CARRARO India Limited

(Formerly known as Carraro India Private Limited)

Regd. Off.: B2/2, MIDC Ranjangaon, Pune – 412220
CIN: L52609PN1997PLC132629
Phone No. +91 2138 662666
Website: www.carraroindia.com || E-mail: Company_Secretary@carraroindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of Carraro India Limited ("**the Company**") by means of Postal Ballot, by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with rules Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020,20/2020 dated May 5, 2020 read with other relevant circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form.

The Statement, pursuant to the provisions of Section 102(1), 110 of the Act, read with Listing Regulations and other applicable provisions, if any, of the Act read with the Rules, setting out all material facts along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms an integral part of this Notice relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Ms. Ashwini Inamdar (Membership No. 9409) or failing her, Ms. Alifya Sapatwala (Membership No. 24091), Partners, Mehta and Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), as Scrutinizer for conducting the Postal Ballot, through e-

voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of MUFG Intime (India) Private Limited ("InstaVote") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9.00 a.m. (IST) on Saturday, February 28, 2026
End of e-voting:	5.00 p.m. (IST) on Sunday, March 29, 2026

Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Sunday, March 29, 2026 (the last day to cast vote electronically).

The Scrutinizer will submit their report, after the completion of scrutiny of e-voting, to the Chairman of the Company or any other person authorised by him who shall countersign the same. The results of e-voting will be announced on or before Tuesday, March 31, 2026., and will be displayed on the Company's website at http://www.carraroindia.com/ and the website of MUFG Intime/ InstaVote at www.instavote.linkintime.co.in. The results will simultaneously be intimated to the Stock Exchanges where the equity shares of the Company are listed on or before Tuesday, March 31, 2026, and will also be displayed at the registered office of the Company.

The resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, March 29, 2026, i.e. the last date specified for e-voting.

SPECIAL BUSINESS:

1. TO APPROVE MATERIAL RELATED PARTY TRANSACTION.

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 ("Act"), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification and/or re-enactment thereof, as amended, from time to time) read along with the Company's Policy on Related Party Transactions, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material Related Party Transactions with **Carraro Drive Tech Italia S.p.A. ('CDTI')** a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations for an aggregate amount not exceeding **INR 10,129.49 Million** during the

financial year **2026-27** on such terms and conditions as may be mutually agreed between the parties and as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the aforesaid transactions shall include, inter alia:

- Sale of goods including agricultural transmissions, construction equipment transmissions, axles, gears and allied components.
- Purchase of goods including certain components required for its manufacturing activity (such as ECUs, brakes, clutches, Double-U joints, switches, various consumables, etc.)
- Corporate service charges paid to CDTI for availing corporate services (such as Sales & Marketing support, Global Sourcing, Supply Chain, etc.); and
- Payment of warranty charges in relation to products sold to CDTI.

RESOLVED FURTHER THAT the said transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board including Audit Committee) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

For Carraro India Limited
Registered Office:
B 2/ 2 MIDC, Ranjangaon, Pune
Maharashtra - 412220

By Order of the Board of Directors,

Sd/-
Mohith Kumar Khandelwal
Company Secretary and Compliance Officer
Membership No. F-11243

Date: February 24th, 2026
Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice ('Notice') is annexed to the accompanying Notice.

2. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, February 20, 2026,** as received from NSDL and Central Depository Services (India) Limited (collectively referred to as "Depositories"). In compliance with MCA Circulars and SEBI Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company's RTA – M/s MUFG Intime India Pvt. Ltd. ("MUFG Intime"), by visiting the link: https://in.mpms.mufg.com/. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' to this Notice.

3. The Notice is also available on the website of the Company at http://www.carraroindia.com/ and on the website of stock exchanges i.e. BSE Limited and the NSE Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the MUFG Intime at https://instavote.linkintime.co.in/.

4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, and in accordance with MCA Circulars and SEBI Circulars, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime (India) Private Limited ("InstaVote") to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.

5. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, February 20, 2026** ("Cut Off date"). Only those members 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 will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

6. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working

days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to company_secretary@carraroindia.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

a) Commencement of e-voting: Saturday, February 28, 2026, at 09:00 am (I.S.T.) End of e-voting: Sunday, March 29, 2026, at 05:00 pm (I.S.T.) (both days inclusive).

b) The facility for voting through electronic means will be disabled for voting by InstaVote upon expiry of the aforesaid voting period.

8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to ashwini.i@mehta-mehta.com with a copy marked to company_secretary@carraroindia.com.

9. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as per below: and

a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at https://in.mpms.mufg.com/ or from the Company's website at http://www.carraroindia.com/.

b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.

10. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI LODR and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

11. **Due diligence:** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

12. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

14. THE INSTRUCTIONS TO THE MEMBERS FOR E-VOTING:

REMOTE EVOTING INSTRUCTIONS:

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 remote e-Voting facility.

14.1. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

A. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

- **METHOD 1 - NSDL OTP based login**

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
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 e-Voting services 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.

- **METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" 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.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & 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).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

➢ **METHOD 3 - NSDL e-voting website**

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" 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 & 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 "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.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

➢ **METHOD 1 - CDSL e-voting page**

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) 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 "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.

➢ **METHOD 2 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) 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 "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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

C. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

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.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, 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.

14.2. LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Shareholders holding shares in physical mode / 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 to InstaVote

- **Shareholders registered for INSTAVOTE facility:**

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "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:**

Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. 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 4' above
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above

- Shareholders holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. 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).*

6. Enter Image Verification (CAPTCHA) Code.
7. 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 to 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 and the company at registered email address.

14.3. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ 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.

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) '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 – Steps to cast vote for Resolutions through InstaVote

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

➢ **METHOD 1 - VOTES ENTRY**

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) 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".

d) Enter "16-digit Demat Account No.".

e) Refer to 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'.

f) 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**

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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).

NOTE: 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 and the company at registered email address.

14.4. HELPDESK:

I. 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 or contact on: - Tel: 022 – 4918 6000.

II. 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.

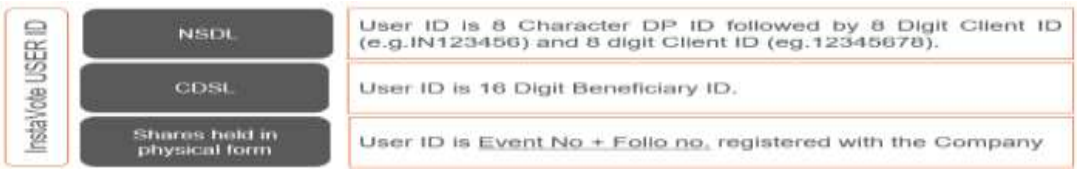
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL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

14.5. FORGOT PASSWORD:

Individual Shareholders holding securities 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.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



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.

14.6. 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".

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 and Section 110 of the Act and SEBI Listing Regulations)

Item No 1:

As required under Section 102 of the Companies Act, 2013, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Explanatory Statement sets out all material facts relating to the Ordinary Resolution for approving material Related Party Transactions (RPTs) with Carraro Drive Tech Italia S.p.A. ('**CDTI**'). CDTI is an Italy-based company operating as a leader in the driveline business within the Carraro Group, engaging in the manufacturing and selling of axles, clutches, transmissions, drives, and related components. It is a wholly owned subsidiary of Carraro S.p.A., which is the ultimate parent company of the Company, and thus forms part of the Company's Promoter Group.

In connection with the said resolution, and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on February 11, 2026 passed a board resolution subject to the approval of members seeking omnibus approval to enter into various transactions with CDTI as and when required, for a maximum period of one financial year, i.e. FY 2026-27. The proposed transactions involve the sale of goods such as agricultural and construction equipment transmissions, axles, gears, and allied components, along with the purchase of goods (including ECUs, brakes, clutches, Double-U joints, switches, and various consumables). Additionally, the transactions cover corporate service charges for availing Sales & Marketing support, Global Sourcing and Supply Chain services as well as the payment of warranty charges in relation to products sold to CDTI.

Further, during the last FY 2024-25 total value of transactions undertaken by the Company with the CDTI during the last financial year was aggregating to INR 5,689.22 million and the transaction value in the current financial year up to Q3 FY 2025-26 is aggregating to INR 5,952.01 million. Furthermore, the total estimated value of these proposed transactions being placed for approval is INR 10,129.49 million and this amount constitutes 56.04% of the Company's annual consolidated turnover for the immediately preceding financial year ended March 31, 2025, and renders the proposed transaction for FY 2026-27, as material RPT.

In accordance with the Para 5 (2) (c) of the RPT Industry Standards dated June 26, 2025 the Audit Committee of the Company has reviewed the certificate issued by the Managing Director and Whole-time Director & Chief Financial Officer confirming that the terms and conditions of the proposed material RPTs are in the interest of the Company and the elaboration provided under Sr. no. 6 of Table A(5) of the minimum information placed before the audit committee and part of this explanatory statement, renders the material RPTs including its terms and conditions, favourable to the Company.

Although the transaction is undertaken in the ordinary course of business and on an arm's length basis, but the total value of transaction exceeds the materiality threshold prescribed

under Regulation 23(1) of the Listing Regulations and therefore requires prior approval of the Members by way of Ordinary Resolution.

Mr. Tomaso Carraro, a Promoter and Non-Executive Director of the Company, is the Chairman and Ultimate Beneficial Owner of CDTI. Additionally, **Mr. Andrea Conchetto** and **Mr. Enrico Gomiero**, both Non-Executive Directors of the Company serve as Chief Executives of the CDTI. Except for these specified individuals no other promoter, director, or key managerial personnel of the Company has any direct or indirect interest in the resolution.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out in the accompanying Postal Ballot Notice for approval by the Members.

The Minimum Information placed at the Audit Committee for approval (Including ratification) of RPTs is as following:

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Carraro Drive Tech Italia S.p.A. ('CDTI')
2	Country of incorporation of the related party	Italy
3	Nature of business of the related party	CDTI is a leader in driveline business within Carraro Group and is an Italy based company operating in the business of manufacturing and selling including undertaking sale of manufactured goods i.e., axles, clutches, transmissions, drives and related components etc.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Carraro Drive Tech Italia S.p.A. ('CDTI') is a wholly owned subsidiary of Carraro S.p.A., which is the ultimate parent company of the Company and is a Related Party of the Company, forming part of Company's Promoter Group.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Shareholding of the related party, whether direct or	Nil

S. No.	Particulars of the information	Information provided by the management
	indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The details are as under: **S. No** / **Nature of Transactions[1]** / **FY 2024-25 (INR in Millions)** **1** / **Sale of goods** / **5,497.14** **2** / **Other transactions** / **a** / Purchase of raw material / 105.83 **b** / Corporate service charges / 65.96 **c** / Payment of warranty charges / 18.79 **d** / Sale of assets / 1.50
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Basis the omnibus approved limits, the Company during the current FY 2025-26 *(up to December 31, 2025)* has entered into transactions to the tune of INR 5,952.01 million with CDTI (except payment of royalty).
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 10,129.49 million[1]
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current	Yes

[1] In terms of provisions of Regulation 23(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the transaction for payment of royalty, not exceeding five percent of the annual consolidated turnover *(specific threshold provided as per regulation)* of the listed entity is not considered as Material RPT.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>financial year would render the proposed transaction a material RPT?</td><td></td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>56.04%</td></tr>
<tr><td>4</td><td>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)</td><td>Not applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.</td><td>33.95%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Details are as under:
<table>
<tr><th>Particular</th><th>Amount (INR in Millions)</th></tr>
<tr><td>Turnover</td><td>29,833.16</td></tr>
<tr><td>Profit After Tax</td><td>1,932.15</td></tr>
<tr><td>Net worth</td><td>2,716.49</td></tr>
</table>

These particulars are provided based on the certified information obtained from CDTI for the year ended December 31, 2024, in EUR terms as CDTI follows January to December, as its financial year.
Conversion to INR has been done using conversion rate as of December 31, 2024.
</td></tr>
</table>

A(5). Basic details of the proposed transaction

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Specific type of the proposed transaction</td><td>Details are as under:
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount Up to (INR in Million)</th></tr>
<tr><td>1</td><td>Sale of goods</td><td>9,806.93</td></tr>
<tr><td>2</td><td>Other transactions</td><td></td></tr>
<tr><td>a</td><td>Purchase of goods</td><td>170.09</td></tr>
<tr><td>c</td><td>Corporate service charges</td><td>101.45</td></tr>
<tr><td>d</td><td>Payment of warranty charges</td><td>51.02</td></tr>
</table></td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
2	Details of each type of the proposed transaction	• ***Sale of goods*** Sale of goods which are in the nature of agricultural transmissions, construction equipment transmissions, axles, gears, and other allied components • ***Other transactions:*** - Purchase of goods including certain components required for its manufacturing activity (such as ECUs, brakes, clutches, Double-U joints, switches, various consumables, etc.) - Corporate service charges paid to CDTI for availing corporate services (such as Sales & Marketing support, Global Sourcing, Supply Chain, etc.) - Payment of warranty charges in relation to products sold to CDTI
3	Tenure of the proposed transaction	As and when, depending on business requirements for a maximum period of one financial year i.e., FY 2026-27.
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.	The aggregate value of proposed transactions is Rs. 10,129.49 million which will be valid for one financial year i.e. FY 2026-27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	***In relation to the related party transaction of sale of goods to CDTI:*** The Company is engaged in the manufacture and sale of axles and transmission systems for off-highway vehicles for agricultural tractors, construction vehicles and other high value markets such as industrial and automotive markets and related components. CDTI is a leader in driveline business within Carraro Group. CDTI in its principal role is responsible for sourcing and management of international customers of Carraro Group, which includes large global Original Equipment Manufacturers. CDTI provides all the knowhow, instructions and information required for manufacturing of the products in line with CDTIs quality levels to the Company. The Company has had a legacy arrangement with its related party i.e., CDTI and pursuant to this legacy arrangement, Carraro India Limited had entered into a "Contract Manufacturing" setup, wherein the Company manufactures

S. No.	Particulars of the information	Information provided by the management
		and sells axles, transmission systems and related components CDTI. This arrangement has been significantly contributing to the revenues and foreign exchange earnings of the Company for the past several years. In view of such arrangement being beneficial to the Company in the long-term ensuring fulfilment of its growth objectives and vision of being industry leader, it is proposed to seek approval of the Members for Related Party Transactions to be entered into between the Company and its related party, i.e., CDTI, to enable this growth. ***In relation to other related party transactions with CDTI:*** The Company is a subsidiary of Carraro International S.E. and is part of Carraro Group. The other related party transactions are based on routine and ordinary business requirements. The transactions with related parties are mainly for purchase of goods, corporate service charges, and warranty charges are in relation to usual business operations of the Company. All these related party transactions bring operational efficiencies and synergies and are aligned with long-standing business practices. They also help the Company to achieve an optimum cost structure through leveraging centralized setups & intellectual property and maximizing profitability. Since past few years, there is no change in structuring of these transactions or allied business model on which the Company carries on its business. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in. A certificate confirming the terms of RPTs proposed to be entered into with CDTI are in the interest of the Company, signed by the Managing Director and Whole-time Director & Chief Financial Officer of the Company was reviewed by the Audit Committee and the same is available for inspection at the registered office of the Company during the e-voting period.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity	• Mr. Tomaso Carraro *(Promoter and Non-Executive Director of the Company)*- Chairman & Ultimate Beneficial Owner of the related party.

S. No.	Particulars of the information	Information provided by the management
	who have interest in the transaction, whether directly or indirectly a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	• Mr. Andrea Conchetto (*Non-Executive Director of the Company)*- Chief Executive of the related party. • Mr. Enrico Gomiero *(Non-Executive Director of the Company)*- Chief Executive of the related party.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Owing to the omnibus and routine nature of the proposed transaction being Sale and purchase of goods, availing service and warranty charges, the valuation report or other external party report is not applicable. Therefore, QR Code / Weblink is not applicable.
9	Other information relevant for decision making.	None

PART – B

Details of specific transactions in addition to Part B

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 with CDTI.

S. 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.	As disclosed at Ar. no. 6 of Table A (5) above, bidding process was unsuitable. Given the legacy of the transactions, all these proposed transactions are based on routine requirements and in relation to usual business operations of the Company. These related party transactions are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	All contracts with related parties, defined under Section 2(76) of the Companies Act, 2013, are reviewed for arm's length testing, internally on a periodic basis, by the management. The pricing of these related party transactions are determined as under: • ***Sale of goods to CDTI*** The Company's mark-up from the transaction under consideration falls within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transactional Net Margin Method (TNMM'). • ***Other related party transactions with CDTI***

S. No.	Particulars of the information	Information provided by the management
		The other transactions such as purchase of goods, corporate service charges, warranty charges, etc., are based on legacy contractual agreements (wherever applicable) and are governed by negotiation between the respective parties, in line with the market practices. The pricing for these transactions is consistent with arm's length principles having regard to economic and commercial factors. *Further, the related party transactions (except sale of goods) with CDTI, in aggregate value, are immaterial or insignificant in nature.* As part of standard practice, the Company also periodically engages an external consultant to assess and validate the same to be following arm's length principles. The transactions are in the ordinary course of business representing a long-standing practice of the Company and have been consistently undertaken. Additionally, such transactions are aligned with and covered under the main objects outlined in the Company's Memorandum of Association.
3	In case of Trade advance (*of up to 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:	The transactions proposed in this resolution occur at an arm's length basis where parties do not extend trade advances to each other therefore disclosure to this effect is not applicable.
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating	Not applicable

Disclosure requirements under Part C is not applicable considering the material RPTs are not covered under specific type transactions required to be reported under Part C.

For Carraro India Limited
Registered Office:
B 2/ 2 MIDC, Ranjangaon, Pune
Maharashtra - 412220

By Order of the Board of Directors,

Sd/-
Mohith Kumar Khandelwal
Company Secretary and Compliance Officer
Membership No. F-11243

Date: February 24th, 2026
Place: Pune