

NOTICE

Notice is hereby given that the 26th Annual General Meeting (AGM) of the members of Tata Hitachi Construction Machinery Company Private Limited will be held on Monday, the 4th day of August 2025 at 13:00 hours (IST), through video conferencing (VC) or other audio-visual means (OAVM) on Microsoft Teams, at the Registered Office of the Company at Jubilee Building, 45, Museum Road, Bengaluru-560025, to transact the following businesses:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors' and the Auditors' thereon.
- 2 To declare dividend of Rs.19.4 per equity share, on each fully paid-up equity shares of Rs.10 each, for the financial year ended March 31, 2025.
- 3 To appoint a director in place of Mr Toshiki Onishi (DIN: 09672267), who retires by rotation and being eligible, offers himself for reappointment.
- 4 To appoint a director in place of Mr Takuya Kawamoto (DIN: 09667514), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS**5 RATIFICATION OF THE COST AUDITORS' REMUNERATION**

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

"RESOLVED that pursuant to the provisions of sections 148 (3), and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and subject to the approval of the Central Government, if made applicable, the Company hereby ratifies the remuneration of Rs.450,000/- (Rupees Four Lakhs and Fifty Thousand only), plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Mani & Co., Cost Accountants, having Firm Registration No.000004, who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026."

BY THE ORDER OF THE BOARD OF DIRECTORS

For Tata Hitachi Construction Machinery Company Private Limited



H C RAMYA

COMPANY SECRETARY

Membership No. A28095

Place: Bangalore

Date: May 21, 2025

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Notes:

- 1 In compliance with the provisions of the Companies Act, 2013 ('the Act'), and various "MCA Circulars" on the subject, the 26th AGM of the Company is being held through VC /OAVM on Monday, 4-Aug'25 at 13.00 Hours (IST), on Microsoft Teams. The link for attending the AGM through VC will be sent separately. The deemed venue for the AGM will be the Registered Office of the Company at Jubilee Building 45 Museum Road, Bengaluru 560025.
- 2 Since this AGM is being held pursuant to the MCA circulars through VC /OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for Members for the appointment of proxies, to attend and cast vote on their behalf under Section 105 of the Act, will not be available and hence the proxy form, attendance slip, and route map are not annexed to this Notice.
- 3 The Explanatory Statement pursuant to Section 102 of the Act in respect of the Special businesses set out in this Notice is annexed hereto, and forms part of this Notice.
- 4 Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution or Power of Attorney (POA) authorizing their representative to attend and vote at the meeting, as provided in Section 113 of the Act.
- 5 All documents referred to in the Notice, and the explanatory statement enclosed thereto, and the Statutory Registers, including the Register of Directors and Key Managerial Personnel and their shareholding being maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which directors are interested being maintained under section 189, will be available for inspection at the Registered Office of the Company from the date of circulation of this Notice up to the date of, and during the time of, the AGM.
- 6 The dividend of Rs19.4 per equity share, on each fully paid-up equity shares of Rs.10 each, for financial year ended March 31, 2025, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') to all members whose name appears in the Register of Members, as on the date of such approval. Dividend shall be paid only through electronic mode. Such payment shall be made after furnishing the PAN, contact details including mobile number and bank account details.
- 7 According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act, with the Company.
- 8 Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2023, w.e.f. 1-Oct'24, private companies shall facilitate dematerialization of all its existing securities on or before September 30, 2024 and the Company has complied with. It is thus advised to all the security holders to get their securities dematerialized before intending to transfer securities or subscribing to any securities of the Company.



EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) sets out all material facts relating to the businesses mentioned in Items No. 5 of the accompanying Notice of the 26th Annual General Meeting of the Company dated 21-May'25.

Item No. 5:

(a) Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for specified products to be conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had at its meeting held on 21-May'25, approved the appointment and remuneration of M/s Mani & Co., Cost Accountants, having Firm Registration No. 000004, as the Cost Auditors of the Company to conduct the audit of the Cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year ending 31-Mar'26 at a remuneration of Rs.4.50 lakhs, plus applicable taxes and out-of-pocket expenses.

(b) In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 5 of the Notice. M/s Mani & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

(c) The Board recommends the resolution set out at Item No. 5 in the accompanying Notice for approval by the members. None of the Directors, or their relatives, is in any way concerned or interested, financially or otherwise, in the said resolution.

BY THE ORDER OF THE BOARD OF DIRECTORS
For Tata Hitachi Construction Machinery Company Private Limited



H C Ramya
COMPANY SECRETARY
Membership No. A28095

Place: Bengaluru

Date: May 21, 2025



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