

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **33rd Annual General Meeting** of the Shareholders of the Company will be held on **Thursday, the 25th day of September 2025 at 11.00 a.m.** at the Registered Office of the Company at R.K.G.Industrial Estate, Ganapathy, Coimbatore – 641 006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (i) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and the Auditors thereon ; and
 - (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon and in this regard, to pass the following resolution(s) as an Ordinary Resolution:
 - (a) RESOLVED that the Audited Standalone financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.
 - (b) RESOLVED that the Audited Consolidated financial statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Dr.S.Chandrasekar (DIN 01773256), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mrs.R.K.Umaadhevi (DIN 01067950), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. To consider, approve, re-appoint and increase in remuneration payable to Mr.J.KrishnaKumar (DIN: 09419339) Whole-Time Director (Director - Marketing) and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the company be and hereby accords its approval for re-appointment of Mr.J.Krishna Kumar (DIN:09419339),

Whole-Time Director (Director-Marketing) of the Company for a further period of three years with effect from 25.01.2025 to 24.01.2028, with increase in the remuneration payable to Mr.J.Krishna Kumar (DIN 09419339), Whole-Time Director (Director-Marketing) of the Company with effect from 25.01.2025 to 24.01.2028 at a remuneration of Rs.142.36 Lakhs per annum and at 0.14% by way of Commission on Net Profit of the Company as computed as per Section 197 and Section 198 of the Companies Act, 2013.

FURTHER RESOLVED that in the event of no profits or inadequacy of profits, the remuneration payable to Mr.J.Krishna Kumar (DIN: 09419339), Whole-Time Director (Director-Marketing) of the Company shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

FURTHER RESOLVED that the Board of Directors be and are hereby authorised to vary the remuneration payable to Whole-Time Director (Director-Marketing) as and when necessary.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To approve and ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2026 and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 148(3) 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 thereof, for the time being in force) the Cost Auditors M/s. Ramakrishnan & Co. (Firm No.100285), as recommended by the Audit Committee and appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be paid a remuneration of Rs.1,50,000/- per annum plus applicable GST and other out of pocket expenses, be and is hereby ratified.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By order of the Board
R Varun Karthikeyan
Vice Chairman &
Managing Director
(DIN 00585158)

Coimbatore
16.07.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.5

The Nomination and Remuneration Committee in its meeting held on 25.01.2022 recommended to the Board to appoint Mr.J.Krishna Kumar (DIN: 09419339), as Whole-Time Director (Director-Marketing) of the company for a period of three years with effect from 25.01.2022 to 24.01.2025. Accordingly the Board accepted the recommendation of Nomination and Remuneration Committee in its meeting held on 25.01.2022 and subsequently approved by the Shareholders in their meeting held on 29.09.2022.

Further, the Nomination and Remuneration Committee in its meeting held on 24.01.2025 has recommended the re-appointment of Mr.J.Krishna Kumar (DIN:09419339) as Whole-Time Director (Director-Marketing) of the Company for a further period of three years with effect from 25.01.2025 to 24.01.2028, with an increase in remuneration payable to him with effect from 25.01.2025 to 24.01.2028.

The details of the Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

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| Name of the Director | Mr. J. Krishnakumar |
| DIN | 09419339 |
| Age | 55 years |
| Qualification | MBA |
| Brief Resume of the Director | Mr.J.Krishnakumar, has wide experience in the field of Marketing across various industries. |
| Expertise in specific functional area | He is a Sales & Marketing professional with a background and overall track record of across varied segments like Foundry, Steel, Airline, Hospitality, Automobile and Cleaning Industry. |
| Recognition or awards | - |
| Job profile | Whole-Time Director (Director-Marketing) |
| Terms & Conditions of Appointment/ Re-appointment with proposed remuneration | Re-appointed as Whole-Time Director (Director-Marketing) for a further period of three years with effect from 25.01.2025 to 24.01.2028 with an increase in the remuneration with effect from 25.01.2025 to 24.01.2028. |
| Remuneration Last Drawn | Rs.1,40,26,386/- per annum |
| Date of First Appointment on the Board | 25.01.2022 |
| Shareholding in the Company as on 31.03.2025 | NIL |

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| Relationship with other Directors | Not related to any of the Directors and / or Key Managerial Personnel of the Company |
| No. of Board Meetings attended during the year | 4 out of 4 Board Meetings |
| Directorships of other Boards as on date | Nil |
| Membership/ Chairmanship of Committees of other Boards as on date | Nil |

Accordingly, the Board in its meeting held on 27.01.2025, accepted the recommendation of the Nomination and Remuneration Committee and recommends the resolution set forth in item No.5 for the approval of the members.

Except Mr.J.Krishnakumar (DIN 09419339), none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary resolution as set out in item No.5 of this Notice.

Item No.6

The Board of Directors in their Meeting held on 29.04.2025 has approved the re-appointment and remuneration of the Cost Auditors to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 at a remuneration of Rs.1,50,000/- per annum plus applicable GST and other out of pocket expenses for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, the Ordinary resolution as set out in item No.6 is proposed for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in item No.6 of the notice.

By order of the Board
R Varun Karthikeyan
Vice Chairman &
Managing Director
(DIN 00585158)

Coimbatore
16.07.2025

NOTES

- Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself. Such proxy need not be a member of the Company. Proxy forms duly stamped and executed should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- The Register of Members and Share Transfer books will remain closed from 18-09-2025 to 25-09-2025 (Both days inclusive).
- Members are requested to immediately notify changes in their address, if any, to the Registered office of the Company or Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited. Members are requested to provide their bank account details viz., Bank branch, account type, account number and address of the bank with Pincode Number to the Registered office of the Company or Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited.
- Members are requested to bring a copy of the Annual Report to the Annual General Meeting.
- As per the notification by Government the securities of the companies can be transferred only in dematerialised form. Hence Members are requested to dematerialise their equity shares from physical form to demat form. The International Security Identification Number (ISIN) allotted to the Equity Shares of the Company is INE01LF01013.
- Contact details of Company's Registrar and Share Transfer Agents:
M/s.MUFG Intime India Private Limited
CIN: U67190MH1999PTC118368
(Formerly M/s.Link Intime India Private Limited)
"Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
Telephone: +91 0422 2314792, 4958995
Email: Coimbatore@in.mpms.mufig.com
Web: www.in.mpms.mufig.com
- Members are requested to note that dividends not claimed within Seven Years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
- Members who wish to claim dividends / shares, which remain unclaimed, are requested to communicate with the Nodal Officer, Registered Office of the Company and the Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited.
- The members who have a claim on the dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form (Form No. IEPF-5) available on the website: www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with required documents as prescribed in the Form.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Route map for the venue of the meeting has been provided hereunder.

Route Map

