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Menon Pistons Ltd.



**NOTICE OF  
POSTAL BALLOT  
2025-26**

## MENON PISTONS LIMITED

(CIN: L34300MH1977PLC019823)

Registered Office: 182, Shirol, Kolhapur - 416 122, Maharashtra, India

Tel. No.: +91 230-2468041/42

Email ID: cs@menonpistons.com Website: www.menonindia.in

### POSTAL BALLOT NOTICE

To,  
The Members,  
Menon Pistons Limited  
182, Shirol, Kolhapur – 416122 Maharashtra, India

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) as amended, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 09/2023 dated 25<sup>th</sup> September, 2023, 09/2024 dated 19<sup>th</sup> September, 2024 and General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), approval of the members of the Company (as on cut-off date) is sought by means of Postal Ballot through **e-voting only**, on the subject matters as set out in this notice.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the proposed resolution(s) setting out the material facts’ concerning the item and reasons thereof along with the Postal Ballot Notice is enclosed hereto for your consideration.

In compliance with MCA Circulars, Regulation 44 of the Listing Regulations and other applicable provisions, this **Postal Ballot Notice** is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **13<sup>th</sup> February, 2026 (“Cut-off date”)**.

The Board of Directors has appointed CS Devendra Deshpande (FCS 6099), Proprietor of **M/s. DVD & Associates**, Company Secretaries, Pune as a Scrutinizer for conducting the Postal Ballot Process (through Remote e-voting) in a fair and transparent manner.

The Company has engaged the services of MUFG Intime India Pvt. Ltd. (Formerly Link Intime India Pvt. Ltd. (“**MUFG**”) to provide remote e-voting facility to its Members. The remote e-voting period commences from **9.00 a.m.** (IST) on **Friday, 20<sup>th</sup> February, 2026** and ends at **5.00 p.m.** (IST) on **Saturday, 21<sup>st</sup> March, 2026**.

The remote e-voting shall be completed by not later than **5.00 p.m.** on **Saturday, 21<sup>st</sup> March, 2026** to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member. The remote e-voting would be disabled after the end of the said period.

The Members of the Company are requested to read the instructions in the Notes under the **Note No.15 'Remote e-voting Instructions for Shareholders'**.

The proposed resolution(s) along with the explanatory statements setting out the material facts are as follows:

## SPECIAL BUSINESS:

### 1. Re-appointment of Mr. Sachin Menon (DIN: 00134488) as Chairman and Managing Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in accordance with the relevant provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Sachin Menon, be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 1<sup>st</sup> February, 2026 to 31<sup>st</sup> January, 2029 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Sachin Menon, Chairman and Managing Director.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mr. Sachin Menon as Chairman and Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sachin Menon, the above said remuneration as a minimum remuneration, after complying with the limits and obtaining necessary approvals as specified in Schedule V of the Act, or such other limits as may be prescribed from time to time, as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for payment of the aggregate annual remuneration to Executive directors in excess of the limits prescribed under the aforesaid Regulation at any point of time during their tenures.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

### 2. Approval of Material Related Party Transactions with M/s. Menon Exports, related party of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and Dealing with Related Party Transactions and based on the prior approval of the Audit Committee and the Board of Directors (hereinafter referred to as the ‘Board’), the approval of the Members be and is hereby accorded to the Board to enter into and/or execute contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with M/s. Menon Exports, a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing

Regulations, on such terms and conditions as may be agreed between the Company and M/s. Menon Exports for an aggregated value not exceeding Rs.120.75 Crores (Rupees One Hundred Twenty Crores and Seventy Five Lakhs Only) per annum for a period of next three (3) financial years i.e. from 01<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2029, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem it at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, to give effect to this resolution, for and on behalf of the Company and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

### 3. Appointment of Col Basavaraj K Kullolli (DIN: 11533574) as an Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (Including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the approval of the members be and is hereby accorded for appointment of Col Basavaraj K Kullolli (DIN: 11533574), who was appointed as an Additional Director (Non-Executive and Independent Category) of the Company by the Board of Directors with effect from 09<sup>th</sup> March, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Act, and Regulation 16(1)(b) of the listing regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act, proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a first term of three (3) years commencing with effect from 09<sup>th</sup> March, 2026 till 08<sup>th</sup> March, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

### 4. Alteration of the Articles of Association of the Company with reference to use of Common Seal:

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association ("AoA") of the Company in the following manner:

❖ **Deletion of Article 1(f) and 79: Definition of Seal and Use of Seal**

**The Seal**

1(f) - "Seal" means common seal of the Company.

79 (i) *The Board shall provide for the safe custody of the seal.*

*(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.*

**RESOLVED FURTHER THAT** the sequence number in AOA shall be adjusted accordingly after deletion of respective Article 1(f) and Article 79.

**RESOLVED FURTHER THAT** the Members take on record the confirmation of the Board of Directors that, to the best of their knowledge and after due consideration of applicable provisions of the Companies Act, 2013 and other applicable laws, the proposed deletion of Article 1(f) and Article 79 of the Article of Association, does not have any material adverse legal impact on the Company or its going concerns.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

**By order of the Board of Directors  
For Menon Pistons Limited**

**Sd/-  
Sachin Menon  
Chairman and Managing Director  
DIN: 00134488**

**Place: Kolhapur  
Date: 18<sup>th</sup> February, 2026**

**Registered Office:  
182, Shiroli, Kolhapur  
Maharashtra, India - 416122**

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolutions is annexed herewith.
2. In compliance with MCA Circulars this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date.
3. The Members, whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 13th February, 2026** (Cut-off Date) will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on (Cut-off date).

4. The e-voting period will commence on **Friday, 20th February, 2026 at 9.00 AM** (IST) and will end on **Saturday, 21st March, 2026 at 5.00 PM** (IST).

5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution(s) through the e-voting service facility arranged by MUFG Intime India Pvt. Ltd. ("MUFG") (Formerly Link Intime India Pvt. Ltd.)

The e-voting facility is available at the link <https://instavote.linkintime.co.in>. The instructions for electronic voting are mentioned at **Note no. 15 to this Notice**.

6. A member cannot exercise his vote by proxy on postal ballot.

7. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting of postal ballot through e-voting will be announced by the Chairman or any other person duly authorized on this behalf on or before **Monday, 23rd March, 2026** at the Registered Office of the Company and shall also be displayed on the Company's website i.e. [www.menonindia.in](http://www.menonindia.in) and communicated to BSE Limited and MUFG on that date. The Company will also display the results of the postal ballot at its Registered Office.

8. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days upto and including the date of declaration of the results of Postal Ballot.

9. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on **Saturday, 21st March, 2026**, being the last date specified for voting through e-voting.

10. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, bank details covering name of the bank and branch details, bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.

11. SEBI has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

12. Pursuant to SEBI circulars, members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the Company at [www.menonindia.in](http://www.menonindia.in). Further, in respect of shares held in Electronic / Demat form, the members may please contact their respective Depository Participant.

13. Further as per the SEBI circular it is mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from **April 01, 2024, upon their furnishing all the aforesaid details in entirety**.

14. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the stock exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s).

**15. Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Type of share-holders	Login Method
<p><b>Individual Share- holders holding securities In Demat mode with NSDL</b></p>	<p style="text-align: center;"><b>Method 1 - NSDL OTP based login</b></p> <p>a) Visit URL: <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>            b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.            c) Enter the OTP received on your registered email ID/ mobile number and click on login.            d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see <b>e-Voting services</b> under Value added services. Click on “Access to e-Voting” under e-Voting services.            e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;"><b>Method 2 - NSDL IDEAS facility</b></p> <p>➤ <b>Shareholders registered for NSDL IDEAS facility:</b></p> <p>a) Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and click on “<b>Beneficial Owner</b>” icon under “Log-in”.            b) Enter IDEAS User ID, Password, Verification code &amp; click on “Log-in”.            c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “<b>Access to e-Voting</b>” under e-Voting services.            d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;"><b>OR</b></p> <p>➤ <b>Shareholders <u>not</u> registered for NSDL IDEAS facility:</b></p> <p>a) To register, visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select “Register Online for IDEAS Portal” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>            b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on “Submit”.            c) Enter the last 4 digits of your bank account / generate ‘OTP’            d) Post successful registration, user will be provided with Login ID and password.            e) Follow steps given above in points (a-d).</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> </div> <div style="text-align: center; margin: 10px 0;">   </div> <p style="text-align: center;"><b>Method 3 - NSDL OTP based login</b></p> <p>a) Visit URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>            b) Click on the “<b>Login</b>” tab available under ‘Shareholder/Member’ section.            c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen &amp; click on “Login”.            d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.            e) Click on “<b>MUFG InTime</b>” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>

<p><b>Individual Share-holders holding securities in Demat mode with CDSL</b></p>	<p style="text-align: center;"><b>Method 1 - CDSL e-voting page</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>.</li> <li>Go to e-voting tab.</li> <li>Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</li> <li>Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “<b>MUFG InTime</b>” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p style="text-align: center;"><b>Method 2 – CDSL Easi/ Easiest facility</b></p> <p>➤ <b>Shareholders registered for CDSL Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on “Login” and select “My Easi New (Token)”.</li> <li>Enter existing username, Password &amp; click on “Login”.</li> <li>Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “<b>MUFG InTime</b>” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p><b>OR</b></p> <p>➤ <b>Shareholders <u>not</u> registered for CDSL Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a>.</li> <li>Proceed with updating the required fields for registration.</li> <li>Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).</li> </ol>
<p><b>Individual Share-holders holding securities in Demat mode with Depository Participants</b></p>	<p><b>Individual shareholders can also login using the login credentials of your Demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</b></p> <ol style="list-style-type: none"> <li>Login to DP website</li> <li>After Successful login, user shall navigate through “<b>e-voting</b>” option.</li> <li>Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>Post successful authentication, click on “<b>MUFG InTime</b>” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

**Login method for Individual Shareholders, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:**

### STEP 1: LOGIN / SIGNUP on InstaVote

#### ➤ Shareholders registered for INSTAVOTE facility:

1. Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
2. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
  - a) User ID : Enter user ID
  - b) Password : Enter existing Password
  - c) Enter Image Verification (CAPTCHA) Code
  - d) Click on ‘**Submit**’. (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

#### ➤ Shareholders not registered for INSTAVOTE facility:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

#### A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

#### B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP) Company shall use the sequence number provided to you, if applicable).

#### C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in **NSDL form**, shall provide ‘point D’ above
- Shareholders, holding shares in **CDSL form**, shall provide ‘point C’ or ‘point D’ above.
- Shareholders, holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

#### E. Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).

#### F. Enter Image Verification (CAPTCHA) Code

- ▶ Click “**Submit**” (You have now registered on InstaVote).
- Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**NOTE:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

## Guidelines for Institutional shareholders: (“Corporate Body/ Custodian/Mutual Fund”):

### STEP 1 – Custodian / Corporate Body / Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “**Investor Mapping**” tab under the Menu Section
- C. Map the Investor with the following details:
  - (i) ‘Investor ID’ -
    - A. NSDL Demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*,  
*IN00000012345678*
    - B. CDSL Demat account – User ID is 16 Digit Beneficiary ID.
  - (ii) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - (iii) ‘Investor PAN’ - Enter your 10-digit PAN.
  - (iv) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  
*Note: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “**Report Section**”.

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “**On-going Events**”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “**Notification for e-voting**”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option ‘**Favour / Against**’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘**Submit**’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### [Shareholders holding securities in physical mode / Non-Individual shareholders holding securities in Demat mode:](#)

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### [Individual Shareholders holding securities in Demat mode:](#)

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual Shareholders holding a security in physical mode / Non-Individual Shareholders holding Securities in Demat Mode:

- Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>
- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
- Further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

- In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “**Forgot Password**” option available on: <https://instavote.linkintime.co.in>
- Click on ‘**Login**’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### Other Information:

- a. The e-voting period begins on **Friday, 20th February, 2026 at 9.00 AM (IST) and will end on Saturday, 21st March, 2026 at 5.00 PM. (IST)** during this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **13th February, 2026** may cast their votes electronically. The e-voting module shall be disabled by MUFG Intime India Pvt. Ltd. for voting after 5.00 pm on **Saturday, 21st March, 2026**.
- b. The voting rights of members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. **13th February, 2026**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting during the meeting.

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

<b>Item No. 1</b>	<b>Re-appointment of Mr. Sachin Menon (DIN:00134488) as Chairman and Managing Director of the Company:</b>
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As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment/re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sachin Menon being Chairman & Managing Director of the Company looks after day to day business affairs of the Company. The term of the said position of Mr. Sachin Menon in the Company is upto 31<sup>st</sup> January, 2026. On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board') at its meeting held on 28<sup>th</sup> January, 2026, subject to approval of the members by way of a special resolution, unanimously decided to reappoint Mr. Sachin Menon as a Chairman & Managing Director of the Company for a term of three (3) years w.e.f. 1<sup>st</sup> February, 2026, at a remuneration to be decided by the Board on the recommendation of Nomination and Remuneration Committee, subject to approval from members, from time to time considering his rich experience and contribution to the Company.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Independent Directors in their separate meeting held on 28<sup>th</sup> January, 2026 have reviewed the performance of Mr. Sachin Menon as a Key Managerial Personnel and as Chairman & Managing Director of the Company. The Board also in its meeting has done performance evaluation of Mr. Sachin Menon as a Chairman & Managing Director and has recommended his reappointment for further period of three (3) years based on the criteria for determining qualifications, positive attributes and also based on the Nomination and Remuneration policy adopted by the Nomination and Remuneration Committee of the Company.

The remuneration payable shall be within the maximum permissible limits as specified below without obtaining the approval of the Central Government in case of no profits / inadequate profits as the necessary special resolution is proposed to be passed through this postal ballot process.

During his tenure as a Chairman and Managing Director of the Company, the Company has achieved a highest turnover from year to year and achieved reasonably good profits considering the industry norms. The Company has also paid good dividend to its shareholders. The Company has also maintained very cordial relations with the labour and number of new customers has been added. The Company has received recognitions and awards by number of customers during the last five years. He has more than 40 years of experience in the auto components industry.

**Particulars of minimum monthly Total Gross Remuneration payable to Mr. Sachin Menon (DIN:00134488) Chairman and Managing Director is as under:**

Particulars	Rs. in Lakhs per month
Basic	5.35
<b>Total A</b>	<b>5.35</b>
H.R.A.	2.47
Conveyance Allowance	0.89
Servant Allowance	0.29
Other Allowances	1.00
<b>Total B</b>	<b>4.65</b>
<b>Grand Total (A+B)</b>	<b>10.00</b>

Mr. Sachin Menon will further be entitled to annual increments as applicable as per Companies Policy. The quantum of such increments shall also be determined based on merit and taking into account Mr. Sachin Menon's performance and the Company's performance.

Regulation 17(6)(e)(ii) of the Listing Regulations, inter alia, provides that approval of shareholders by way of a Special Resolution is required if the aggregate annual remuneration to Executive Directors exceeds 5% of the net profits of the listed entity.

Accordingly, approval of the Members is also sought by way of a Special Resolution for payment aggregate annual remuneration to all Executive Directors of the Company in excess of limits as prescribed in said Listing Regulations, at any point of time during their tenure.

A full agreement entered into with Mr. Sachin Menon, explaining his terms of reference to appointment and remuneration etc. is kept at the registered office of the Company for inspection of the stakeholders.

Mr. Sachin Menon is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited relating to the "Enforcement of SEBI orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

Additional information in respect of Mr. Sachin Menon, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at [Annexure A](#) to this Notice.

Further additional information in respect item no. 1 as required under Clause (B) of Part II of Section II of Schedule V to the Companies Act, 2013, is provided at [Annexure B](#) to this Notice.

Your Directors recommend the resolutions set out at Item no. 1 for approval of the Members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Sachin Menon and his relatives are concerned or interested, financially or otherwise, in the proposed resolution.

## **Item No. 2 | Approval of Material Related Party Transactions with M/s. Menon Exports, related party of the Company:**

Pursuant to Section 177 of the Companies Act, 2013 ("the Act") every related party transactions required to be approved by the Audit Committee. Further pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by ordinary resolution in case certain Related Party Transactions ("RPTs) exceed such sum as is specified in the rules.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds threshold prescribed under **Schedule XII** of the Listing Regulations, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and are on an arm's length basis.

The aggregate of transactions to be entered into by the Company, together with transactions already entered into by the Company with M/s. Menon Exports, is likely to cross the applicable materiality thresholds as provided in Regulation 23 read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for all such arrangement(s)/ transaction(s) / contract(s) proposed to be undertaken by the Company with M/s. Menon Exports, whose value may exceed the materiality threshold as provided in Regulation 23 of the Listing Regulations, considering the best interest of the Company. All the transactions shall be in the ordinary course of business of the Company and on an arm's length basis. Presently the Company is entering into transactions with

M/s. Menon Exports on the basis of previous approval taken from shareholders' through postal ballot and the limit for the transactions is Rs.120.00 Crs. per annum upto the financial year 2025-26.

The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated 14 February, 2025 and by further updates via Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October, 2025 and other applicable circular(s) has introduced the Industry Standards on "**Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction**" ("**Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations.

The Audit Committee at its meeting held on 28<sup>th</sup> January, 2026 has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

The Audit Committee has reviewed all necessary information and granted approval for entering into the RPTs between the Company and M/s. Menon Exports for an aggregate value not exceeding Rs.120.75 Crores (One hundred twenty crores and seventy five lakhs only) per annum for next three (3) financial years i.e. from FY 2026-27 to FY 2028-29 to be entered for Sale of Goods to and Rent Receivable from M/s. Menon Exports. While approving the RPTs, the Audit Committee has reviewed the certificate provided by the Chairman & Managing Director and CFO of the Company as required under the Industry Standards on RPT. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors and the same were approved by the Board. At the Audit Committee meeting of the Company for approval of this resolution only Independent Directors acted as Members and voted.

Any subsequent material modification in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

**Rational for the value of transactions:**

The Company is forecasting increase in exports and future opportunities in export market and also increase in raw material prices i.e. aluminum and other raw material, value of transaction increased. Hence the Company wants to take the higher limit of transaction value with related party M/s. Menon Exports as mentioned above.

Disclosure under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:-		
Sr. No.	Particulars	Details
1.	Name of the Related Party & Nature of Relationship	M/s. Menon Exports (a partnership firm in which a Chairman & Managing Director (CMD) and their relatives are partners)
2.	Nature, Tenure of the contract and particulars of the contract or arrangement	<p><b>Sale of Goods</b></p> <ul style="list-style-type: none"> <li>- Upto Rs. 120 Crs. per annum</li> <li>- For period of three (3) years i.e. From FY 2026-27 to FY 2028-29</li> </ul> <p><b>Rent Receivable</b></p> <ul style="list-style-type: none"> <li>- Rs. 0.75 Crs. per annum</li> <li>- For period of three (3) years i.e. From FY 2026-27 to FY 2028-29</li> </ul>
3.	Material terms of the contract or arrangement including the value, if any	Transactions covered in Contract will be in ordinary course of business and on an arm's length basis.

4.	Any advance paid or received for the contract or arrangement, if any	N.A.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be deterring by considering transfer pricing guidelines if applicable any and it will be at arm's length basis.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors are considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information provided to the Board to take informed decision on the proposed transaction.

**Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for Approval of Related Party Transactions (“RPT Industry Standards”):**

Sr. No.	Particulars	Details
<b>1.</b>	<b>Details of Summary of information provided by the management to the Audit Committee</b>	
a.	Type, material terms and particulars of the proposed transaction;	Sale of Goods and Rent Receivable
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s. Menon Exports (a partnership firm in which a Director and their relatives are partners)
c.	Tenure of the proposed transaction (particular tenure shall be specified);	For period of three (3) Financial Years i.e. From Financial Year 2026-27 to Financial Year 2028-29
d.	Value of the proposed transaction	For Sale of Goods - Upto Rs. 120 Crs. per annum For Rent Receivable - Upto Rs. 0.75 Crs. per annum <b>Total Value of Transaction 120.75 Crs. Per annum</b>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	47.60% of Annual Consolidated Turnover of the Company for financial year 2024-25.
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	<b>Not Applicable</b>
i.	Details of the source of funds in connection with the proposed Transaction	NA
ii.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:	NA

		<ul style="list-style-type: none"> <li>• Nature of Indebtedness</li> <li>• Cost of funds</li> <li>• Tenure</li> </ul>	
	iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
	iv.	Purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	NA
	g.	Justification as to why the RPT is in the interest of the listed entity;	<p>It is ensured that the contract with the related party is advantageous to the Company and its stakeholders. The Company intends to ensure following aspects by dealing with contracting parties:</p> <p><b><u>Advantages to Sale of Goods to Menon Export:</u></b></p> <p><b>Business Relationship:</b> Menon Exports has strong business relationship with its existing overseas customers. Almost all customers having many years business association with Menon Exports.</p> <p><b>Less Compliance Burden:</b> Export involve Licenses, registrations, custom documentation, DGFT and other related legal compliances.</p> <p><b>Access to Established Overseas Markets:</b> Long term relationship of Menon Exports with overseas markets has advantages like;</p> <ol style="list-style-type: none"> <li>1. Reduces the need for extensive due diligence for every deal.</li> <li>2. Easier to Negotiate payment terms, delivery schedules etc.</li> <li>3. Familiarity with processes speeds up transactions.</li> </ol> <p><b>Locational Advantages:</b> To ensure that the supplies are located close to the works thereby ensuring faster delivery.</p> <p><b><u>Advantages to giving premises on Rent to Menon Export (Rent Receivable):</u></b></p> <p><b>Optimal Utilisation of Assets:</b> The premises were available with the Company and leasing the same ensures effective and optimal utilisation of its immovable property, thereby generating a steady rental income.</p> <p><b>Commercial Convenience and Business Synergy:</b> The partnership firm operates in a business complementary to the Company. Leasing the premises facilitates operational convenience and logistical efficiency.</p>
	h.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
	i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	-
	j.	Any other information that may be relevant.	N.A.
2.		Justification for why the proposed transaction is in the interest of the listed entity;	Refer point no. 1 (g) above

3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	The management to confirm that each of the transactions undertaken with the related parties were in the ordinary course of business and all the terms and conditions of the transactions including pricing were on arm's length basis. Considering this Valuation or external Report has not obtained particularly for the proposed RTP's.
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
6	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. <i>The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025 is annexed to this Notice as <a href="#">Annexure C</a>.</i>

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and as per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in Item No. 2.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the notice for approval of the members.

Except Mr. Sachin Menon, Ms. Sharanya Menon and Ms. Devika Menon and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

### **Item No. 3 | Appointment of Col Basavaraj K Kullolli (DIN: 11533574) as an Independent Director of the Company:**

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), and considering his skills, experience, expertise, the Board at its meeting held on 28<sup>th</sup> January, 2026 appointed **Col Basavaraj K Kullolli** as an Additional Director (Non-Executive and Independent Category) with effect from 09<sup>th</sup> March, 2026 for a period of three (3) years and whose office shall not be liable to retire by rotation, subject to approval of shareholders by way of Special Resolution.

In the opinion of the Board, Col. Basavaraj K Kullolli is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

The Company has received from Col. Basavaraj K Kullolli:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014.

- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act.
- (iii) A declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company. Col. Basavaraj K Kullolli has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further Mr. Col. Basavaraj K Kullolli has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

**Brief profile and the skills & expertise possessed by Col. Basavaraj K Kullolli:**

He is retired from Indian Army as Colonel | Senior Command & Administrative Leadership. Col. Basavaraj K Kullolli has completed his Master of Business Administration (Finance and HR) and Master of Science in Defence and Strategic Studies. He has also completed Bachelor of Arts from Jawaharlal Nehru, University and Defence Services Staff Course. He is qualified Helicopter Pilot.

Led large operational units with zero tolerance for safety lapses, compliance failures, or resource misuse. Drove process discipline, cost control, and operational efficiency across logistics, transport, procurement, and administration. Implemented policy and system reforms improving transparency, reporting, and decision quality. Managed complex vendor ecosystems and high-value procurements with strong governance oversight. Built high-performance leadership teams through structured training, mentoring, and accountability systems.

The Company requires an Independent Director to inter alia have skill sets such as Positive Attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The NRC has identified amongst others, leadership capabilities, expertise in governance, experience in policy shaping and industry advocacy, compliance, finance and risk management, industry knowledge and experience as the skills required for the role of a Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members and as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. Accordingly, the appointment of Col. Basavaraj K Kullolli as an Independent Director requires approval of the Members by passing a Special Resolution.

The NRC and the Board of Directors are of the view that Col. Basavaraj K Kullolli possesses the requisite skills and capabilities. After considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Col. Basavaraj K Kullolli as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Col. Basavaraj K Kullolli as an Independent Director, for the approval by the shareholders of the Company.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment/re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Additional information in respect of Col. Basavaraj K Kullolli, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at [Annexure A](#) to this Notice.

Col. Basavaraj K Kullolli shall be paid remuneration by way of fee for attending meetings of the Board and reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Col. Basavaraj K Kullolli, being the appointee, is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

#### **Item No. 4 | Alteration of the Articles of Association of the Company with reference to use of Common Seal:**

Pursuant to amendment to the Companies Act, 2013, the use of common seal has been made optional for the Companies. The Company executes / enters into various agreements with financial institutions and regulatory authorities during the course of its business activities, where common seal is affixed in the manner as specified in the Articles of Association (AoA). The requirement of affixing common seal is mandated in such agreements and documents as per the AoA of the Company contain regulations governing affixing of common seal and maintenance thereof. In view of the requirement of common seal having been dispensed with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AoA of the Company by deleting the relevant articles in the AOA of the Company, pertaining to common seal.

The proposed deletions are intended to streamline the Articles and align them with the current regulatory and governance framework applicable to the Company. The provisions sought to be removed are either redundant, no longer relevant, under the applicable provisions of the Companies Act, 2013 and other prevailing laws.

The Board has confirmed that, to the best of its knowledge and after due consideration of the applicable provisions of the Companies Act, 2013 and other applicable laws, the proposed deletion of Article 1(f) and Article 79 does not have any material adverse legal impact on the Company, its operations, or its status as a going concern.

The alteration of the Articles of Association requires approval of the Members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013. The Board recommends the Special Resolution set out in Item no. 4 of the accompanying Notice, for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The revised draft of AoA is available for inspection by the Members of the Company during the business hours on working days.

**By order of the Board of Directors  
For Menon Pistons Limited**

**Sd/-  
Sachin Menon  
Chairman and Managing Director  
DIN: 00134488**

**Place: Kolhapur  
Date: 18<sup>th</sup> February, 2026**

**Registered Office:  
182, Shirol, Kolhapur  
Maharashtra, India - 416122**

### Annexure - A

Details of Directors seeking appointment / re-appointment pursuant to Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by the ICSI are as follows:

Particulars	Name of the Directors	
	Mr. Sachin Menon	Col. B K Kullolli
DIN	00134488	11533574
Date of Birth	27/06/1963	07/02/1972
Age	63 Years	54 Years
Nationality	Indian	Indian
Date of Appointment / Reappointment	01/02/2026	Effective from 09/03/2026
Tenure on Board	Since 15/06/1991 (Original Date of Appointment)	Nil
Category / Designation	Chairman and Managing Director	Non-Executive Independent Director
Qualification	B.E. (Mechanical) Master's Degree in Business Administration from the USA with a major in Finance.	MBA (Finance & HR)   Master of Science – Defence and Strategic Studies   BA - Jawaharlal Nehru University   Defence Services Staff Course, Wellington (India) – Select senior leadership programme   Qualified Helicopter Pilot, Army Aviation Corps
Nature of Expertise in Specific Functional Area / Skills Possessed	<ul style="list-style-type: none"> <li>✓ Strategy and Business</li> <li>✓ Industry Expertise</li> <li>✓ Market Expertise</li> <li>✓ People and Talent Understanding</li> <li>✓ Governance, Finance &amp; Risk</li> <li>✓ Diversity of Perspective</li> </ul>	<ul style="list-style-type: none"> <li>✓ Strategy and Business</li> <li>✓ Market Expertise</li> <li>✓ People and Talent Understanding</li> <li>✓ Governance, Finance &amp; Risk</li> <li>✓ Diversity of Perspective</li> </ul>
Brief Resume	<p>Upon completion of his Education he has worked with two Multinational Companies in the US. He then joined his family business, which is involved in the manufacturing of automobile components for various engine manufacturers in India and abroad. He has more than 40+ years' rich experience in the auto components industry. He is engaged in day-to-day activities of the Company and is responsible for overall management of the Company. Under his leadership the company has achieved a highest turnover and making reasonably good profits considering the industry norms.</p>	<p>Led large operational units with zero tolerance for safety lapses, compliance failures, or resource misuse. Drove process discipline, cost control, and operational efficiency across logistics, transport, procurement, and administration. Implemented policy and system reforms improving transparency, reporting, and decision quality. Managed complex vendor ecosystems and high-value procurements with strong governance oversight. Built high-performance leadership teams through structured training, mentoring, and accountability systems.</p>
Disclosure of relationships between directors inter-se	Mr. Sachin Menon is a father of Executive Directors Ms. Sharanya Menon and Ms. Devika Menon	Not Applicable
List of directorship held in other listed Companies	Nil	Nil
List of Chairmanship and Membership of Various committees in listed companies	<u>Chairmanship</u> -Corporate Social Responsibility Committee -Risk Management Committee (voluntarily)	Nil

	<b>Membership</b> -Stakeholders Relationship Committee	
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Terms and Conditions of Appointment / Re-appointment	Re-appointment as Chairman & Managing Director for term of three (3) years w.e.f. 01.02.2026	Appointment as an Independent Director for period of three (3) years w.e.f. 09.03.2026
Shareholding	1,44,01,660 (No. of Shares)	Nil
Last Drawn Remuneration	Gross Remuneration of Rs.10 Lakh Per month	Not Applicable
Remuneration sought to be paid (Proposed)	Gross Remuneration of Rs.10 Lakh Per month (with annual increment as per Company Policy)	Not Applicable (Fee for attending Board Meeting Payable)
No. of Board Meetings attended during the Financial Year 2024-25	4 out of 4	Not applicable (Since appointment w.e.f. 09/03/2026)
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	During his last tenure as a Chairman & Managing Director of the Company, Menon Pistons Ltd has achieved a highest turnover from year to year and achieved reasonably good profits considering the industry norms. The Company has also paid good dividend to its shareholders. The Company has also maintained very cordial relations with the labour and number of new customers has been added. The Company has received recognitions and awards by number of customers during the last five years. He has more than 40 years of experience in the auto components industry. Mr. Sachin Menon is engaged in day-to-day activities of the Company and is responsible for overall management of the Company.	Senior strategic leader with over 30 years of leadership experience in large, complex, and high-accountability organisations, including operational command, enterprise administration, procurement, budgeting, and policy oversight. Brings strong capability in governance, risk management, operational discipline, and people leadership, with a proven record of decision-making under regulatory, safety, and cost constraints. Experienced in aligning strategy with execution, strengthening systems, and ensuring compliance in mission-critical environments.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.

**By order of the Board of Directors  
For Menon Pistons Limited**

**Sd/-  
Sachin Menon  
Chairman and Managing Director  
DIN: 00134488**

**Place: Kolhapur  
Date: 18<sup>th</sup> February, 2026**

**Registered Office:  
182, Shirol, Kolhapur  
Maharashtra, India - 416122**

**Annexure - B**  
**Additional Information for item no. 1 of the Notice as required under Clause (B) of Part II of Section II of Schedule V to the Companies Act, 2013 are given below:**

**I. General Information:**

SN	Particulars	Details
1	Nature of Industry	Manufacturing of auto components
2	Date or expected date of commencement of commercial production	The Company is an existing company and is in operation since 1977.
3	In case of new companies, expected date of N.A. commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given Indicators (As per last audited Standalone financial statements for the year 2024-25)	a. Earnings Per Share : 3.40/- b. Return on Net worth : 12.00% c. Debt Equity Ratio : 0.11
5	Foreign investments or collaborations, if any.	N.A.

**II. Information about the appointee: Mr. Sachin Menon**

SN	Particulars	Details
1	Background details	Upon completion of his Education he has worked with two Multinational Companies in the US.  He then joined his family business, which is involved in the manufacturing of automobile components for various engine manufacturers in India and abroad.  He has more than 40+ years' rich experience in the auto components industry.
2	Past Remuneration	Gross Salary of Rs. 10 lakhs per month
3	Recognition or awards	He holds a Bachelor's Degree in Mechanical Engineering from Manipal Institute of Technology, Manipal and a Master's Degree in Business Administration from the USA with a major in Finance.
4	Job profile and his suitability	Mr. Sachin Menon is engaged in day-to-day activities of the Company and is responsible for overall management. Under his leadership the company has achieved a highest turnover and making reasonably good profits considering the industry norms.
5	Remuneration proposed	Minimum remuneration of Rs.10 lakhs per month with annual increment according the terms and conditions of the Policy of the Company.

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration payable to Mr. Sachin Menon, as a Chairman & Managing Director is at par with the industry standards, in which the Company operates. He is taking all the lead in all the working of the Company along with the functional heads. During his last tenure as a Chairman and Managing Director of the Company, the Company has achieved a highest turnover from year to year and achieved reasonably good profits considering the industry norms.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sachin Menon is part of promoter group of the Company and He is father of Ms. Sharanya Menon and Ms. Devika Menon, Executive Directors of the Company.

### III. Other Information:

1	Reasons of loss or inadequate profits	As on the date of re-appointment of the Mr. Sachin Menon the Company has adequate profit but considering the nature of business, the Company is proposing the resolutions to be passed as Special Resolution. The minimum remuneration is proposed to be paid as per the standards of the Industry.
2	Steps taken or proposed to be taken for improvement	Since the Company is making adequate profit, this point is not applicable to the Company.
3	Expected increase in productivity and profits in measurable terms	Productivity as well as profitability is likely increase in coming years.

**By order of the Board of Directors  
For Menon Pistons Limited**

**Sd/-  
Sachin Menon  
Chairman and Managing Director  
DIN: 00134488**

**Place: Kolhapur  
Date: 18<sup>th</sup> February, 2026**

**Registered Office:  
182, Shirol, Kolhapur  
Maharashtra, India - 416122**

**ANNEXURE - C**  
**Disclosure in accordance with the Industry Standards on**  
**“Minimum Information to be provided to the Audit Committee and Shareholders for Approval**  
**of Related Party Transactions (RPTs)”**  
**Dated June 26, 2025**  
**(“RPT Industry Standards”)**

**PART A:**

**Minimum Information of the Proposed RPT (applicable to all RPTs)**

**A (1): Basic Details of the Related Party:**

Sr. No.	Particulars of the Information	Information provided by the Management
1.	Name of the related party	M/s. Menon Exports
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Menon Exports is a reputed partnership firm engaged in the export of high-quality auto components and related equipment's.

**A (2): Relationship and Ownership of the Related Party:**

Sr. No.	Particulars of the Information	Information provided by the Management
1.	<p>Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity / Subsidiary / related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>M/s. Menon Exports, the Related Party is a Partnership Firm under the Partnership Act, 1932. CMD and their relatives are partners in the Firm.</p> <p>Not Applicable</p> <p>M/s. Menon Export is a Partnership Firm and CMD and their relatives are partners. Further the Company has no any direct capital contribution in the firm</p> <p>Nil</p>

### A (3): Details of Previous Transactions with the Related Party:

Sr. No.	Particulars of the information	Information provided by the Management																											
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Sr. No.</th> <th style="background-color: #cccccc;">Nature of Transactions</th> <th style="background-color: #cccccc;">FY 2024-25 (Rs. in Lakh)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Materials / Finished Goods</td> <td style="text-align: right;">3,738.00</td> </tr> <tr> <td>2.</td> <td>Purchase of Materials / Finished Goods</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>3.</td> <td>Expenses Charged by / Reimbursement made to Related Party</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>4.</td> <td>Expenses Charged to / Reimbursement made by Related Party</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>5.</td> <td>Inter-Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>6.</td> <td>Inter-Corporate Deposits repaid</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>7.</td> <td>Interest Expense on Inter - Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td style="text-align: right;"><b>3,738.00</b></td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (Rs. in Lakh)	1.	Sale of Materials / Finished Goods	3,738.00	2.	Purchase of Materials / Finished Goods	0.00	3.	Expenses Charged by / Reimbursement made to Related Party	0.00	4.	Expenses Charged to / Reimbursement made by Related Party	0.00	5.	Inter-Corporate Deposits taken	0.00	6.	Inter-Corporate Deposits repaid	0.00	7.	Interest Expense on Inter - Corporate Deposits taken	0.00	<b>Total</b>		<b>3,738.00</b>
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2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Sr. No.</th> <th style="background-color: #cccccc;">Nature of Transactions</th> <th style="background-color: #cccccc;">Q3 FY 2025-26 (Rs. in Lakh)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Materials / Finished Goods</td> <td style="text-align: right;">3,143.00</td> </tr> <tr> <td>2.</td> <td>Purchase of Materials / Finished Goods</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>3.</td> <td>Expenses Charged by / Reimbursement made to Related Party</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>4.</td> <td>Expenses Charged to / Reimbursement made by Related Party (Rent)</td> <td style="text-align: right;">15.00</td> </tr> <tr> <td>5.</td> <td>Inter-Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>6.</td> <td>Inter-Corporate Deposits repaid</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>7.</td> <td>Interest Expense on Inter-Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td style="text-align: right;"><b>3,158.00</b></td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Q3 FY 2025-26 (Rs. in Lakh)	1.	Sale of Materials / Finished Goods	3,143.00	2.	Purchase of Materials / Finished Goods	0.00	3.	Expenses Charged by / Reimbursement made to Related Party	0.00	4.	Expenses Charged to / Reimbursement made by Related Party (Rent)	15.00	5.	Inter-Corporate Deposits taken	0.00	6.	Inter-Corporate Deposits repaid	0.00	7.	Interest Expense on Inter-Corporate Deposits taken	0.00	<b>Total</b>		<b>3,158.00</b>
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<b>Total</b>		<b>3,158.00</b>																											
3.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	No																											

**A (4): Amount of the proposed transaction(s):**

Sr. No.	Particulars of the information	Information provided by the Management																											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Sr. No.</th> <th style="background-color: #cccccc;">Nature of Transactions</th> <th style="background-color: #cccccc;">FY 2026-27 to FY 2028-29 (per annum) (Rs. in Lakh)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Sale of Materials / Finished Goods</td> <td style="text-align: right;">120,00.00</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Purchase of Materials / Finished Goods</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Expenses Charged by / Reimbursement made to Related Party</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Expenses Charged to / Reimbursement made by Related Party (Rent)</td> <td style="text-align: right;">75.00</td> </tr> <tr> <td style="text-align: center;">5.</td> <td>Inter-Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="text-align: center;">6.</td> <td>Inter-Corporate Deposits repaid</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td style="text-align: center;">7.</td> <td>Interest Expense on Inter-Corporate Deposits taken</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td style="text-align: right;"><b>120,75.00</b></td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2026-27 to FY 2028-29 (per annum) (Rs. in Lakh)	1.	Sale of Materials / Finished Goods	120,00.00	2.	Purchase of Materials / Finished Goods	0.00	3.	Expenses Charged by / Reimbursement made to Related Party	0.00	4.	Expenses Charged to / Reimbursement made by Related Party (Rent)	75.00	5.	Inter-Corporate Deposits taken	0.00	6.	Inter-Corporate Deposits repaid	0.00	7.	Interest Expense on Inter-Corporate Deposits taken	0.00	<b>Total</b>		<b>120,75.00</b>
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<b>Total</b>		<b>120,75.00</b>																											
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																											
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	47.60 % of Annual Consolidated Turnover of the Company for financial year 2024-25. (Annual Consolidated Turnover of the Company for the Financial Year 2024-25 was Rs.25,365.96/- Lakhs)																											
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 since approval of the Shareholders is being sought for the related party transactions with its Partnership Firm. In Proposed transaction no subsidiary is involved.																											
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	-																											
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Particulars</th> <th style="background-color: #cccccc;">FY 2024-2025 (Rs. in Lakh)</th> </tr> </thead> <tbody> <tr> <td><b>Turnover</b></td> <td style="text-align: right;"><b>13508.80/-</b></td> </tr> <tr> <td><b>Profit After Tax</b></td> <td style="text-align: right;"><b>1270.69/-</b></td> </tr> <tr> <td><b>Net Worth</b></td> <td style="text-align: right;"><b>800.07/-</b></td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (Rs. in Lakh)	<b>Turnover</b>	<b>13508.80/-</b>	<b>Profit After Tax</b>	<b>1270.69/-</b>	<b>Net Worth</b>	<b>800.07/-</b>																			
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### A (5): Basic Details of the Proposed Transaction:

Sr. No.	Particulars of the information	Information provided by the Management															
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Sr. No.</th> <th style="background-color: #cccccc;">Nature of Transactions</th> <th style="background-color: #cccccc;">Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods / Materials / Fixed Assets (Property, Plant &amp; Equipment, etc.) / Rendering of Services</td> <td>120,00/- Per Annum</td> </tr> <tr> <td>2</td> <td>Purchase of Goods / Materials / Fixed Assets (Property, Plant &amp; Equipment, etc.) / Availing Services</td> <td>Nil</td> </tr> <tr> <td>3</td> <td>Receipt / Payment of Rent / Fees for Lease / Renting of Land / Premises / Property  &amp; Reimbursement of Expenses charged to / by the Related Party / Shared Services</td> <td>75/- Per Annum</td> </tr> <tr> <td>4</td> <td>Inter-Corporate Deposits taken (including Interest expense)</td> <td>Nil</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. In Lakhs)	1	Sale of Goods / Materials / Fixed Assets (Property, Plant & Equipment, etc.) / Rendering of Services	120,00/- Per Annum	2	Purchase of Goods / Materials / Fixed Assets (Property, Plant & Equipment, etc.) / Availing Services	Nil	3	Receipt / Payment of Rent / Fees for Lease / Renting of Land / Premises / Property  & Reimbursement of Expenses charged to / by the Related Party / Shared Services	75/- Per Annum	4	Inter-Corporate Deposits taken (including Interest expense)	Nil
Sr. No.	Nature of Transactions		Amount (Rs. In Lakhs)														
1	Sale of Goods / Materials / Fixed Assets (Property, Plant & Equipment, etc.) / Rendering of Services	120,00/- Per Annum															
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3	Receipt / Payment of Rent / Fees for Lease / Renting of Land / Premises / Property  & Reimbursement of Expenses charged to / by the Related Party / Shared Services	75/- Per Annum															
4	Inter-Corporate Deposits taken (including Interest expense)	Nil															
2.	Details of each type of the proposed transaction																
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For Next Three (3) Financial Years i.e. From 1st April, 2026 up to 31st March, 2029															
4.	Whether omnibus approval is being sought?	Yes															
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs.120.75 Crore (Rupees One Hundred Twenty Crore and Seventy Five Lakhs Only)  <b>Note: The proposed limit is for each financial year over next three financial years. (Refer point no. 3 above)</b>															
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>It is ensured that the contract with the contracting party is advantageous to the Company and its stakeholders. The Company intends to ensure following aspects by dealing with contracting parties:</p> <p><b><u>Advantages to Sale of Goods to Menon Export:</u></b></p> <p><b>Business Relationship:</b> M/s. Menon Exports has strong business relationship with its existing overseas customers. Almost all customers having many years business association with Menon Exports.</p> <p><b>Less Compliance Burden:</b> Export Business involve lot of Compliance like Licenses, registrations, custom documentation, DGFT and other related legal compliances.</p> <p><b>Access to Established Overseas Markets:</b> Long term relationship of M/s. Menon Exports with overseas markets has advantages like;</p> <ol style="list-style-type: none"> <li>1. Reduces the need for extensive due diligence for every deal.</li> <li>2. Easier to Negotiate payment terms, delivery schedules etc.</li> <li>3. Familiarity with processes speeds up transactions.</li> </ol>															

		<p><b>Locational Advantages:</b> <i>To ensure that the supplies are located close to the works thereby ensuring faster delivery.</i></p> <p><b><u>Advantages to giving premises on Rent to Menon Export (Rent Receivable):</u></b></p> <p><b>Optimal Utilisation of Assets:</b> <i>The premises were available with the Company and leasing the same ensures effective and optimal utilisation of its immovable property, thereby generating a steady rental income.</i></p> <p><b>Commercial Convenience and Business Synergy:</b> <i>The partnership firm M/s. Menon Exports operates in a business complementary to the Company. Leasing the premises facilitates operational convenience and logistical efficiency.</i></p> <p>Thus, transactions with the Related Party are essential for business operations of the Company in its interest.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>As Related Party is Partnership Firm, which does not hold any shares in the Company Directly / Indirectly.</p> <p>CMD Sachin Menon and their relatives are Partners in the M/s.Menon Exports</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable; Arm's length price will be charged.</p>
9.	<p>Other information relevant for decision making.</p>	<p>Not Applicable</p>

## **PART - B**

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:**

- B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
- B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
- B(3): Investment made by the listed entity or its subsidiary
- B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) , surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary
- B(5): Borrowings by the listed entity or its subsidiary
- B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
- B(7): Transactions relating to payment of royalty

**B (1): 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**

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.
2.	Basis of determination of price	Arm's length price prevailing at the time of execution of the transaction.
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, specify the following:	
	a. Amount of Trade advance	N.A.
	b. Tenure	N.A.
	c. Whether same is self-liquidating?	N.A.

**B (2): 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**

Sr. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies/housing finance companies.</i>	Not Applicable since the proposed transactions do not relate to any loans, inter-corporate deposits or advances.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.</i>	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <b>Note:</b> <i>(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> <i>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5.	Maturity / due date	
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	
8.	If secured, the nature of security & security coverage ratio	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	

**B (3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies/ housing finance companies.</i>	Not Applicable since the proposed transactions do not relate to any investment
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies/ housing finance companies.</i>	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	

**B (4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the Management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	Not Applicable since the proposed transactions do not relate to guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given <u>by</u> the listed entity or related party M/s. Menon Exports.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	

**B (5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the Management
1.	Material covenants of the proposed transaction	Not Applicable
2.	Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )	
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing.</i>	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security and security coverage ratio	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	

**B (6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

Sr. No.	Particulars of the information	Information provided by the Management																
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate																
2.	Basis of determination of price																	
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate																	
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: <table border="1" data-bbox="349 1423 933 1564"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Worth</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Turnover				Net Worth				Net Profit			
Particulars	FY 2024-25		FY 2023-24	FY 2022-23														
Turnover																		
Net Worth																		
Net Profit																		
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.																	
	a. Expected impact on turnover																	
	b. Expected impact on net worth																	
	c. Expected impact on net profit																	

**B (7): Disclosure only in case of transactions relating to payment of royalty:**

Sr. No.	Particulars of the information	Information provided by the Management
1.	<p>Purpose for which royalty is proposed to be paid to the related party in the current financial year.</p> <p><i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, <u>state the key components</u> of such agreements and <u>the reasons</u> royalty attributable to those key components could not be furnished separately.</i></p> <p>a. For use of brand name / trademark</p> <p>b. For transfer of technology know-how</p> <p>c. For professional fee, corporate management fee or any other fee</p> <p>d. Any other use (specify)</p>	Not Applicable since the proposed transactions do not relate to payment of royalty.
2.	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> <li>• Minimum rate of royalty charged along with corresponding absolute amount</li> <li>• Maximum rate of royalty charged along with corresponding absolute amount</li> </ul> <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty</i></p>	
3.	Sunset Clause for Royalty payment, if any.	

## PART C

**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**

**C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the Management
1.	<p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<p>Not Applicable since the proposed transactions do not relate to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary.</p>
2.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>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;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>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.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

**C (2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the Management
1.	<p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This shall be applicable in case of investment in debt securities.</i></p>	<p>Not Applicable since the proposed transactions do not relate to any investment by the listed entity or its subsidiary.</p>
2.	<p>Whether any regulatory approval is required. If yes, whether the same has been obtained.</p>	

**C (3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the Management			
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>				
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <table border="1" data-bbox="261 919 987 1110"> <tr> <td data-bbox="261 919 987 982">FY 2024-2025</td> </tr> <tr> <td data-bbox="261 982 987 1045">FY 2023-2024</td> </tr> <tr> <td data-bbox="261 1045 987 1110">FY 2022-2023</td> </tr> </table>	FY 2024-2025	FY 2023-2024	FY 2022-2023	<p>Not Applicable since the proposed transactions do not relate to guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</p>
FY 2024-2025					
FY 2023-2024					
FY 2022-2023					
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>				
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note:</i> This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>				
	<p><b>In addition, state the following:</b></p> <p>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;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p>				

	<p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>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.</p> <p>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p>	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

**C (4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management	
1.	<p>Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.</p> <p><i>Note: This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies.</i></p> <p>a. Before transaction (Total Debt / Shareholders' Equity)</p> <p>b. After transaction</p>	<p>Not Applicable since the proposed transactions do not relate to borrowings</p>	
2.	<p>Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements</p> <p><i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i></p> <p>a. Before transaction</p> <p>(Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets/Investment etc.) / (Interest &amp; Lease Payments + Principal Repayments)</p> <p>b. After transaction</p>		<p>Not Applicable since the proposed transactions do not relate to borrowings</p>

**C (5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

Sr. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

**C (6): Disclosure only in case of transactions relating to payment of royalty**

Sr. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years FY 2024-2025 FY 2023-2024 FY 2022-2023	Not Applicable since the proposed transactions do not relate to payment of royalty.
2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i> a. for use of brand name / trademark b. for transfer of technology know-how c. for professional fee, corporate management fee or any other fee d. any other use (specify)	
3.	Royalty paid in last Three (3) FYs as % of Net Profits of previous FYs FY 2024-2025 FY 2023-2024 FY 2022-2023	

4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.																					
5.	<p><b>Peer Comparison:</b></p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p> <table border="1" data-bbox="280 457 1360 730"> <thead> <tr> <th data-bbox="280 457 651 541">Particulars</th> <th data-bbox="651 457 846 541">Listed Entity /Subsidiary</th> <th data-bbox="846 457 1013 541">Peer 1</th> <th data-bbox="1013 457 1192 541">Peer 2</th> <th data-bbox="1192 457 1360 541">Peer 3</th> </tr> </thead> <tbody> <tr> <td data-bbox="280 541 651 604">Royalty payment over last 3 years</td> <td data-bbox="651 541 846 604">Aggregate amount</td> <td data-bbox="846 541 1013 604">Aggregate amount</td> <td data-bbox="1013 541 1192 604">Aggregate amount</td> <td data-bbox="1192 541 1360 604">Aggregate amount</td> </tr> <tr> <td data-bbox="280 604 651 667">Royalty paid as a % of net profits over the last 3 years</td> <td data-bbox="651 604 846 667">N/A</td> <td data-bbox="846 604 1013 667">N/A</td> <td data-bbox="1013 604 1192 667">N/A</td> <td data-bbox="1192 604 1360 667">N/A</td> </tr> <tr> <td data-bbox="280 667 651 730">Annual growth rate of Turnover over last 3 years</td> <td data-bbox="651 667 846 730">N/A</td> <td data-bbox="846 667 1013 730">N/A</td> <td data-bbox="1013 667 1192 730">N/A</td> <td data-bbox="1192 667 1360 730">N/A</td> </tr> </tbody> </table> <p><b>Explanation:</b> In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:</p> <ol style="list-style-type: none"> <li>The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.</li> <li>In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.</li> <li>If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.</li> <li>In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.</li> </ol>		Particulars	Listed Entity /Subsidiary	Peer 1	Peer 2	Peer 3	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount	Royalty paid as a % of net profits over the last 3 years	N/A	N/A	N/A	N/A	Annual growth rate of Turnover over last 3 years	N/A	N/A	N/A	N/A
Particulars	Listed Entity /Subsidiary	Peer 1	Peer 2	Peer 3																		
Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount																		
Royalty paid as a % of net profits over the last 3 years	N/A	N/A	N/A	N/A																		
Annual growth rate of Turnover over last 3 years	N/A	N/A	N/A	N/A																		

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