transactions to the extent of his shareholding in M&M.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All the Transactions with M&M are regular business transactions and predominantly are of P&L nature and are in the Ordinary Course of Company's business and are at Arm's Length basis. Therefore, no valuation report or other external report is obtained for the same or relied upon by the Company.
9	Other information relevant for decision making.	Nil
BI. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>In case of sale of goods to M&M, the Company responds to the RFQ's (Request for Quotes) received from M&M and basis negotiations wins business award for a program.</p> <p>All other transactions are largely connected to the sale of goods to M&M.</p> <p>In line with the business practice followed for all its customers and policies of the Company, no bids are invited by the Company for any of proposed transactions with M&M.</p>
2	Basis of determination of price including the indicative base price / current contracted price and the formula for variation in the price if any.	<p>The Company always looks for opportunities to participate in new programs launched by the OEMs as well as increasing the Share of Business in the Existing Programs. The Company also makes similar efforts for its business with M&M.</p> <p>The pricing for any transaction is a result of competitive bidding and/or hard negotiations, as the case may be.</p>
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction.	Not Applicable



The Audit Committee and the Board of Directors are of the opinion that the proposed related party transactions between the Company and M&M are in ordinary course of business, are transacted at arm's length basis and shall not be detrimental to the interest of minority members, and are in the interest of the Company and its members.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 28th AGM subject to maximum period of fifteen months from the date of this 27th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Based on the information on Related Party Transactions, summarised in this explanatory statement hereinabove, the Audit Committee has granted its approval and the Board of Directors of the Company has considered and recommended for the approval of the Members the proposed related party transactions between the Company and M&M.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolution at Item No. 7 whether the entity is a related party to the particular transaction or not. Accordingly, no Member of the Company being a Related Party of the Company as per the Listing Regulations, shall vote to approve the said resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 7. However, Mr. Shriprakash Shukla, Director of the Company may be concerned or interested in the proposed transactions to the extent of his shareholding in M&M.

Accordingly, the Board recommends the Resolution as set out at Item No. 7 of this Notice for approval of the Members as an Ordinary Resolution.

Item No. 8

CIE Galfor S.A.U., Spain ('CIE Galfor') is a wholly owned subsidiary of the Company. CIE Automotive S.A. ('CIE Automotive') is the Ultimate Holding Company of the Company and CIE Galfor. CIE Galfor and CIE Automotive both incorporated under Laws of Spain have been entering into various transactions in their Ordinary Course of Business which are in the nature of Cash Pooling Arrangement and purchase of services during the course of the year. All these transactions are governed and are in compliance with Spanish Law including transfer pricing.

Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') defines "Related Party Transactions" to inter-alia mean, transfer of resources, services or obligations between a listed entity or any of its subsidiaries

on one hand and a related party of the listed entity or any of its subsidiaries on the other hand. Accordingly, the transactions amongst CIE Galfor and CIE Automotive are related party transactions.

In accordance with the Regulation 23(2) of the Listing Regulations all related party transactions and subsequent material modifications requires prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications shall require prior approval of the shareholders.

As per Regulation 23(1) read with Schedule XII to the Listing Regulations and Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), a transaction with a Related Party, undertaken by the Company and any of its Subsidiaries, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ("materiality threshold").

The aggregate amount of funds transferred to or drawn from the cash pool account as a part of Cash Pooling Arrangement, as explained, exceeds the materiality threshold.

In accordance with Regulations 23(2) and 23(3) of the Listing Regulations and subject to the approval of the members of the Company under Regulation 23(4) of the Listing Regulations, the Audit Committee has at its meeting held on 17th December, 2025, granted its omnibus approval to the related party transaction of CIE Galfor with CIE Automotive to be entered into during the financial year ending 31st December, 2026. Aggregate value of the transactions approved by the Audit Committee is € 504 Million (Euro Five Hundred and Four Million only), which exceeds the Materiality Threshold.

Pursuant to Regulation 23(4) of the Listing Regulations, the Members of the Company had at the 26th Annual General Meeting held on 30th April, 2025 approved material related party transactions of CIE Galfor with CIE Automotive for an aggregate amount not exceeding € 504 Million (Euro Five Hundred and Four Million only) in a financial year. In accordance with the Listing Regulations the said approval of the members is valid upto the 27th Annual General Meeting of the Company i.e. 29th April, 2026. The transactions to be entered into by CIE Galfor with CIE Automotive upto 29th April, 2026 shall be within the approval limits granted by the shareholders vide their resolution dated 30th April, 2025 i.e. the same shall not exceed € 504 Million.

In view of the above, approval of the members of the Company is being sought for the Material Related Party



transactions to be entered into by CIE Galfor with CIE Automotive from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in Calendar Year 2027, as per the resolution as set out in Item No. 8 of the Notice.

In addition to the omnibus approval granted by the Audit Committee under Regulation 23(3) of the Listing Regulations, as mentioned hereinabove, the Audit Committee had at its meeting held on 19th February, 2026 also considered the resolution as set out in Item No. 8 of the Notice of AGM in relation to the Material Related Party transactions which CIE Galfor shall enter into with CIE Automotive from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in Calendar Year 2027. A Statement containing all the necessary disclosures, including the information required to be disclosed to the Audit Committee in accordance with the SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities last updated on

30th January, 2026 (the Master Circular) read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” issued vide SEBI Circular dated 26th June, 2025 (the RPT Industry Standard) was placed before the Committee. Further, a certificate from the Executive Director & Group CEO and the Chief Financial Officer inter-alia confirming that the terms of RPTs proposed to be entered into are in the interest of the Company was also placed before the Committee. The Committee reviewed the said Statement and the said Certificate and after due consideration approved the Material Related Party transactions to be entered into by CIE Galfor with CIE Automotive from the ensuing 27th Annual General Meeting till the 28th Annual General Meeting to be held in Calendar Year 2027 and recommended to the Board of Directors and the Members the resolution as set out in Item No. 8 of the AGM Notice. The Board of Directors of the Company at its meeting held on 19th February, 2026 considered the above and have recommended to the Members for their approval the resolution as set out in Item No. 8 of the AGM Notice.

The information that was placed before the Audit Committee while seeking its approval and before the Board of Directors while seeking its recommendation to shareholders for the proposed material related party transactions of the CIE Galfor with CIE Automotive, at their respective meetings held on 19th February, 2026, to the extent applicable, is provided below:

Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
A1. Basic Details of the Related Party		
1	Name of the related party	CIE Automotive S.A.
2	Country of incorporation of the related party	Spain
3	Nature of business of the related party	Global full service supplier for components, assemblies and sub-assemblies
A2. Relationship and ownership of the related party		
1	Relationship between CIE Galfor i.e. the subsidiary of the Company and the Related Party including nature of its concern (financial or otherwise)	CIE Galfor S.A.U. is a wholly owned subsidiary of the Company. CIE Automotive S.A. (CIE Automotive) is the Ultimate Holding Company of CIE Galfor and the Company.
2	Shareholding of the Company and/or CIE Galfor i.e. the subsidiary of the Company (since the transaction involves the subsidiary), whether direct or indirect, in CIE Automotive	Nil
3	Shareholding of CIE Automotive, whether direct or indirect, in the Company and/or CIE Galfor (since the transaction involves the subsidiary).	CIE Automotive through its wholly owned step-down subsidiary Participaciones Internacionales Autometal, Dos S.L. holds 65.70% of the paid-up share capital of the Company. CIE Galfor is a wholly owned subsidiary of the Company. Accordingly, the indirect holding of CIE Automotive in Galfor shall be 65.70%.



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)																																																														
A3. Details of previous transactions with the related party																																																																
1	Total amount of all the transactions undertaken by the Company or the Subsidiary i.e. CIE Galfor with CIE Automotive during the last financial year ended 31 st December, 2025	<p>A. All the transactions undertaken by CIE Galfor with CIE Automotive</p> <table border="1" data-bbox="871 381 1481 893"> <thead> <tr> <th rowspan="2">Nature of Transaction entered into during the last financial year ended</th> <th colspan="2">(amounts in EURO Million)</th> </tr> <tr> <th>31st December, 2025</th> <th>31st December, 2024</th> </tr> </thead> <tbody> <tr> <td>Lending (as explained in A5(2) herein below)</td> <td>25.21</td> <td>37.29</td> </tr> <tr> <td>Borrowing (as explained in A5(2) below)</td> <td>84.24</td> <td>103.60</td> </tr> <tr> <td>Interest Paid</td> <td>4.10</td> <td>4.48</td> </tr> <tr> <td>Interest Received</td> <td>3.74</td> <td>4.53</td> </tr> <tr> <td>Purchase of Services/ Re-imbursements</td> <td>1.59</td> <td>1.72</td> </tr> <tr> <td>Total</td> <td>118.88</td> <td>151.62</td> </tr> </tbody> </table> <p>B. All the transactions undertaken by the Company (standalone) as well as all its subsidiaries (including Galfor) with CIE Automotive</p> <table border="1" data-bbox="871 1011 1481 1641"> <thead> <tr> <th rowspan="2">Nature of Transaction</th> <th colspan="2">31st December, 2025 (Amount in EURO Million)</th> <th colspan="2">31st December, 2024 (Amount in EURO Million)</th> </tr> <tr> <th>Company (Standalone)</th> <th>Subsidiaries* (including Galfor) (In Million)</th> <th>Company (Standalone)</th> <th>Subsidiaries* (including Galfor) (In Million)</th> </tr> </thead> <tbody> <tr> <td>Lending (as explained in A5(2) herein below)</td> <td>Nil</td> <td>25.21</td> <td>Nil</td> <td>37.29</td> </tr> <tr> <td>Borrowing (as explained in A5(2) below)</td> <td>Nil</td> <td>139.31</td> <td>Nil</td> <td>169.30</td> </tr> <tr> <td>Interest Paid</td> <td>Nil</td> <td>4.56</td> <td>Nil</td> <td>4.86</td> </tr> <tr> <td>Interest Received</td> <td>Nil</td> <td>3.74</td> <td>Nil</td> <td>4.53</td> </tr> <tr> <td>Purchase of Services/ Re-imbursements</td> <td>Nil</td> <td>2.99</td> <td>Nil</td> <td>3.17</td> </tr> <tr> <td>Total</td> <td>Nil</td> <td>175.81</td> <td>Nil</td> <td>219.15</td> </tr> </tbody> </table> <p><i>*all the transactions involve the Company's subsidiaries in Europe and hence amounts are disclosed in Euro. Average conversion rate in respect of aforesaid transactions i.e. EURO to ₹ for CY2025 is ₹ 98.52 per Euro and for CY2024 is ₹ 90.55 per Euro.</i></p>	Nature of Transaction entered into during the last financial year ended	(amounts in EURO Million)		31 st December, 2025	31 st December, 2024	Lending (as explained in A5(2) herein below)	25.21	37.29	Borrowing (as explained in A5(2) below)	84.24	103.60	Interest Paid	4.10	4.48	Interest Received	3.74	4.53	Purchase of Services/ Re-imbursements	1.59	1.72	Total	118.88	151.62	Nature of Transaction	31 st December, 2025 (Amount in EURO Million)		31 st December, 2024 (Amount in EURO Million)		Company (Standalone)	Subsidiaries* (including Galfor) (In Million)	Company (Standalone)	Subsidiaries* (including Galfor) (In Million)	Lending (as explained in A5(2) herein below)	Nil	25.21	Nil	37.29	Borrowing (as explained in A5(2) below)	Nil	139.31	Nil	169.30	Interest Paid	Nil	4.56	Nil	4.86	Interest Received	Nil	3.74	Nil	4.53	Purchase of Services/ Re-imbursements	Nil	2.99	Nil	3.17	Total	Nil	175.81	Nil	219.15
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Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)								
2	Total amount of all the transactions undertaken by the CIE Galfor with CIE Automotive in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since the approval of the Audit Committee and the Board of Directors under Regulation 23(4) of the Listing Regulations was obtained at their respective meetings held on 19 th February, 2026 i.e. in first quarter of FY2026. <i>However, for benefit of shareholders, the transactions undertaken by CIE Galfor with CIE Automotive over preceding two financial years ending on 31st December, 2025 and 31st December, 2024 are disclosed herein above.</i>								
3	Default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	No								
A4. Amount of the proposed transaction(s)										
1	Amount of the proposed transactions being placed for approval of the shareholders.	EURO 504.00 million								
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 Company's annual consolidated turnover for the immediately preceding financial year ending 31 st December, 2025.	48.52%								
4	Value of the proposed transactions as a percentage of CIE Galfor's annual standalone turnover for the immediately preceding financial year (since the transaction involves the subsidiary and the Company is not a party to the said transactions)	351%								
5	Value of the proposed transactions as a percentage of the CIE Automotive's annual consolidated turnover for the immediately preceding financial year, i.e. 31 st December, 2025.	12.73%								
6	Financial performance of CIE Automotive for the immediately preceding financial year i.e. 31 st December, 2025.	<table border="1"> <thead> <tr> <th data-bbox="809 1444 1139 1483">Particulars</th> <th data-bbox="1144 1444 1490 1483">(amounts in EURO Million)</th> </tr> </thead> <tbody> <tr> <td data-bbox="809 1489 1139 1529">Turnover</td> <td data-bbox="1144 1489 1490 1529">257.16</td> </tr> <tr> <td data-bbox="809 1535 1139 1574">Profit After Tax</td> <td data-bbox="1144 1535 1490 1574">134.06</td> </tr> <tr> <td data-bbox="809 1580 1139 1620">Net worth</td> <td data-bbox="1144 1580 1490 1620">329.71</td> </tr> </tbody> </table>	Particulars	(amounts in EURO Million)	Turnover	257.16	Profit After Tax	134.06	Net worth	329.71
Particulars	(amounts in EURO Million)									
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<p>Note: The financial information of related party included as above is based upon the audited financial statement of the related party for the financial year ended 31st December, 2025. As required under Industry Standards the copies of the audited financial statement of related party or relevant financial extracts therefrom duly certified by the Related Party shall was made available for review of the Audit Committee.</p>										



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
A5. Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a) Cash Pooling Arrangement involving the following: <ol style="list-style-type: none"> i. Borrowing ii. Lending b) Purchase of Services/ Re-imbursement
2	Details of each type of the proposed transaction including material terms and particulars of the proposed transaction.	<p>Details of Cash Pooling Arrangement</p> <p>a. What is Cash Pooling Arrangement-</p> <ul style="list-style-type: none"> • CIE Galfor transfers the funds, as may be available in its own bank accounts at the end of a day, to a Common Cash Pool Account of CIE Automotive; and • CIE Galfor draws funds from the Common Cash Pool Account of CIE Automotive as may be required by CIE Galfor for its business operations. <p>The Cash Pool Account is a reciprocal current account between CIE Automotive and various entities in the CIE Automotive group.</p> <p>CIE Galfor generates cash from its business operations, such as receipts against sales made to its customers. It also requires cash to meet various operational requirement such as payments to Suppliers etc.</p> <p>On a daily basis, CIE Galfor may either have a positive cash position (when payments are lower than receipts) or a negative cash position (when payments are more than receipts).</p> <p>When CIE Galfor has a positive cash position, the balance at the end of day in its bank account is transferred to the Cash Pool Account of CIE Automotive. In case CIE Galfor has a negative cash position, CIE Galfor draws funds as it may require from the Cash Pool Account of CIE Automotive to meet its operational requirements.</p>
	Borrowing (the nature of transactions in Cash Pooling arrangement and its monetary limits)	<p>Borrowing by CIE Galfor from CIE Automotive</p> <p>At end of a certain day, on cumulative basis, if the total amount transferred by CIE Galfor to the Cash Pool Account of CIE Automotive is lower than the aggregate amount drawn from the said Common Cash Pool Account, then CIE Galfor will be Payable to CIE Automotive, which is reckoned as Borrowing by CIE Galfor. In such scenario,</p> <ul style="list-style-type: none"> ▪ Each instance of amount drawn by CIE Galfor from the Cash Pool Account shall be reckoned as a Transaction as per Regulation 2(1)(zc). ▪ the amount transferred by CIE Galfor to the said Common Cash Pool Account will be a repayment of Borrowing by CIE Galfor.



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
		The amount payable by CIE Galfor (i.e. Borrowing by CIE Galfor) at any point during a year is not expected to exceed EURO 50 Million, but the aggregate of amount drawn by CIE Galfor from the Cash Pool Account on gross level is expected to be around Euro 250 Million.
	Lending (the nature of transactions in Cash Pooling arrangement and its monetary limits)	<p>Loan by CIE Galfor to CIE Automotive</p> <p>At end of a certain day, on cumulative basis if the total amount transferred by CIE Galfor to the Cash Pool Account of CIE Automotive is more than the aggregate amount drawn from the said Common Cash Pool Account, then CIE Galfor will have receivable from CIE Automotive, which is reckoned as Loan given by CIE Galfor.</p> <p>In such scenario,</p> <ul style="list-style-type: none"> ▪ Each instance of amount transferred by CIE Galfor to the Cash Pool Account shall be reckoned as a Transaction as per Regulation 2(1)(zc). ▪ the amount drawn by CIE Galfor from the Common Cash Pool Account, will be a repayment of Loan by CIE Automotive. <p>The amount receivable by CIE Galfor (i.e. Loan by CIE Galfor) at any point during a year is not expected to cross EURO 50 Million, but the aggregate of amount transferred by CIE Galfor to the Cash Pool Account on gross level is expected to be around Euro 250 Million.</p>
	Purchase of Services/ Re-imburements	Transactions other than Cash Pooling Arrangement i.e. other Related Party Transactions of CIE Galfor with CIE Automotive, are of the nature of purchase of services that involves charges paid towards sharing or usage of CIE Automotive's resources like employees, infrastructure including IT assets, cyber security, manpower, management and management support services, and reimbursements.
3	Tenure of the proposed transaction	<p>The proposed transactions are repetitive in nature and are undertaken in the ordinary course of the Company's business activities on an ongoing basis.</p> <p>The Approval of shareholders is for the transactions to be entered into from the date of 27th AGM upto the date of 28th AGM to be held in the Calendar Year 2027 subject to the period not exceeding fifteen months.</p>
4	Whether omnibus approval is being sought?	Yes



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)												
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.	<p>Aggregate annualised value of all the transactions that the company shall enter into by CIE Galfor with CIE Automotive during a financial year shall be upto Euro 504 Million.</p> <p>The transactions are executed on an ongoing basis. The Omnibus Approval of the shareholders is valid for period for the transactions entered into from date of 27th AGM upto the date of 28th AGM to be held in the Calendar Year 2027 (subject to the period not exceeding fifteen months)</p> <p>Further the Audit Committee, while granting its approval under Regulations 23(2) and 23(3) of the Listing Regulations has also approved limits for each nature of transactions and maximum value per transaction. The same is as below, which reflects expected bifurcation of the aggregate amount of proposed MRPTs for each nature of transaction:</p> <table border="1" data-bbox="810 793 1481 1255"> <thead> <tr> <th data-bbox="810 793 1145 1017">Nature of Transaction</th> <th data-bbox="1153 793 1278 1017">Aggregate Value approved by Audit Committee (amounts in Euro Million)</th> <th data-bbox="1286 793 1481 1017">Maximum amount outstanding at any point in time during a financial year as approved by the Audit Committee (amounts in Euro Million)</th> </tr> </thead> <tbody> <tr> <td data-bbox="810 1027 1145 1089">Lending (as explained in A5(2) herein above)</td> <td data-bbox="1153 1027 1278 1089">250.00</td> <td data-bbox="1286 1027 1481 1089">50.00</td> </tr> <tr> <td data-bbox="810 1100 1145 1162">Borrowing (as explained in A5(2) herein above)</td> <td data-bbox="1153 1100 1278 1162">250.00</td> <td data-bbox="1286 1100 1481 1162">50.00</td> </tr> <tr> <td data-bbox="810 1172 1145 1255">Purchase of Services/ Re-imbursements (as explained in A5(2) herein above)</td> <td data-bbox="1153 1172 1278 1255">4.00</td> <td data-bbox="1286 1172 1481 1255">4.00*</td> </tr> </tbody> </table> <p><i>*Maximum amount per transaction</i></p> <p>The details of transactions entered into CIE Galfor with CIE Automotive shall be placed before the Audit Committee of the Company as per the requirements of the Listing Regulations and the SEBI Circulars and aggregate value thereof during a financial year shall remain within the aggregate limits as approved by the members i.e. Euro 504 million.</p> <p>Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee, which forms part of the RPT Policy, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.</p>	Nature of Transaction	Aggregate Value approved by Audit Committee (amounts in Euro Million)	Maximum amount outstanding at any point in time during a financial year as approved by the Audit Committee (amounts in Euro Million)	Lending (as explained in A5(2) herein above)	250.00	50.00	Borrowing (as explained in A5(2) herein above)	250.00	50.00	Purchase of Services/ Re-imbursements (as explained in A5(2) herein above)	4.00	4.00*
Nature of Transaction	Aggregate Value approved by Audit Committee (amounts in Euro Million)	Maximum amount outstanding at any point in time during a financial year as approved by the Audit Committee (amounts in Euro Million)												
Lending (as explained in A5(2) herein above)	250.00	50.00												
Borrowing (as explained in A5(2) herein above)	250.00	50.00												
Purchase of Services/ Re-imbursements (as explained in A5(2) herein above)	4.00	4.00*												
6	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	<p>The Cash Pooling Arrangement is a part of CIE Galfor's daily cash management while optimizing its financial costs/returns. For CIE Galfor, this arrangement provides for a secure, liquid, optimal return, based on market linked rate, on its daily surpluses when it has a positive balance in the cash pool account. While borrowing, it provides quick and flexible access to liquidity at a market linked cost with clear visibility on repayment obligation.</p>												



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
		For the Company's subsidiaries in Europe, CIE Automotive's scale provides access to bank funds wherever required at very competitive rates. Long term surpluses of Company's subsidiaries are deployed to maximize stakeholder returns by deploying them at appropriate locations avoiding exchange and tax inefficiencies. The Common services availed from CIE Automotive provides benefits of synergies and cost optimization to CIE Galfor
7	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, however, Mr. Ander Arenaza Alvarez, Director of the Company is in whole-time employment of CIE Automotive. Hence, he may be concerned or interested in the resolution to the extent of his employment or shareholding in CIE Automotive as may be applicable.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	CIE Galfor and CIE Automotive both incorporated under Laws of Spain have been entering into the proposed transactions which are in the nature of Cash Pooling Arrangement and availing of services in their Ordinary Course of Business. All these transactions are governed and are in compliance with Spanish Law including transfer pricing. Accordingly, valuation report or other external report is not required or relied upon by transacting parties or the Company. All the Transactions including under the Cash Pooling Arrangement are in the Ordinary Course of business and are at Arm's Length basis.
9	Other information relevant for decision making.	-
B2. Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Cash generated by CIE Galfor from its operations.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance.	Not applicable, since CIE Galfor would not be incurring financial indebtedness specially for giving any loans to CIE Automotive.
3	Rate of interest at which the Company or its subsidiary is borrowing from its bankers/ other lenders.	3.8% - 4.20%
4	Proposed interest rate to be charged by CIE Galfor i.e. Company's subsidiary from the related party.	The rate of interest is determined on arm's length, every six months, on the basis of Bank Interest Rates published by European Central Bank. It is linked to "Bank Interest Rate – Loans to euro area nonfinancial corporations with an IRF period over one and upto five years – euro area". You may kindly refer the same at the link below: https://data.ecb.europa.eu/publications/financial-markets-and-interest-rates/3030664



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
		<p>At present, the applicable interest rate falls within the range of 3.8% - 4.20% .</p> <p>The interest is accrued on daily basis and is calculated on the net-outstanding in the Common Cash Pool Account at the end of each day. Interest is paid once per year within 10 days after yearly closing.</p>
5	Maturity / due date	<p>Since the loan by CIE Galfor to CIE Automotive or borrowing from CIE Automotive is part of Cash Pool Arrangement the same do not have any maturity date, however the contract is valid upto 31st January, 2029 with automatic renewal for successive and equal periods of 5 years. The same can be terminated by an advance notice of 1 year.</p>
6	Repayment schedule & terms	<p>Receivable amounts to CIE Galfor (Loan made) can be called back by CIE Galfor at any time.</p>
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Group Cash pooling
B5. Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary		
1	Material covenants of the proposed transaction	As disclosed below.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	<p>The rate of interest for Borrowing and Loan is the same.</p> <p>As explained in B2(4) above, the The rate of interest is determined on arm’s length, every six months, on the basis of Bank Interest Rates published by European Central Bank. It is linked to “Bank Interest Rate – Loans to euro area nonfinancial corporations with an IRF period over one and upto five years – euro area”.</p> <p>At present, the applicable interest rate falls within the range of 3.8% - 4.20% .</p>
3	Cost of borrowing	<p>Apart from the Interest to be paid no other charges are applicable for the said transactions. Hence cost of borrowing is Same as B5(2)</p>
4	Maturity / due date	<p>Since the loan by CIE Galfor to CIE Automotive or borrowing from CIE Automotive is part of Cash Pool Arrangement the same do not have any maturity date, however the contract is valid upto 31st January, 2029 with automatic renewal for successive and equal periods of 5 years. The same can be terminated by an advance notice of 1 year.</p>
5	Repayment schedule & terms	<p>Payable amounts by CIE Galfor (i.e. when borrowing) are due on 31st January, 2029 with a one year prior notice.</p>
6	Whether secured or unsecured	Unsecured



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)						
7	If secured, the nature of security & security coverage ratio	Not Applicable						
8	The purpose for which the funds will be utilized by the Company/ subsidiary	Group Cash pooling						
C1. Disclosure only in case of transactions relating to loans and advances given by the Company or its subsidiary								
1	Latest credit rating of the related party	No credit rating taken						
2	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default.	No						
	In addition, state the following:							
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No						
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No						
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No						
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No						
C4. Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary								
1	Debt to Equity Ratio of the CIE Galfor based on last audited financial statements	<table border="1"> <thead> <tr> <th>Particulars As on 31st December, 2025</th> <th>Standalone</th> </tr> </thead> <tbody> <tr> <td>a. Before transaction</td> <td>0.12</td> </tr> <tr> <td>b. After transaction</td> <td>0.49</td> </tr> </tbody> </table>	Particulars As on 31 st December, 2025	Standalone	a. Before transaction	0.12	b. After transaction	0.49
		Particulars As on 31 st December, 2025	Standalone					
		a. Before transaction	0.12					
b. After transaction	0.49							
2	Debt Service Coverage Ratio of the CIE Galfor based on last audited financial statements	<table border="1"> <thead> <tr> <th>Particulars As on 31st December, 2025</th> <th>Standalone</th> </tr> </thead> <tbody> <tr> <td>a. Before transaction</td> <td>1.42</td> </tr> <tr> <td>b. After transaction</td> <td>1.29</td> </tr> </tbody> </table>	Particulars As on 31 st December, 2025	Standalone	a. Before transaction	1.42	b. After transaction	1.29
		Particulars As on 31 st December, 2025	Standalone					
		a. Before transaction	1.42					
b. After transaction	1.29							
B1. Disclosure only in case of transactions relating to purchase of services or any other similar business transaction and trade advances								
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable for the nature of given transaction						
2	Basis of determination of price.	The charges for common services are determined based on the volume of business and usage.						



Sr. No.	Particulars	Relevant Disclosures - CIE Galfor S.A.U. (CIE Galfor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction.	Not Applicable

The Audit Committee and the Board of Directors are of the opinion that the proposed related party transactions between the CIE Galfor and CIE Automotive are in ordinary course of business, are transacted at arm’s length basis and shall not be detrimental to the interest of minority members and are in the interest of the Company and its members.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 28th AGM subject to maximum period of fifteen months from the date of this 27th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Based on the information on Related Party Transactions, summarised in this explanatory statement hereinabove, the Audit Committee has granted its approval and the Board of Directors of the Company has considered and recommended for the approval of the Members the proposed related party transactions between the CIE Galfor and CIE Automotive.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolution at Item No. 8 whether the entity is a related party to the particular transaction or not. Accordingly, no Member of the Company being a Related Party of the Company as per the Listing Regulations, shall vote to approve the said resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 8. However,

Mr. Ander Arenaza Alvarez, Director of the Company is in whole-time employment of CIE Automotive. Hence, he may be concerned or interested in the resolution to the extent of his employment or shareholding in CIE Automotive as may be applicable.

Accordingly, the Board recommends the Resolution as set out at Item No. 8 of this Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors of
CIE Automotive India Limited

Pankaj V. Goyal
Company Secretary, Chief Compliance Officer
and Head – Legal
Membership No.: F13037

Pune, 19th February, 2026

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