



Hindustan Oil Exploration Company Limited

'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai - 600 018. INDIA.

☎ : 91 (044) 66229000 • Fax: 91 (044) 66229011 / 66229012

E-mail: contact@hoec.com • Website: www.hoec.com CIN: L11100GJ1996PLC029880

February 06, 2025

By Online

The Listing Department The National Stock Exchange of India Ltd., "Exchange Plaza", Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Stock Code: HINDOILEXP	The Corporate Relationship Department BSE Limited 1 st Floor, P. Jeejeebhoy towers, Dalal Street, Mumbai – 400 001 Stock Code: 500186
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Dear Sir / Madam,

Sub: Intimation of notice of postal ballot in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation"), please find attached a copy of the Postal Ballot Notice dated February 4, 2025 together with the Explanatory Statement thereto, seeking approval of the members of the Company by way of Special resolution for appointment of Mrs. Bhavani Balasubramanian (DIN: 09194973) as an Independent Director as set out in the Notice.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, January 31, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members. **The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, February 08, 2025 and ends at 5.00 p.m. (IST) on Sunday, March 09, 2025.** The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice will also be available on the Company's website at www.hoec.com and on the website of CDSL at www.evotingindia.com.

We request you to kindly take our aforesaid submission on record.

Yours Sincerely,

For Hindustan Oil Exploration Company Limited

G. Josephin Daisy
Company Secretary & Compliance Officer

Encl.: a/a



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara, Gujarat - 390020 (India)

CIN: L11100GJ1996PLC029880 • E-mail: hoecshare@hoec.com

Website: www.hoec.com • Tel : 91 (0265) 2330766

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the **Act**") read with Rules 20 and 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, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of members is being sought to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means ("**remote e-Voting**").

SPECIAL BUSINESS:

Item No. 1 Appointment of Mrs. Bhavani Balasubramanian (DIN: 09194973) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED that** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the **Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Bhavani Balasubramanian (DIN: 09194973), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from December 17, 2024 by the Board of Directors of the Company ("Board"), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and a declaration to that effect has been submitted by her, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing her candidature for the office of a Director, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from December 17, 2024 to December 16, 2029 (both days inclusive).

RESOLVED FURTHER that the Board or any duly constituted Committee of the Board ("Committee") be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and / or expedient to give effect to this resolution."

By Order of the Board of Directors

Place : Chennai
Date : February 04, 2025

G Josephin Daisy
Company Secretary

Registered office:

Tandalja Road, Off Old Padra Road, Vadodara, Gujarat - 390020

CIN: L11100GJ1996PLC029880

Tel: (0265) 2330766; E-mail: hoecshare@hoec.com; Website: www.hoec.com



NOTES

1. A statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations is annexed hereto and forms an integral part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, January 31, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company has provided the facility of remote e-Voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") to provide remote e-Voting facility to its Members.
4. Only a person whose name is recorded in the register of members / register of beneficial owners as on the Cut-Off Date maintained by the Depositories shall be entitled to participate in the e-Voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Members may note that this Postal Ballot Notice will also be available on the Company's website, www.hoec.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of CDSL www.evotingindia.com.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with DP / Registrar & Share Transfer Agent - MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for receiving all communication from the Company electronically.
7. The remote e-Voting shall commence on **Saturday, February 08, 2025, at 9:00 a.m. (IST) and shall end on Sunday, March 09, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date can cast their vote(s) electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
8. Members are requested to read the instructions in the Notes provided in this Postal Ballot Notice to cast their vote electronically. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again. The votes can be cast no later than 5:00 p.m. (IST) on Sunday, March 09, 2025.
9. The vote in this Postal Ballot cannot be exercised through proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at sandeep@sandeep-cs.in with a copy marked to hoecshare@hoec.com.
10. The Board of Directors has appointed M/s. S.Sandeep & Associates, Practicing Company Secretaries (Membership No. FCS No. 5853, CP No. 5987) 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 for the said purpose.
11. The Scrutinizer will, after conclusion of e-Voting, scrutinize the votes cast, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing within the prescribed timelines under applicable laws who shall countersign the same. The Chairman or any other person authorized by the Chairman shall declare the results within the prescribed timelines under applicable laws.



12. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.hoec.com. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com.
13. The resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-Voting i.e., Sunday, March 09, 2025.
14. All relevant documents referred to in the Notice and the Explanatory Statement shall be made available on request for electronic inspection from 10:00 A.M. to 5:00 P.M. (IST), on all working days, from the date of dispatch until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an e-mail to hoecshare@hoec.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
15. **The instructions for remote e-Voting are as under:**

i) Access through Depositories (NSDL / CDSL) e-Voting system in case of individual Members holding shares in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login Type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(ii) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-Voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.



6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
18. **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sandeep@sandeep.cs.in (scrutinizer email address) and haecshare@haec.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company / RTA.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant.
3. For Individual Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding Postal Ballot & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 5533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 5533.

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

Item No. 1 Appointment of Mrs. Bhavani Balasubramanian (DIN: 09194973) as an Independent Director of the Company

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors appointed Mrs. Bhavani Balasubramanian (DIN: 09194973) as an Additional Director (Non-Executive Independent) of the Company, not liable to retire by rotation, for a term of five years commencing from December 17, 2024, subject to approval of the members by special resolution.

The Nomination & Remuneration Committee, while recommending the appointment of Mrs. Bhavani Balasubramanian has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mrs. Bhavani Balasubramanian is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company, considering her extensive experience and exposure in the areas of audit and assurance in the listed as well as multinational companies across various industries. She comes with leadership experience and expertise across Finance, Audit, Risk Management, Strategy, Diversity, among others. Her presence will add significant value and strength to the Board.

In the opinion of the Board of Directors, Mrs. Bhavani Balasubramanian fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules') and the SEBI Listing Regulations for her appointment as an Independent Director of the Company and she is independent of the management.

In terms of Section 160(1) of the Act, the Company has received a notice in writing proposing her candidature for appointment to the office of Independent Director of the Company.

The Company has received from Mrs. Bhavani Balasubramanian (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that she is not disqualified under Section 164(2) of the Act, and (iii) a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations. She has confirmed that she has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. She has also confirmed that she is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of the Act and Regulation 25 of the SEBI Listing Regulations, an Independent Director can be appointed for a term of 5 years subject to the approval of the members of the Company by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of the SEBI LODR Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of her appointment or at the next general meeting, whichever is earlier. Further, in terms of the provisions of Sections 149 and 152 of the Act read with the Appointment Rules, 2014, an Independent Director shall not be liable to retire by rotation.



In view of this, it is proposed to appoint Mrs. Bhavani Balasubramanian as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from December 17, 2024 to December 16, 2029 (both days inclusive).

A brief profile of Mrs. Bhavani Balasubramanian has been provided in Annexure-A to the Notice.

The information as required under SEBI Listing Regulations and Secretarial Standard-2 has been provided in Annexure-B to the Notice.

The draft terms and conditions of her appointment are available for inspection by any member electronically and are placed on website of the Company at www.hoec.com.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mrs. Bhavani Balasubramanian and her relatives to the extent of their shareholding if any in the Company, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out in the Notice for approval of the members as a Special Resolution.

By Order of the Board of Directors

Place : Chennai
Date : February 04, 2025

G Josephin Daisy
Company Secretary

Registered office:

Tandalja Road, Off Old Padra Road, Vadodara, Gujarat - 390020
CIN: L11100GJ1996PLC029880
Tel: (0265) 2330766; E-mail: hoecshare@hoec.com; Website: www.hoec.com

Annexure - A

Brief Profile of Mrs. Bhavani Balasubramanian

Mrs. Bhavani Balasubramanian, aged 65 years, has been an Audit and Assurance Partner of Deloitte India and has 4 decades of experience in auditing a variety of clients, including listed companies and multinationals in different industries in India and abroad. Her audit experience relates to industries in IT and IT services, Energy and Oil & Gas, Manufacturing, Chemicals and Pharmaceuticals, Consumer business and Non-Banking Financial Companies. She has held national leadership positions in Deloitte India and has served extensively as a member in the firm's international councils and working groups.

She has served as a member in the Auditing Standards Board of the Institute of Chartered Accountants of India for 8 years and been member of various committees for over 6 years. She has authored eight publications of the Institute of Chartered Accountants of India and trained over 15,000 professionals in Auditing Standards. She has been the Chairperson / Member of various committees with the ASSOCHAM, CII and Regional Chambers of Commerce for over three decades.

She is a strategic consultant in diversity and inclusion, working with corporates and is a leadership and diversity coach for senior and mid management professionals.

Mrs. Bhavani is an Independent Director on the Boards of public companies and serves on their various committees. She is a fellow member of the Institute of Chartered Accountants of India and a member of the Institute of Company Secretaries of India.



Additional Details of the Director seeking appointment as required under the SEBI LODR Regulations and Secretarial Standard-2

Name of Director	Mrs. Bhavani Balasubramanian
Date of Birth	December 20, 1959
Age	65 years
Date of first appointment on the Board	December 17, 2024
Qualifications	Chartered Accountant, Company Secretary, Bachelor of Commerce
Nature of expertise in specific functional area	Refer brief profile given in Annexure - A
Past remuneration	Not Applicable as she has been appointed as Additional Director effective December 17, 2024.
Number of Board Meetings attended during the financial year	Post her appointment, she has attended one Board Meeting that was held on February 04, 2025.
Terms and conditions of appointment including remuneration to be paid	Appointment as an Independent Director for a term of five consecutive years, not liable to retire by rotation. She will be entitled for sitting fee for attending the Board/Committee meetings, as approved by the Board. She would also be entitled for commission, as may be approved by the Board and members, in terms of the provisions of the Act and the SEBI Listing Regulations.
Number of shares held in the Company including shares held as a Beneficial Owner	Nil
Relationship with other Directors / KMPs	None
Directorships held in other Companies	Listed Companies <ul style="list-style-type: none">Sundaram Finance LimitedSundaram Home Finance LimitedHCL Technologies Limited Other than Listed Companies <ul style="list-style-type: none">Fairmeans Investments Private Limited
Committee Membership / Chairpersonship held in other Listed Companies	Sundaram Finance Limited <ul style="list-style-type: none">Audit Committee, Chairperson Sundaram Home Finance Limited <ul style="list-style-type: none">Audit Committee, ChairpersonNomination & Remuneration Committee, MemberCSR Committee, MemberRisk Management Committee, Member HCL Technologies Limited <ul style="list-style-type: none">Audit Committee, MemberCSR Committee, MemberRisk Management Committee, Member
Resignation from Listed Companies in the past three years	None
The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Refer Explanatory Statement